

ITRONICS INC  
Form SB-2/A  
November 10, 2005

As filed with the Securities and Exchange Commission on November 10, 2005  
Registration No. 333-127855

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

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AMENDMENT NO. 1 TO  
FORM SB-2  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**ITRONICS INC.**

(Name of small business issuer in its charter)

<b>Texas</b>	<b>2870</b>	<b>75-2198369</b>
(State or other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

**6490 S. McCarran Blvd., Bldg C-23  
Reno, Nevada 89509  
(775) 689-7696**

(Address and telephone number of principal executive offices and principal place of business)

**Dr. John W. Whitney, Chief Executive Officer  
ITRONICS INC.**

**6490 S. McCarran Blvd., Bldg C-23  
Reno, Nevada 89509  
(775) 689-7696**

(Name, address and telephone number of agent for service)

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**APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:**

From time to time after this Registration Statement becomes effective.

If any securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:  x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.  o \_\_\_\_\_

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common stock, \$.001 par value issuable upon conversion of the secured convertible notes	39,391,000 <sup>(3)</sup>	\$.08	\$3,151,280	\$370.91
Common stock, \$.001 par value issuable upon exercise of warrants	609,000 <sup>(4)</sup>	\$.08	\$48,720	\$5.73
<b>Total</b>	<b>40,000,000</b>		<b>\$3,200,000</b>	<b>\$376.64</b>

\* Previously paid.

(1) Includes shares of our common stock, par value \$0.001 per share, which may be offered pursuant to this registration statement, which shares are issuable upon conversion of secured convertible notes and the exercise of warrants held by the selling stockholders. In addition to the shares set forth in the table, the amount to be registered includes an indeterminate number of shares issuable upon conversion of the secured convertible notes and exercise of the warrants, as such number may be adjusted as a result of stock splits, stock dividends and similar transactions in accordance with Rule 416. The number of shares of common stock registered hereunder represents a good faith estimate by us of the number of shares of common stock issuable upon conversion of the secured convertible notes and upon exercise of the warrants. For purposes of estimating the number of shares of common stock to be included in this registration statement, we calculated a good faith estimate of the number of shares of our common stock that we believe will be issuable upon conversion of the secured convertible notes and upon exercise of the warrants to account for market fluctuations, and antidilution and price protection adjustments, respectively. Should the conversion ratio result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary. In addition, should a decrease in the exercise price as a result of an issuance or sale of shares below the then current market price, result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(g) under the Securities Act of 1933, using the average of the high and low price as reported on the Over-The-Counter Bulletin Board on August 25, 2005, which was \$.08 per share.

(3) Includes a good faith estimate (200%) of the shares underlying secured convertible notes to account for market fluctuations.

(4) Includes a good faith estimate of the shares underlying warrants exercisable at \$.15 per share to account for antidilution and price protection adjustments.

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**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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THE INFORMATION CONTAINED IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE

SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

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**PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED NOVEMBER 10, 2005**

**ITRONICS INC.  
40,000,000 SHARES OF  
COMMON STOCK**

This prospectus relates to the resale by the selling stockholders of up to 40,000,000 shares of our common stock, including up to 32,000,000 shares of common stock underlying secured convertible notes in a principal amount of \$3,250,000 and up to 8,000,000 shares of common stock issuable upon the exercise of common stock purchase warrants. The secured convertible notes are convertible into our common stock at the lower of \$0.10 or at a 45% discount to the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. The selling stockholders may sell common stock from time to time in the principal market on which the stock is traded at the prevailing market price or in negotiated transactions. The selling stockholders may be deemed underwriters of the shares of common stock, which they are offering. We will pay the expenses of registering these shares.

Our common stock is registered under Section 15(d) of the Securities Exchange Act of 1934 and is listed on the Over-The-Counter Bulletin Board under the symbol "ITRO". The last reported sales price per share of our common stock as reported by the Over-The-Counter Bulletin Board on August 25, 2005, was \$.08.

**Investing in these securities involves significant risks. See "Risk Factors" beginning on page 6.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is \_\_\_\_\_, 2005.

The information in this Prospectus is not complete and may be changed. This Prospectus is included in the Registration Statement that was filed by Itronics Inc. with the Securities and Exchange Commission. The selling stockholders may not sell these securities until the registration statement becomes effective. This Prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the sale is not permitted.

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**TABLE OF CONTENTS**

Cautionary Note Regarding Forward-Looking Statements	2
Prospectus Summary	3
Risk Factors	6
Use Of Proceeds	12
Market For Common Equity And Related Stockholder Matters	15
Management's Discussion And Analysis Of Financial Condition And Results Of Operations	17
Business	37
Description Of Properties	51
Legal Proceedings	53
Management	54
Executive Compensation	56
Certain Relationships And Related Transactions	59
Security Ownership Of Certain Beneficial Owners And Management	60
Description Of Securities	61
Commission's Position On Indemnification For Securities Act Liabilities	61
Plan Of Distribution	61
Selling Stockholders	64
Legal Matters	69
Experts	69
Available Information	69
Index to Consolidated Financial Statements	70

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and any prospectus supplement contain forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events.

In some cases, you can identify forward-looking statements by words such as “may,” “should,” “expect,” “plan,” “could,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “goal,” or “continue” or similar terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks outlined under “Risk Factors,” that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements.

Unless we are required to do so under U.S. federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

## PROSPECTUS SUMMARY

The following summary highlights selected information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "risk factors" section, the financial statements and the notes to the financial statements.

### ITRONICS INC.

We are the inventor and developer of the "Beneficial Use Photochemical, Silver, and Water Recycling" technology that produces environmentally beneficial GOLD'n GRO fertilizers and silver bullion.

We are a process technology company that has developed what we believe is a unique technology for photochemical recycling. We, through our subsidiary, Itronics Metallurgical, Inc., extract more than 99% of the silver and virtually all of the other toxic heavy metals from used photoliquids. We then use this "Beneficial Use Photochemical, Silver and Water Recycling" technology to produce environmentally beneficial chelated multinutrient liquid fertilizer products sold under the trademark GOLD'n GRO, animal repellent/fertilizer products to be sold under the trademark GOLD'n GRO Guardian, and silver bullion. We also provide process planning and technical services to the mining industry.

For the years ended December 31, 2004 and 2003, we generated net revenues in the amount of \$1,720,049 and \$1,268,787 and net losses of \$2,839,872 and \$2,752,291, respectively. For the six months ended June 30, 2005, we generated net revenues in the amount of \$867,301 and a net loss of \$1,732,994. As a result of recurring losses from operations and an accumulated deficit of \$22,944,959 as of December 31, 2004, our Independent Registered Public Accounting Firm, in their report dated May 19, 2005, have expressed substantial doubt about our ability to continue as going concern.

Our principal offices are located at 6490 S. McCarran Blvd., Bldg C-23, Reno, Nevada 89509, and our telephone number is (775) 689-7696. We are a Texas corporation.

Common stock offered by selling stockholders Up to 40,000,000 shares, including the following:

- up to 39,391,000 shares of common stock underlying secured convertible notes in the principal amount of \$3,250,000 (includes a good faith estimate of the shares underlying secured convertible notes to account for market fluctuations and antidilution protection adjustments, respectively),
- up to 609,000 shares of common stock issuable upon the exercise of common stock purchase warrants at an exercise price of \$.15 per share (includes a good faith estimate of the shares underlying warrants to account for antidilution protection adjustments),

This number represents 20.31% of our current outstanding stock.



Common stock to be outstanding after the offering

Up to 236,907,628 shares

Use of proceeds

We will not receive any proceeds from the sale of the common stock. However, we will receive the sale price of any common stock we sell to the selling stockholders upon exercise of the warrants. We expect to use the proceeds received from the exercise of the warrants, if any, for general working capital purposes. However, AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC will be entitled to exercise up to 3,000,000 warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., or New Millennium Partners II, LLC exercise the warrants on a cashless basis, then we will not receive any proceeds from the exercise of those warrants. In addition, we have received gross proceeds \$1,250,000 from the sale of the secured convertible notes and the investors are obligated to provide us with an additional \$2,000,000; \$1,000,000 within five days of the filing of this registration statement, and \$1,000,000 within five days of this prospectus being declared effective. The proceeds received from the sale of the secured convertible notes will be used for business development purposes, working capital needs, pre-payment of interest, payment of consulting and legal fees and purchasing inventory.

Over-The-Counter Bulletin Board Symbol

ITRO

The above information regarding common stock to be outstanding after the offering is based on 196,907,628 shares of common stock outstanding as of August 24, 2005 and assumes the subsequent conversion of our issued secured convertible notes and exercise of warrants by our selling stockholders.

**EXPLANATORY NOTE: On July 15, 2005, we entered into a Securities Purchase Agreement with four accredited investors. In addition, on July 5, 2005 we entered into a Finder's Agreement with Confin International Investments, which acted as selling agent in connection with the July 2005 Securities Purchase Agreement. Any issuance of shares of common stock pursuant to the Securities Purchase Agreement and Finder's Agreement that would require us to issue shares of common stock in excess of our authorized capital is contingent upon us obtaining shareholder approval to increase our authorized shares of common stock from 250,000,000 to 1,000,000,000 and filing the certificate of amendment to our certificate of incorporation. We filed a proxy statement with the Securities and Exchange Commission on August 31, 2005, asking a super majority of our shareholders to authorize the increase in our authorized shares of common stock. If a super majority of our shareholders approve an increase in our authorized shares of common stock, we intend on filing the certificate of amendment to our certificate of incorporation immediately following our shareholder meeting. We are registering 40,000,000 shares of common stock pursuant to this prospectus that are underlying the secured convertible notes and warrants issued in connection with the Securities Purchase Agreement. Upon filing the certificate of amendment, we will amend this prospectus to include additional shares of common stock that are issuable pursuant to the Securities Purchase Agreement and the shares of common stock that are issuable pursuant to the Finder's Agreement.**

## **JULY 2005 SECURITIES PURCHASE AGREEMENT**

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on July 15, 2005 for the sale of (i) \$3,250,000 in secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock.

The investors are obligated to provide us with the funds (gross proceeds) as follows:

- \$250,000 was disbursed on July 15, 2005;
- \$1,000,000 was disbursed on August 1, 2005, upon receipt by the investors of a certificate representing the pledged shares of Dr. John W. Whitney, our President, as security for repayment of the secured convertible notes in the aggregate amount of 14,550,558 shares pursuant to the Guaranty and Pledge Agreement dated as of July 15, 2005;
- \$1,000,000 will be disbursed within five days of the filing of this registration statement; and
- \$1,000,000 will be disbursed within five days of the effectiveness of this prospectus.

The secured convertible notes bear interest at 8%, mature three years from the date of issuance, and are convertible into our common stock, at the selling stockholders' option, at the lower of (i) \$0.10 or (ii) a 45% discount to the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. Accordingly, there is in fact no limit on the number of shares into which the notes may be converted. As of August 22, 2005, the average of the three lowest intraday trading prices for our common stock during the preceding 20 trading days as reported on the Over-The-Counter Bulletin Board was \$.06 and, therefore, the conversion price for the secured convertible notes was \$.033. Based on this conversion price, the \$3,250,000 secured convertible notes, excluding interest, were convertible into 98,484,848 shares of our common stock.

AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and New Millennium Partners II, LLC have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock.

Confin International Investments (the "Selling Agent") acted as selling agent in connection with the offering. We will issue up to a total of 3,000,000 warrants to the Selling Agent and the Selling Agent will receive gross fees of \$260,000, representing 8% of the total gross proceeds received by us, as consideration for services performed in connection with the issuance of the secured convertible notes and warrants to the investors pursuant to the July 2005 Securities Purchase Agreement.

See the "Selling Stockholders" and "Risk Factors" sections for a complete description of the secured convertible notes.

## RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

### **Risks Relating to Our Business:**

#### **We Have a History Of Losses Which May Continue, and May Negatively Impact Our Ability to Achieve Our Business Objectives.**

We incurred net losses of \$2,839,872 and \$2,752,291 for the years ended December 31, 2004 and 2003, respectively. For the six months ended June 30, 2005, we incurred a net loss of \$1,732,994. We cannot assure you that we can achieve or sustain profitability on a quarterly or annual basis in the future. Our operations are subject to the risks and competition inherent in the establishment of a business enterprise. There can be no assurance that future operations will be profitable. Revenues and profits, if any, will depend upon various factors, including whether we will be able to continue expansion of our revenue. We may not achieve our business objectives and the failure to achieve such goals would have an adverse impact on us.

#### **If We Are Unable to Obtain Additional Funding, Our Business Operations Will be Harmed. In Addition, Section 4e of the July 2005 Securities Purchase Agreements Contains Certain Restrictions and Limitations on Our Ability to Seek Additional Financing. If We Do Obtain Additional Financing, Our Then Existing Shareholders May Suffer Substantial Dilution.**

We will require additional funds to sustain and expand our sales and marketing activities. Additional capital will be required to effectively support the operations and to otherwise implement our overall business strategy. Without the prior written consent of a majority-in-interest of the investors for a period ending on the later of (i) 270 days from the closing date, or (ii) 180 days from the date that this registration statement is declared effective by the SEC, Section 4e of our July 2005 Securities Purchase Agreement limits our ability to seek additional financing, including negotiating or contracting with any party to obtain additional equity financing (including debt financing with an equity component) which involves the following:

- the issuance of shares of our common stock at a discount to the market price on the date of issuance;
- the issuance of convertible securities that are convertible into an indeterminate number of shares of our common stock; or
- the issuance of warrants to purchase shares of our common stock.

There can be no assurance that financing will be available in amounts or on terms acceptable to us, if at all, or if a majority-in-interest of the investors under our July 2005 Securities Purchase Agreement will provide their prior written consent for us to engage in additional financing involving the issuance of our securities as set forth above. The inability to obtain additional capital will restrict our ability to grow and may reduce our ability to continue to conduct business operations. If we are unable to obtain additional financing, we will likely be required to curtail our marketing and development plans and possibly cease our operations. Any additional equity financing may involve substantial dilution to our then existing shareholders.

#### **Our Independent Registered Public Accounting Firm Has Stated There is Substantial Doubt About Our Ability to Continue As a Going Concern, Which May Hinder Our Ability to Obtain Future Financing.**

In their report dated May 19, 2005 on our financial statements as of and for the year ended December 31, 2004, our independent registered public accounting firm stated that our recurring losses from operations and our accumulated deficit as of December 31, 2004 raised substantial doubt about our ability to continue as a going concern. Since

December 31, 2004, we have continued to experience net operating losses. Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities, increasing sales or obtaining loans and grants from various financial institutions where possible. Our continued net operating losses and stockholders' deficiency increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful.

**If We Are Unable to Retain the Services of Dr. John W. Whitney or If We Are Unable to Successfully Recruit Qualified Personnel Having Experience in Business, We May Not Be Able to Continue Our Operations.**

Our success depends to a significant extent upon the continued service of Dr. John W. Whitney, our current President, Treasurer and Director. Loss of the services of Dr. Whitney could have a material adverse effect on our growth, revenues, and prospective business. However, Dr. Whitney is bound by several confidentiality agreements, which specifically include non-compete clauses. We have applied for a "key man" life insurance policy on the life of Dr. Whitney in the amount of \$5,000,000. In addition, in order to successfully implement and manage our business plan, we will be dependent upon, among other things, successfully recruiting qualified personnel having experience in business. Competition for qualified individuals is intense. There can be no assurance that we will be able to find, attract and retain existing employees or that we will be able to find, attract and retain qualified personnel on acceptable terms.

**If We Are Not Able to Successfully Market and Gain Public Awareness of Our Products and Services, We May Sustain Substantial Losses Which Could Require Us to Curtail or Cease Our Operations.**

The production of photochemical fertilizer for commercial and consumer applications is a new business concept characterized by competition with established fertilizer manufacturers who have historically produced products that have heretofore fulfilled the market demand. Achieving market awareness and acceptance for products being introduced and under development requires substantial marketing efforts and expenditure of significant marketing and advertising funds. There is uncertainty as to the rate of sales expansion and the degree of market acceptance of our products. Because of this, we are currently developing and evaluating, and anticipate that we will continue to develop, marketing and advertising for such new products or services; we will devote resources, financial and otherwise to such efforts. The failure of these efforts could result in substantial losses.

**Our Success is Dependant on The Ability of Our Products and Services to Compete in Our Various Industries.**

We operate in three highly competitive industries which have been characterized by pricing pressures, business consolidations, and flat or low growth trends in revenues and sales. Each of the industries in which we are operating has its own competitive characteristics. The mining technical services segment is somewhat dependent on metals prices in relation to production costs; the industry is under price pressure and consolidations are occurring. The need for technical services in this environment is reduced for certain types of services, but increased for others. There is increased competition from foreign firms who have exchange rate differentials that provide them a competitive advantage in provision of certain services. Our photochemical recycling segment operates in the photowaste hauling and disposal industry. A few large service companies and a few smaller regional companies characterize this industry. Expansion into international markets will also bring direct competition from foreign firms. The photochemical recycling segment also operates in the fertilizer industry. The fertilizer market consists of “Specialty Agriculture Market”, the “Bulk Field Crop Market”, and the “Urban Fertilizer Market”. We are currently concentrating on increasing bulk GOLD’N GRO fertilizer sales, primarily in the Specialty Agriculture and the Bulk Field Crops markets. The fertilizer markets are mature and dominated by a few large manufacturers and distributors. The western U.S. distributor for the GOLD’N GRO fertilizers is one of these companies. Because the markets are mature, the rate of growth to be achieved when introducing new products is uncertain because of the need to displace existing products.

Our markets are not characterized by rapid technological change. These industries are characterized by the need to make large capital investments in order to be participants. This limits the rate of technological change and makes it more difficult for entry by new competitors. Prior to our photochemical recycling technology development, the recovery and disposal of hazardous photochemical waste was characterized by low or limited technology and consisted primarily of hauling and dumping the chemical for a fee. Most of the existing companies recover and sell a portion of the contained silver. The main risk is price fluctuations in the silver market.

The fertilizer industry is stable and new product development and introduction is a long-term process. The reason is that crops grow on seasonal cycles and crop nutrition is complex and affected by many factors. It takes years to develop a new fertilizer product due to the complexity of the plant nutrition process. Because of this, innovation in the fertilizer nutrient product market is low. Now that some of our products and nutrition programs are being introduced into the marketplace, there is no assurance that we will be able to maintain our product development lead if companies with larger resources decide to attempt to produce products that duplicate some of the characteristics of our products.

**Our Success is Dependant Upon Regulatory Enforcement of the Waste Control Environment.**

Regulatory enforcement of the waste control environment is critical to our competitive position by making it more difficult for service companies with minimal compliance to operate and offer lower pricing. Generally, all 50 states continue to strengthen their regulatory enforcement but our competitive position in obtaining liquid photowastes, the basic process raw material, is somewhat dependent on the continuation of regulations and regulatory enforcement. Similar regulatory enforcement may not be available to us to aid in establishing and developing our international operations.

**Our Success is Dependant Upon Our Ability to Adequately Protect Our Trade Secrets, Know-How, Patents and Trademarks.**

We own the Itronics logo and name pursuant to common law and "GOLD'n GRO" is a registered trademark. We have only four patents with respect to our technology. Where patent protection is not available, we rely for protection of our intellectual property on trade secret law and nondisclosure and confidentiality agreements with our employees and others. There can be no assurance that such agreements will provide meaningful protection for our trade secrets or proprietary know-how in the event of any unauthorized use or disclosure of such trade secrets or know-how. In addition, others may obtain access to or independently develop technologies or know-how similar to ours.

Our success will also depend on our ability to avoid infringement of patent or other proprietary rights of others. We are not aware that we are infringing any patent or other such rights, nor are we aware of proprietary rights of others for which we will be required to obtain a license in order to develop our products. However, there can be no assurance that we are not infringing proprietary rights of others, or that we will be able to obtain any technology licenses we may require in the future.

**We Rely on Contractual Relationships With Our Key Suppliers, Vendors, Customers and Consultants. A Loss of One or More of These Contractual Relationships, Our Ability to Maintain or Increase Revenues Could Be Adversely Affected.**

We rely on contractual relationships with our key suppliers, vendors, customers and consultants ("Key Contacts"). If we were to lose these Key Contacts, our ability to maintain or increase revenues could be adversely affected. While we believe our relationship with our Key Contacts is good, there can be no assurance that any relationship will continue to exist.

**Our Fertilizer Sales Are Dependent Upon Our Contract With Western Farm Service, Inc., Which Accounted for \$989,084, or 97% of 2004 Fertilizer Sales. The Loss of This Contract Could Cause Us to Cease Operations.**

In March 1998 we signed a definitive licensing, manufacturing, and distribution agreement with Western Farm Service, Inc. (WFS), a wholly owned subsidiary of Agrium, Inc. (a NYSE company) to market our GOLD'n GRO fertilizer products. The five-year agreement, with optional five-year renewal periods, was extended for another five years in March 2003. After the initial five year period, the contract may be terminated by either party in any subsequent year by giving the other party written notice 120 days prior to December 31st of each year. Substantially all of our fertilizer sales (97%, or an aggregate of \$989,084 during 2004) are to WFS and we would be materially adversely affected if the contract were terminated. Any such termination may cause us to curtail or cease operations.

**Our Photochemical Recycling and Related Silver Refining Revenue Were Dependent on Our Contract with Shutterfly, Inc., Which Accounted for \$201,291, or 59%, of Such 2004 Revenue. Shutterfly, Inc. Also Supplied 65% of Our Used Photochemicals Which We Use as a Raw Material in our GOLD'n GRO Fertilizer Products.**

We entered into our standard recycling services contract with Shutterfly, Inc., a private company in the digital imaging and processing industry, in July 2001. In December 2004, our photochemical recycling services provided to Shutterfly, Inc. were discontinued by mutual agreement. Due to the nature of our business, our photochemical recycling customers are also suppliers of our used photochemical raw material needed for fertilizer manufacturing. This raw material is the primary ingredient that distinguishes our GOLD'n GRO fertilizer products from competing fertilizer products. If we are unable to find new customers to replace the lost volume of used photochemicals, we would use up our present inventory of used photochemicals which would limit fertilizer sales to less than our present volumes. If this were to occur, we would be prevented from expanding fertilizer sales to a level required to become profitable, resulting in continuing substantial losses.

**Our Mining Technical Services Revenues Were Dependent Upon Our Contract With Golden Phoenix Minerals, Inc., Which Accounted for \$224,039, or 75% of Such Revenue.**

We entered into a three year contract with Golden Phoenix Minerals, Inc. (GPXM), a publicly traded precious metal mining company, in March 1999 to provide consulting services. The contract was renewed for another three years in March 2002 and expired in March 2005 and was not renewed.

**A Substantial Portion of Our Accounts Receivables Are Due From Western Farm Service, Inc. (WFS)**

As of June 30, 2005, \$132,862, or 84% of our total accounts receivables were due to us from WFS. If WFS became unable or unwilling to pay the amounts due, we would be materially adversely affected.

**We Are in Default on Substantially All of Our Equipment Leases, Which if Not Settled, Could Result in the Repossession of Certain Equipment and Cause Us to Cease Operations**

As of October 31, 2005, delinquent payments on our equipment leases totaled approximately \$540,000. As discussed in the Legal Proceedings section, many of these leases are subject to ongoing litigation or the lessor has received a judgment. The creditors with judgments may seize the secured equipment and/or other assets at any time without notice. Also as discussed in the Legal Proceedings section, we have renegotiated several other leases. These leases are subject to stipulated judgments that allow the lessor to repossess the secured equipment and/or seize other assets without further court action if we become delinquent on future payments. The loss of our equipment could cause us to cease operations.

**We Are Refocusing Our Technical Services Segment to Include an Internet Information Portal to Support That Division. We Do Not Know If, or How Long, It Will Be Before Revenue Will Sustain Current Spending Levels. Additional Substantial Losses Could Occur.**

The redirection of Whitney & Whitney, Inc. to reduce emphasis on technical consulting services and to launch an Internet information portal is brought about by the fact that Dr. Whitney, our President, has often been the lead person in generating new consulting contracts. Our President's increased responsibilities for managing the expanding photochemical recycling segment and overall corporate activities has reduced his time availability to actively participate in the consulting segment. The main risk in establishing the information portal is the length of time and the related support costs that will be expended during the time needed to get subscriptions to a break- even level.

We do not know if, or how long, it will be before revenue will sustain current spending levels. If it takes a long period of time to launch our Internet information portal and if we expend substantial support costs with respect to such reconfiguration without realizing any revenues related thereto, additional substantial losses could occur.

**The EPA Registration Process for GOLD'n GRO Guardian Animal Repellent Will Be Lengthy and Expensive. There is No Guarantee That the Product Will Be Approved By the EPA and There Is No Guarantee That The Product Will Be Accepted In the Markets We Are Targeting. If Our Registration is Not Approved or if This**

**Product is Not Accepted in the Markets Which We Are Targeting, Substantial Losses Could Occur.**

Registration of GOLD'n GRO Guardian with the Federal EPA, followed by registration in each state in which it will be sold, is necessary before the product can be sold in any state. The product is an animal repellent fertilizer and represents a new category of fertilizer for us. Our main risk is that the registration may take longer than anticipated, and that the cost could be higher than presently budgeted. After registration is complete, normal market introduction timing of 2 to 3 years can be expected, and there is always the risk that another company with superior resources may develop a similar product. The revenues to be generated by product sales, after the product is registered, are expected to be supplemental to the regular GOLD'n GRO fertilizer sales but could grow to become a significant part of total fertilizer sales within a few years after introduction.

There is no assurance that the registration of GOLD'n GRO Guardian will be approved or that even if approved, that this product will be accepted in the markets which we are targeting. If our registration is not approved or if GOLD'n GRO Guardian is not accepted in the marketplace, substantial losses could occur.

**Any Future Acquisitions Could Disrupt Our Existing Business and Harm Our Financial Position.**

An element of our growth strategy includes the acquisition of companies which we believe have synergistic business models. Acquisitions entail a number of risks that could materially and adversely affect business and operating results. Such risks would include problems integrating the acquired operations, technologies or products; diversion of management's time and attention from core businesses; difficulties in retaining business relations with suppliers and customers of the acquired company; risks associated with entering markets in which our management lacks prior experience, and potential loss of key employees from the acquired company.

**Risks Relating to Our Current Financing Arrangement:**

**If We Fail to Obtain Stockholder Approval to Increase our Authorized Shares of Common Stock, We May be Subject to Various Penalties and Will be in Default of the Securities Purchase Agreement.**

We presently do not have an adequate amount of authorized and unissued shares of common stock to issue upon the conversion of the secured convertible notes and the exercise of the warrants in connection with the July 2005 Securities Purchase Agreement. As of November 4, 2005, there were 197,057,628 shares of common stock outstanding. We filed a proxy statement on Schedule 14A with the Securities and Exchange Commission on August 31, 2005 and hold a special meeting of our stockholders pursuant to which we will ask our stockholders to approve an amendment to our certificate of incorporation to increase our authorized common stock from 250,000,000 shares to 1,000,000,000 shares. In the event that we are unable to obtain an increase in our authorized common stock, we will be required to pay penalties to the investors of the July 2005 Securities Purchase Agreement and will be in default of the agreement. If we are in default, we will be required to repay the secured convertible notes. If we are required to repay the secured convertible notes, we would be required to use our limited working capital and raise additional funds. If we were unable to repay the notes when required, the note holders could commence legal action against us and foreclose on all of our assets to recover the amounts due. Any such action would require us to curtail or cease operations



**There Are a Large Number of Shares Underlying Our Secured Convertible Notes and Warrants That May be Available for Future Sale and the Sale of These Shares May Depress the Market Price of Our Common Stock.**

As of November 4, 2005, we had 197,057,628 shares of common stock issued and outstanding, 7,193,639 common shares to be issued to management and other employees for unpaid salary and accrued interest in the amount of \$578,230, unsecured convertible notes outstanding that may be converted into an estimated 21,427,057 shares of common stock at conversion prices ranging from \$0.125 to \$1.18, outstanding warrants to purchase 25,695,183 shares of common stock at exercise prices ranging from \$0.075 to \$0.24, and outstanding compensatory options to purchase 6,106,000 shares of common stock at exercise prices ranging from \$0.15 to \$0.90 per share. We also have secured convertible notes outstanding, and are obligated to issue secured convertible notes, that may be converted into an estimated 196,969,697 shares of common stock at current market prices and related warrants to purchase 3,000,000 shares of common stock at an exercise \$0.15 per share. In addition, the number of shares of common stock issuable upon conversion of the outstanding secured convertible notes may increase if the market price of our stock declines. All of the shares, including all of the shares issuable upon conversion of the secured convertible notes and upon exercise of our warrants, may be sold without restriction. The sale of these shares may adversely affect the market price of our common stock.

**The Continuously Adjustable Conversion Price Feature of Our Secured Convertible Notes Could Require Us to Issue a Substantially Greater Number of Shares, Which Will Cause Dilution to Our Existing Stockholders.**

Our obligation to issue shares upon conversion of our secured convertible notes is essentially limitless. The following is an example of the amount of shares of our common stock that are issuable, upon conversion of the principal amount of our secured convertible notes, based on market prices 25%, 50% and 75% below the market price as of August 24, 2005 of \$0.08.

% Below Market	Price Per Share	With Discount at 45%	Number of Shares Issuable	% of Outstanding Stock
25%	\$0.06	\$0.033	98,484,848	33.34%
50%	\$0.04	\$0.022	147,727,273	42.86%
75%	\$0.02	\$0.011	295,454,545	60.01%

As illustrated, the number of shares of common stock issuable upon conversion of our secured convertible notes will increase if the market price of our stock declines, which will cause dilution to our existing stockholders.

**The Continuously Adjustable Conversion Price Feature of our Secured Convertible Notes May Have a Depressive Effect on the Price of Our Common Stock.**

The secured convertible notes are convertible into shares of our common stock at a 45% discount to the trading price of the common stock prior to the conversion. The significant downward pressure on the price of the common stock as the selling stockholders convert and sell material amounts of common stock could have an adverse effect on our stock price. In addition, not only the sale of shares issued upon conversion or exercise of secured convertible notes and warrants, but also the mere perception that these sales could occur, may adversely affect the market price of the common stock.

**The Issuance of Shares Upon Conversion of the Secured Convertible Notes and Exercise of Outstanding Warrants May Cause Immediate and Substantial Dilution to Our Existing Stockholders.**

The issuance of shares upon conversion of the secured convertible notes and exercise of warrants may result in substantial dilution to the interests of other stockholders since the selling stockholders may ultimately convert and sell the full amount issuable on conversion. Although AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC may not convert their secured convertible notes and/or exercise their warrants if such conversion or exercise would cause them to own more than 4.99% of our outstanding common stock, this restriction does not prevent AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC from converting and/or exercising some of their holdings and then converting the rest of their holdings. In this way, AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC could sell more than this limit while never holding more than this limit. There is no upper limit on the number of shares that may be issued which will have the effect of further diluting the proportionate equity interest and voting power of holders of our common stock, including investors in this offering.

**In The Event That Our Stock Price Declines, The Shares Of Common Stock Allocated For Conversion Of The Secured Convertible Notes and Registered Pursuant To This Prospectus May Not Be Adequate And We May Be Required to File A Subsequent Registration Statement Covering Additional Shares. If The Shares We Have Allocated And Are Registering Herewith Are Not Adequate And We Are Required To File An Additional Registration Statement, We May Incur Substantial Costs In Connection Therewith.**

Based on our current market price and the potential decrease in our market price as a result of the issuance of shares upon conversion of the secured convertible notes, we have made a good faith estimate as to the amount of shares of common stock that we are required to register and allocate for conversion of the secured convertible notes. Accordingly, we have allocated 196,969,697 shares to cover the conversion of the secured convertible notes. In the event that our stock price decreases, the shares of common stock we have allocated for conversion of the secured convertible notes and are registering hereunder may not be adequate. If the shares we have allocated to the registration statement are not adequate and we are required to file an additional registration statement, we may incur substantial costs in connection with the preparation and filing of such registration statement.

**If We Are Required for any Reason to Repay Our Outstanding Secured Convertible Notes, We Would Be Required to Deplete Our Working Capital, If Available, Or Raise Additional Funds. Our Failure to Repay the Secured Convertible Notes, If Required, Could Result in Legal Action Against Us, Which Could Require the Sale of Substantial Assets.**

In July 2005, we entered into a Securities Purchase Agreement for the sale of an aggregate of \$3,250,000 principal amount of secured convertible notes. The secured convertible notes are due and payable, with 8% interest, three years from the date of issuance, unless sooner converted into shares of our common stock. Although we currently have \$1,250,000 secured convertible notes outstanding, the investors are obligated to purchase additional secured convertible notes in the aggregate of \$2,000,000. In addition, any event of default such as our failure to repay the principal or interest when due, our failure to issue shares of common stock upon conversion by the holder, our failure to timely file a registration statement or have such registration statement declared effective, breach of any covenant, representation or warranty in the Securities Purchase Agreement or related convertible note, the assignment or appointment of a receiver to control a substantial part of our property or business, the filing of a money judgment, writ or similar process against our company in excess of \$50,000, the commencement of a bankruptcy, insolvency, reorganization or liquidation proceeding against our company and the delisting of our common stock could require the early repayment of the secured convertible notes, including a default interest rate of 15% on the outstanding principal balance of the notes if the default is not cured with the specified grace period. We anticipate that the full amount of the secured convertible notes will be converted into shares of our common stock, in accordance with the terms of the secured convertible notes. If we were required to repay the secured convertible notes, we would be required to use our

limited working capital and raise additional funds. If we were unable to repay the notes when required, the note holders could commence legal action against us and foreclose on all of our assets to recover the amounts due. Any such action would require us to curtail or cease operations.

**If an Event of Default Occurs under the Securities Purchase Agreement, Secured Convertible Notes, Warrants, Security Agreement or Intellectual Property Security Agreement, the Investors Could Take Possession of all Our Goods, Inventory, Contractual Rights and General Intangibles, Receivables, Documents, Instruments, Chattel Paper, and Intellectual Property.**

In connection with the Securities Purchase Agreements we entered into in July 2005, we executed a Security Agreement and an Intellectual Property Security Agreement in favor of the investors granting them a first priority security interest in all of our goods, inventory, contractual rights and general intangibles, receivables, documents, instruments, chattel paper, and intellectual property. The Security Agreements and Intellectual Property Security Agreements state that if an even of default occurs under the Securities Purchase Agreement, Secured Convertible Notes, Warrants, Security Agreements or Intellectual Property Security Agreements, the Investors have the right to take possession of the collateral, to operate our business using the collateral, and have the right to assign, sell, lease or otherwise dispose of and deliver all or any part of the collateral, at public or private sale or otherwise to satisfy our obligations under these agreements.

**Risks Relating to Our Common Stock:**

**If We Fail to Remain Current on Our Reporting Requirements, We Could be Removed From the OTC Bulletin Board Which Would Limit the Ability of Broker-Dealers to Sell Our Securities and the Ability of Stockholders to Sell Their Securities in the Secondary Market.**

Companies trading on the OTC Bulletin Board, such as us, must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended, and must be current in their reports under Section 13, in order to maintain price quotation privileges on the OTC Bulletin Board. If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

**Our Common Stock is Subject to the "Penny Stock" Rules of the SEC and the Trading Market in Our Securities is Limited, Which Makes Transactions in Our Stock Cumbersome and May Reduce the Value of an Investment in Our Stock.**

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

## USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be offered and sold from time to time by the selling stockholders. We will not receive any proceeds from the sale of shares of common stock in this offering. However, we will receive the sale price of any common stock we sell to the selling stockholder upon exercise of the warrants. We expect to use the proceeds received from the exercise of the warrants, if any, for general working capital purposes. However, AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC will be entitled to exercise up to 3,000,000 warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., or New Millennium Partners II, LLC exercise the warrants on a cashless basis, then we will not receive any proceeds from the exercise of those warrants. In addition, we have received gross proceeds \$1,250,000 from the sale of the secured convertible notes and the investors are obligated to provide us with an additional \$2,000,000; \$1,000,000 within five days of the filing of this registration statement, and \$1,000,000 within five days of this prospectus being declared effective. The proceeds received from the sale of the secured convertible notes will be used for business development purposes, working capital needs, pre-payment of interest, payment of finder's and legal fees and payment of indebtedness.

## MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is quoted on the OTC Bulletin Board under the symbol "ITRO."

For the periods indicated, the following table sets forth the high and low bid prices per share of common stock. These prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions.

	High(\$)	Low (\$)
<b>Fiscal Year</b>		
<b>2003</b>		
First Quarter	0.16	0.09
Second Quarter	0.14	0.08
Third Quarter	0.23	0.11
Fourth Quarter	0.17	0.11
<b>Fiscal Year</b>		
<b>2004</b>		
First Quarter	0.22	0.14
Second Quarter	0.17	0.10
Third Quarter	0.10	0.06
Fourth Quarter	0.08	0.05
<b>Fiscal Year</b>		
<b>2005</b>		
First Quarter	0.13	0.05
Second Quarter	0.08	0.05
	0.08	0.06

Third Quarter  
(1)

(1) Through August 24, 2005

## **HOLDERS**

As of August 24, 2005, we had approximately 1,081 holders of our common stock. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of common stock whose shares are held in the names of various security brokers, dealers, and registered clearing agencies. The transfer agent of our common stock is Securities Transfer Corporation, 2591 Dallas Parkway, Suite 102, Frisco, Texas 75034.

We have never declared or paid any cash dividends on our common stock. We do not anticipate paying any cash dividends to stockholders in the foreseeable future. In addition, any future determination to pay cash dividends will be at the discretion of the Board of Directors and will be dependent upon our financial condition, results of operations, capital requirements, and such other factors as the Board of Directors deem relevant.

12

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Some of the information in this prospectus contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. You should read statements that contain these words carefully because they:

- discuss our future expectations;
- contain projections of our future results of operations or of our financial condition; and
- state other "forward-looking" information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors," "Business" and elsewhere in this prospectus. See "Risk Factors."

### General Overview

We are the inventor and developer of the "Beneficial Use Photochemical, Silver, and Water Recycling" technology that produces environmentally beneficial GOLD'n GRO fertilizers and silver bullion.

We are a process technology company that has developed what we believe is a unique technology for photochemical recycling. We, through our subsidiary, Itronics Metallurgical, Inc., extract more than 99% of the silver and virtually all of the other toxic heavy metals from used photoliquids and use this "Beneficial Use Photochemical, Silver and Water Recycling" technology to produce environmentally beneficial chelated multinutrient liquid fertilizer products sold under the trademark GOLD'n GRO, animal repellent/fertilizer products to be sold under the trademark GOLD'n GRO Guardian, and silver bullion. We also provide process planning and technical services to the mining industry.

Our fertilizer is sold primarily through Western Farm Service, Inc. (WFS), a wholly owned subsidiary of Agrium, Inc. (a NYSE company). Our distribution agreement with WFS gives them exclusive rights to sell our fertilizer products in Arizona, California, Hawaii, Idaho, Oregon, and Washington, which represented 97% of our fertilizer sales in 2004 and 93% of our sales in 2003. This agreement is discussed in more detail in the Business section. Our plans to increase GOLD'n GRO fertilizer sales, including plans to expand the product line, expand to more geographical regions in the U.S., enter new market segments, and add new distributors, are discussed in more detail in the Growth Plan and Implementation section.

We obtain a significant portion of our raw materials to manufacture fertilizer from used photoliquids. A byproduct of our fertilizer manufacturing process is silver. We sell three types of silver: silver bullion, 5 troy ounce 99.9% pure Silver Nevada Miner numismatic bars, and recycled film containing silver. Our processed silver bullion is sold to a commercial refiner under standard industry terms, which include pricing the silver based on published market quotes and applicable service fees. The Silver Nevada Miner bars sell to the consumer collectibles market. Recycled film is primarily X-ray film from hospitals that we sort and sell to a commercial film recycler; we are paid based on the value of contained silver, 45 to 60 days after shipment.

Our fertilizer manufacturing process uses several commodities. We separate silver from photochemicals, then we add zinc and other raw materials to the demetallized liquid to make our fertilizer formulations. Prices for fertilizer raw materials are generally increasing over time. We maintain limited quantities of these commodities and purchase them on a just in time basis. When prices of these commodities rise, we pass this cost on to our customers, so commodity price fluctuations have not had a significant impact on our results of operations.



The majority of our raw material inventory is comprised of silver in photochemical solutions. The table below indicates that silver prices were relatively stable in 2001 to 2003, then rose dramatically in 2004 and 2005. We regularly compare our weighted average cost of silver per ounce to current market prices; historically we have not had impairment losses. The average London spot price of silver is shown as follows:

	Year				6 mos June 30,
Year	2001	2002	2003	2004	2005
Silver	\$4.36	\$4.60	\$4.88	\$6.67	\$7.06

We also provide consulting services to the mining industry. To supplement this business line, we recently launched an internet website which we plan to maintain with existing professional staff. Our plans with regard to the website are discussed more fully in the Growth Plan and Implementation section below.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires that management make a number of assumptions and estimates that affect the reported amounts of assets, liabilities, revenues and expenses in our consolidated financial statements and accompanying notes. Management bases its estimates on historical information and assumptions believed to be reasonable. Although these estimates are based on management's best knowledge of current events and circumstances that may impact the Company in the future, actual results may differ from these estimates.

Our critical accounting policies are those that affect our financial statements materially and involve a significant level of judgment by management.

#### Revenue Recognition.

We operate two divisions: Photochemical Fertilizer and Technical Services. Within the fertilizer division, revenue is derived from three sources (1) sales of fertilizer, (2) photochemical recycling including pick up and transportation of photochemical waste and sales of Photochemical Silver Concentrators, and (3) sales of silver. Revenue from the sale of fertilizer, Photochemical Silver Concentrators, and silver is recognized in income when the goods are shipped. Returns since inception have been nominal; therefore, the Company has not established a returns allowance. Photochemical recycling fees are recognized in income after the used photochemical solution is removed from our customer sites and transported to our manufacturing facility.

Within the technical services division, revenue is derived from consulting services. Revenue is recognized in income as services are rendered. When the Company is responsible for subcontractor services and related expenses, such pass-through costs are included in both revenue and cost of revenues. Markups, if any, are included in revenues.

#### Inventory.

Inventory is carried on the balance sheet at the lower of cost or market value using the average cost valuation method. Because a large part of our inventory is silver contained in used photochemical solution and the market value of silver changes daily on the commodities market, we regularly monitor the carrying value of our silver in solution inventory to ensure it is carried at the lower of cost or its current market value. If silver on the open market were less than our carrying value, then we would write down the carrying value of our inventory by reducing recorded inventory and increasing cost of sales. If the amount of the write down were material, we would separately include the item in our statement of operations.

#### Recent Accounting Pronouncements

On December 16, 2004 the FASB issued SFAS No. 123R, "Share-Based Payment," which is an amendment to SFAS No. 123, "Accounting for Stock-Based Compensation." This new standard eliminates the ability to account for share-based compensation transactions using Accounting Principles Board, or APB, Opinion No. 25, "Accounting for Stock Issued to Employees," and generally requires such transactions be accounted for using a fair-value-based method and the resulting cost recognized in our financial statements. This new standard is effective for awards that are granted, modified or settled in cash in interim and annual periods beginning after June 15, 2005, December 15, 2005 for small business issuers. In addition, this statement will apply to unvested options granted prior to the effective date. The Company will adopt this new standard effective for the first fiscal quarter of 2006 and it has not yet determined what impact this standard will have on its financial position or results of operations.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs: an amendment of ARB No. 43, Chapter 4," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material. SFAS No. 151 is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. We do not believe the provisions of SFAS No. 151, when applied, will have a material impact on our financial position or results of operations."

#### Results of Operations

The primary factors affecting our revenue fluctuation between periods in fertilizer sales are seasonality and weather conditions. Sales are greater during the growing season, and are adversely affected by inclement weather. Additionally, we have experienced varying lengths of time for acceptance in the market of our new fertilizer products;

farmers are inherently very slow to accept new products so market penetration time can be lengthy. Our short history in the fertilizer market demonstrates new products, if successful, obtain meaningful sales typically between two and four years after product launch.

The primary factor affecting the revenue fluctuation between periods in photochemical recycling revenue is our desire to acquire this material for use in fertilizer production and our ability to store this material until it is needed.

The primary factor affecting the revenue fluctuation between periods in sales of silver bullion is our dependence on the timing of processing used photochemical wastes, which is primarily dependent on fertilizer manufacturing and related sales.

**Comparison of the Year Ended December 31, 2004 with the Year Ended December 31, 2003**

We reported consolidated revenues of \$1,720,049 for the year ended December 31, 2004, compared to \$1,268,787 for the prior year, an increase of 36%. Revenues for the Photochemical Fertilizer segment increased by \$486,016, or 52%. Revenues from the Mining Technical Services segment declined \$34,754, or 10%. We reported a gross profit of \$32,296 for the year ended December 31, 2004, compared to a gross loss of \$159,853 for the year ended December 31, 2003, an improvement of \$192,149. The consolidated net loss for 2004 was \$2,839,872 or \$0.020 per share compared to a 2003 loss of \$2,752,291 or \$0.026 per share.

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To provide a more complete understanding of the factors contributing to the changes in revenues, operating expenses and the resultant operating loss and net loss, the discussion presented below is separated into our two operating segments.

### PHOTOCHEMICAL FERTILIZER

	Year Ended December 31,	
	2004	2003
Revenue		
Fertilizer	\$ 1,019,789	\$ 554,320
Photochemical recycling	\$ 301,609	\$ 327,306
Silver	\$ 101,531	\$ 55,287
Total Segment Revenue	\$ 1,422,929	\$ 936,913
Gross profit (loss)	\$ (34,687)	\$ (182,918)
Operating income (loss)	\$ (2,024,481)	\$ (1,834,621)
Net income (loss) before taxes	\$ (2,626,694)	\$ (2,849,442)

Revenues for the Photochemical Fertilizer segment totaled \$1,422,900 in 2004, compared to \$936,900 in 2003, an increase of \$486,000, or 52%.

Fertilizer sales were \$1,019,800 (1,829 tons) and \$554,300 (944 tons) for 2004 and 2003, respectively. This represents an increase of 84% in dollars and 94% in tonnage. Our fertilizer product sales are presently grouped into two primary categories, Chelated Liquid Micro-nutrients and Chelated Liquid Multi-nutrients. The Micro-nutrient category includes five products, which includes the two zinc products, GOLD'n GRO 9-0-1+7% Zinc and GOLD'n GRO 9-0-2+3% Zinc. These zinc products were introduced in 2001 and 2004, respectively. The Multi-nutrient category has a total of six products, which includes the GOLD'n GRO 4-0-9+6.6% Sulphur Base Liquid, which was introduced in 2003. Sales of Micro-nutrients were \$873,600 (1,399 tons) and \$474,500 (808 tons) for 2004 and 2003, respectively, an increase of 84% in dollars and 73% in tonnage. Sales of the Multi-nutrients were \$125,700 (430 tons) and \$47,800 (136 tons) for 2004 and 2003, respectively, an increase of 163% in dollars and an increase of 216% in tonnage. The dollar and tonnage increases are primarily attributable to increased bulk sales of the GOLD'n GRO 9-0-1+7% Zinc, but meaningful sales were also achieved with the GOLD'n GRO 9-0-2+3% Zinc and the GOLD'n GRO 4-0-9+6.6% Sulphur. Sales tonnage rose faster than sales dollars in spite of a modest price increase in the second quarter of 2004 because of the increase in tonnage of the Chelated Liquid Multi-nutrients which sell at lower prices. The overall increase in sales tonnage is primarily due to the acceptance of our products by more of WFS' retail branches due to successful field results over the past three years, and to a lesser extent on the introduction of the two new products.

Photochemical recycling revenue was \$301,600 and \$327,300 in 2004 and 2003, respectively, a decrease of 8%. The recycling service fee portion of this revenue category increased \$46,200. The increase is attributable to the rapid growth of Shutterfly, Inc., a digital imaging and processing company. This increase was offset by a reduction in sales of Photochemical Silver Concentrators. In 2004 we sold one Concentrator for \$20,000 compared to two sold in 2003 for a total of \$91,900. Photochemical Silver Concentrators have widely varying prices, depending on the needs of the customer. Consequently, sales volumes and amounts are not consistent from period to period.

In December 2004, photochemical recycling services provided to Shutterfly, Inc. were discontinued by mutual agreement; the photochemical volume from this customer had been growing so rapidly that the supply was exceeding our need for the chemicals in fertilizer manufacturing, resulting in storage costs and plant inefficiencies. Shutterfly accounted for \$201,300 or 59% of 2004 photochemical recycling revenue. In the near term, this will result in reduced photochemical recycling revenue.

We previously developed statistical information that more than 100 million gallons of used liquid silver-bearing photochemicals are generated in the United States annually. Using conversion ratios developed for the GOLD'n GRO fertilizers, this is enough volume to support manufacture and sale of more than 200 million gallons of liquid fertilizer products, or about 1 million tons, so we believe the raw material is available in the market to meet future manufacturing needs. We estimate that current supplies of photochemical raw material in storage, combined with ongoing receipts of material from other existing customers, is sufficient to meet fertilizer production needs for the next twelve to eighteen months, depending on fertilizer sales volumes.

We are in contact with both small and large photochemical generators, and are actively marketing Photochemical Silver Concentrators. The concentrators allow us to receive the raw materials needed to manufacture our fertilizer in much smaller volume, resulting in a higher content of chemicals desirable for fertilizer manufacturing, reducing the storage problems we were facing. The Photochemical Silver Concentrators are manufactured under contract by a third party to meet the specifications of each customer. Concentrators typically sell for \$20,000 to \$200,000, so part of the loss in photochemical recycling service revenues is expected to be offset by growth in Photochemical Silver Concentrator sales in future years.

During the first quarter of 2005 we received an order for two Concentrators and requests for proposal from several other potential customers that could lead to more than \$500,000 in sales of the Photochemical Silver Concentrators. This marks the beginning of a shift in market focus from obtaining the majority of photochemical raw materials by picking up the materials by truck directly from the customer's location to obtaining the majority of our photochemical raw materials by receiving concentrated material through the interstate commercial trucking system.

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Silver revenue was \$101,500 and \$55,300 for 2004 and 2003, respectively, an increase of \$46,200, or 84%. Of this increase, \$18,500 was from the sale of Silver Nevada Miner silver bars and \$16,700 was from the sale of silver in recycled film.

Combined cost of sales and operating expenses for the segment amounted to \$3,447,400 in 2004, compared to \$2,771,500 in 2003, a 24% increase. Cost of sales increased approximately \$337,800 due primarily to a \$265,400 increase in direct material costs related to increased sales and \$61,000 in payroll and related costs. The changes in revenues and cost of sales resulted in a gross loss of \$34,700 in 2004, compared to \$182,900 in 2003, an improvement of \$148,200. Operating costs increased \$338,100 due primarily to increases of \$228,800 in sales and marketing and \$60,000 in general and administrative costs. Sales and marketing increased due to a combination of the addition of a fertilizer sales representative in early 2004 and increased corporate marketing. General and administrative expenses increased due to a \$98,000 prior year credit for expired options.

These changes in revenues and operating expenses resulted in a segment operating loss of \$2,024,500 in 2004, compared to \$1,834,600 in 2003, an increased loss of \$189,900 or 10%.

Other income (expense) decreased to a net expense of \$602,200 for 2004, compared to a net expense of \$1,014,800 in 2003, an improvement of \$412,600. Interest expense decreased \$175,000 due to the conversion into common stock of convertible promissory notes. Other income of \$187,800 was due to debt forgiveness income from the write off of long term leases.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of \$2,626,700 for 2004, compared to a net loss of \$2,849,400 for 2003, a decreased loss of \$222,700 or 8%.

### MINING TECHNICAL SERVICES

	Year Ended December	
	31,	
	2004	2003
Revenue	\$ 297,120	\$ 331,874
Gross profit (loss)	\$ 66,983	\$ 23,065
Operating income (Loss)	\$ (382,145)	\$ (359,324)
Net income (loss) before taxes	\$ (213,178)	\$ 97,151

Mining technical services revenue totaled \$297,100 for 2004 compared to \$331,900 for 2003, a decrease of 10%. Included in these revenue figures are pass-through expenses of \$108,300 and \$118,700 for 2004 and 2003, respectively. Excluding these amounts, revenues amounted to \$188,900 and \$213,100 for 2004 and 2003, respectively, a decrease of 11%. The number of clients we serve and the amount of work needed by those clients varies from period to period.

On March 1, 2005 the technical services contract with Golden Phoenix Minerals, Inc. expired and was not renewed. Excluding pass through revenue, revenue from this client was \$124,300 for 2004 and \$15,000 for the two months ended February 2005. In response, in May 2005 we closed the satellite office for technical services and reduced staff the equivalent of approximately three people.

Combined cost of sales and operating expenses totaled \$679,300 for 2004 compared to \$691,200 for 2003, a nominal decrease. Included in these operating expense figures are pass-through expenses of \$108,300 and \$118,700 for 2004 and 2003, respectively. Excluding these amounts, combined cost of sales and operating expenses amounted to \$571,000 and \$572,500 for 2004 and 2003, respectively, a nominal decrease. Included in operating expense is \$74,200 in research and development costs that were not incurred in the prior year. This expense is related to the development of the insidemetals.com website. The majority of this expense is an allocation of personnel costs, which was offset by

an \$81,000 decrease in payroll and related costs that are included in cost of sales expenses.

The above changes in revenues and operating expenses resulted in a segment operating loss of \$382,100 for 2004, compared to \$359,300 for 2003, an increased operating loss of \$22,800 or 6%.

Other income (expense) decreased to \$169,000 for 2004, compared to \$456,500 in 2003, a decline of \$287,500. The decline is due to decreased gain on sale of GPXM shares and other marketable securities.

The changes in operating loss and other income resulted in a segment net loss before taxes of \$213,200 for 2004, compared to a net income of \$97,200 for 2003, a decrease of \$310,300.

#### **Changes in Financial Condition; Capitalization**

Cash amounted to \$5,200 as of December 31, 2004 compared to \$34,500 as of December 31, 2003. Net cash used by operations was \$1,417,900 in 2004 compared to \$1,626,500 in 2003. Operating resources utilized to finance the 2004 loss of \$2,839,900 include approximately \$681,900 in expenses paid with our common stock. Cash amounting to approximately \$56,800 was invested in property and equipment in 2004, primarily for equipment in the manufacturing plant. Sales of Golden Phoenix Minerals, Inc. stock and other marketable securities provided \$356,100 in cash from investing activities. Financing sources of cash in 2004 were \$843,500 in proceeds from the private placement of restricted common stock, \$235,000 from the exercise of warrants, and \$150,000 from short term loans from an officer/stockholder.

Total assets decreased from \$4,440,500 at December 31, 2003 to \$4,147,900 at December 31, 2004. Current assets decreased \$115,000, net property and equipment decreased \$38,900, and other assets decreased \$138,700. The primary changes in current assets were a decrease in marketable securities of \$387,100 due to the sale of GPXM and other stock, an increase in accounts receivable of \$92,400 due to a one-time billing on the GPXM consulting contract, an increase of \$146,200 in inventory due primarily to the build-up of unprocessed silver in photochemical solutions, and an increase in prepaid expenses of \$89,400 due to corporate marketing contracts. We are actively selling our GPXM shares to assist with our working capital needs. Our investment in GPXM stock decreased to a total value of \$26,200 at December 31, 2004, all of which is classified in current assets.

Total liabilities decreased from \$8,142,200 at December 31, 2003 to \$6,712,200 at December 31, 2004, a decrease of \$1,430,000. Of this amount, current liabilities decreased \$510,600 and long-term liabilities decreased \$919,400. The overall decrease in liabilities is due primarily to the conversion of \$1,962,200 in convertible promissory notes and accrued interest into restricted common stock. Current liabilities decreased primarily due to a net reduction in convertible promissory notes of \$665,300. This reduction was partially offset by increases in accounts payable of \$91,800, accrued management salaries of \$170,900, and accrued expenses of \$185,400. Nearly all of the increase in accrued expenses is attributable to delinquent federal and state payroll taxes. Subsequent to December 31, 2004 \$115,600 of the federal payroll taxes were paid.

The above discussion and the discussion of various legal proceedings elsewhere in this prospectus does not succinctly summarize the progress that we have made in implementing our business plan and improving our financial condition over the last several years. However, there has been significant progress. First, in 2004 fertilizer sales exceeded \$1 million for the first time, compared to sales in the \$500,000 range for each of the two previous years. This resulted in a gross loss for the photochemical fertilizer segment of \$34,700, which was a \$148,200 improvement over 2003 and a \$217,100 improvement over 2002. This demonstrates one of the fundamental concepts in the business plan, that a large part of our operating cost structure is fixed or semi-fixed, which means that as sales rise, many of the costs will not rise proportionally, resulting in gross profits that will contribute to paying general overhead costs. This improvement in the photochemical fertilizer segment, combined with a gross profit from the technical services segment, resulted in an overall gross profit for the year, which is the first time that this was accomplished since before the move to the Stead manufacturing facility in 2000.

Addressing our financial condition, improvements have been made there as well. The stockholders' deficit, \$4,587,900 at December 31, 2002, has been reduced to a deficit of \$2,564,300 at December 31, 2004, an improvement of \$2,023,600. This has been achieved by the conversion of approximately \$3.4 million in convertible notes and accrued interest into common stock. One significant area of difficulty for us has been meeting the payments on capital lease obligations. However, the capital lease obligation at December 31, 2002 of \$1,193,900 has been reduced to \$807,700 at December 31, 2004, a reduction of \$386,200. This includes the write off five leases as debt forgiveness income in 2004 of \$187,800. We expect to make further meaningful progress expanding sales and reducing debt in 2005.

## **Comparison of the Three and Six Months Ended June 30, 2005 with the Three and Six Months Ended June 30, 2004**

### **Results of Operations**

We reported consolidated revenues of \$557,328 for the quarter ended June 30, 2005, compared to \$626,170 for the prior year quarter, a decrease of 11%. The decrease was due to a decrease in Photochemical Fertilizer segment revenue of \$49,800, or 9% and to a decrease of \$19,000 in Mining Technical Services segment revenues, a decrease of 36%. The consolidated net loss was \$819,389, or \$0.004 per share, for the quarter ended June 30, 2005, compared to a net loss of \$802,672 or \$0.006 per share for the comparable 2004 period, an increased loss of \$16,700, or 2%. Consolidated revenues for the first six months of 2005 were \$867,301 compared to \$1,033,010 for the prior year period, a decrease of 16%. The consolidated net loss was \$1,732,994 or \$0.009 per share, for the six months ended June 30, 2005, compared to a net loss of \$1,513,289 or \$0.011 per share for the comparable 2003 period, an increased



loss of 15%.

To provide a more complete understanding of the factors contributing to the changes in revenues, operating expenses, other income (expense) and the resultant operating income (loss) and net income (loss) before taxes, the discussion presented below is separated into our two operating segments.

#### PHOTOCHEMICAL FERTILIZER

	Three months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Revenues				
Fertilizer	\$ 484,664	\$ 476,910	\$ 695,898	\$ 706,389
Photochemical recycling	\$ 19,888	\$ 75,084	\$ 42,069	\$ 129,643
Silver	\$ 19,115	\$ 21,517	\$ 45,874	\$ 64,475
Total Revenue	\$ 523,667	\$ 573,511	\$ 783,841	\$ 900,507
Gross profit (loss)	\$ 20,718	\$ 42,372	\$ (21,446)	\$ 6,733
Operating income (loss)	\$ (494,262)	\$ (508,586)	\$ (1,097,807)	\$ (992,089)
Other income (loss)	\$ (201,722)	\$ (202,325)	\$ (365,774)	\$ (411,095)
Net income (loss) before taxes	\$ (695,984)	\$ (710,911)	\$ (1,463,581)	\$ (1,403,184)

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Total segment revenues for the second quarter of 2005 were approximately \$523,700, a decrease of 9% from the prior year second quarter. Fertilizer sales for the quarter were \$484,700 (766 tons), compared to \$476,900 (839 tons) for the 2004 second quarter, an increase of 2% in dollars and a decrease of 9% in tonnage. Sales of the Chelated Liquid Micro-nutrients were \$434,700 (625 tons) and \$408,000 (646 tons) for the second quarter of 2005 and 2004, respectively, an increase of 7% in dollars and a decrease of 3% in tonnage. Sales of the Chelated Liquid Multi-nutrients were \$44,000 (141 tons) and \$56,600 (193 tons) for the second quarter of 2005 and 2004, respectively, a decrease of 22% in dollars and 27% in tonnage. The expected fertilizer sales increase did not occur due to rainy weather in the Central Valley of California that continued into late May 2005. Total photochemical recycling revenue for the quarter decreased 74%, on decreased volume of 73%, compared to the second quarter of 2004. The decrease is due to the December 2004 mutual termination of recycling services for Shutterfly, Inc., a significant photochemical recycling customer. To offset this loss of revenue, we are concentrating our efforts on sales of Photochemical Silver Concentrators. Silver sales decreased \$2,400 from the second quarter of 2004, a decrease of 11%. Cost of sales decreased \$28,200 due primarily to a decrease of \$20,700 in payroll and related costs. The segment recorded a gross profit of \$20,700 for the quarter, compared to a gross profit of \$42,400 for the second quarter of 2004, a decreased gross profit of \$21,700, or 51%.

Segment operating expenses decreased \$36,000 from the second quarter of 2004. This resulted from modest decreases in most all of the operating expense categories.

These factors resulted in a 2005 second quarter segment operating loss of \$494,300 compared to a loss of \$508,600 for the second quarter of 2004, a decreased operating loss of \$14,300, or 3%.

Other expense decreased nominally.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of \$696,000 for the quarter ended June 30, 2005, compared to a loss of \$710,900 for the prior year quarter, a decreased loss of \$14,900 or 2%.

For the first six months of 2005, revenues were \$783,800, compared to \$900,500 for the comparable 2004 period, a decrease of 13%. The decline is due primarily to the prior year mutual termination of a significant photochemical recycling customer. Gross loss for the first six months of 2005 was \$21,400, compared to a gross profit of \$6,700 for the comparable prior year period, a decline of \$28,200. Operating loss for the first six months of 2005 was approximately \$1,097,800 compared to \$992,100 for the first six months of 2004, an increased loss of \$105,700, or 11%.

Other expense decreased \$45,300 due to a decrease in interest expense resulting from prior and current year conversions of convertible promissory notes into common stock.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of \$1,463,600 for the six months ended June 30, 2005, compared to a loss of \$1,403,200 for the prior year period, an increased loss of \$60,400 or 4%.

### MINING TECHNICAL SERVICES

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Revenues	\$ 33,661	\$ 52,659	\$ 83,460	\$ 132,503
Gross profit (loss)	\$ (10,048)	\$ (4,800)	\$ (9,019)	\$ (2,894)
Operating income (loss)	\$ (118,706)	\$ (113,810)	\$ (261,029)	\$ (207,920)
Other income (expense)	\$ (4,699)	\$ 22,049	\$ (8,384)	\$ 97,815
Net income (loss) before taxes	\$ (123,405)	\$ (91,761)	\$ (269,413)	\$ (110,105)

Mining technical services revenue was \$33,700 for the quarter ended June 30, 2005, compared to \$52,700 for the comparable quarter of 2004, a decrease of 36%. The decrease is due to prior year short term projects that did not reoccur in the current period. Cost of sales decreased by \$13,800, due primarily to decreases in labor and consulting costs of \$10,600. These factors resulted in a second quarter gross loss for the segment of \$10,000 compared to a gross loss of \$4,800 for the prior year second quarter, an increased gross loss of \$5,200.

In early May 2005 the technical services satellite office was closed due to the winding down of most of the technical service contracts and completion of the majority of the data gathering for the insidemetals.com project, but certain key staff members have been retained. Programming is continuing for insidemetals.com and launch of the website Information Portal is planned for August 2005.

The redirection of Whitney & Whitney, Inc. to reduce emphasis on technical consulting services and to launch an internet information portal is brought about by the fact that Dr. Whitney, our President, has often been the lead person in generating new consulting contracts. Our President's increased responsibilities for managing the expanding photochemical recycling segment and overall corporate activities has reduced his time availability to actively participate in the consulting segment. Part of our objective in shifting the focus of the technical services segment is to retain our core professional staff that can provide assistance on possible future technical service contracts as well as perform administrative duties for the photochemical recycling segment, while at the same time adding a potential source of revenue that is not dependent upon labor sales and which can be managed by a professional staff. The information portal also better utilizes the Whitney & Whitney, Inc. library and information resources that are already in existence. For the six months ended June 30, 2005 we allocated costs of approximately \$99,000 to the development of the web site. The site was launched in mid-August 2005 and we are now fine-tuning the general presentation of the site, as well as improving the profiled mining company information. We expect this level of spending to continue well into the fourth quarter of 2005. As improvements to the site are completed and information maintenance becomes routine, we will reduce or redirect staff resources as needed.

Total segment operating expenses decreased nominally, but research and development costs increased \$36,100 due to costs related to developing the insidemetals.com project, which was offset by decreases in various other operating expenses.

The combination of these factors resulted in a 2005 second quarter segment operating loss of \$118,700, compared to a loss of \$113,800 for the second quarter of 2004, an increased operating loss of \$4,900, or 4%.

Other income (loss) for the second quarter of 2005 was a loss of \$4,700 compared to a gain of \$22,000 for the prior year second quarter. This decrease is due to reduced sales of common shares of Golden Phoenix Minerals, Inc. and other marketable securities.

The changes in operating loss and other income resulted in a segment net loss before taxes of \$123,400 for the quarter ended June 30, 2005, compared to a loss of \$91,800 for the prior year quarter, an increased loss of \$31,600, or 34%.

For the first six months of 2005, segment revenue totaled \$83,500 compared to \$132,500 for the first six months of 2004, a decrease of 37%. Gross loss for the first six months of 2005 was \$9,000, compared to a gross loss of \$2,900 for the comparable prior year period, an increased gross loss of \$6,100. Operating loss for the period was \$261,000 compared to an operating loss of \$207,900 for the comparable 2004 period, an increased operating loss of \$53,100, or 26%. The primary factor contributing to the decline was research and development costs related to the insidemetals.com project.

Other income (loss) for the first six months of 2005 was a loss of \$8,400 compared to a gain of \$97,800 for the prior year period. This decrease is due to reduced sales of common shares of Golden Phoenix Minerals, Inc. and other marketable securities.

The changes in operating loss and other income resulted in a segment net loss before taxes of \$269,400 for the six months ended June 30, 2005, compared to a net loss of \$110,100 for the prior year period, an increased loss of \$159,300.

## SUMMARY

On a consolidated basis, the various changes in revenues and operating expenses resulted in a second quarter 2005 operating loss of \$613,000, compared to \$622,400 for the second quarter of 2004, a decreased operating loss of \$9,400, or 2%. Net loss before taxes for the second quarter 2005 was \$819,400 compared to \$802,700 for the prior year second quarter, an increased loss of \$16,700 or 2%. For the six month period ended June 30, 2005 the operating loss was \$1,358,800 compared to \$1,200,000 for the prior year comparable period, an increased operating loss of \$158,800, or 13%. Net loss before taxes for the six months ended June 30, 2005 was \$1,733,000 compared to \$1,513,300 for the prior year six month period, an increased loss of \$219,700, or 15%.

## Changes in Financial Condition; Capitalization

Cash amounted to \$(30,200) as of June 30, 2005, compared to \$21,500 as of June 30, 2004. Net cash used for operating activities was approximately \$852,200 for the first six months of 2005. The cash used for operating activities during the period was financed by a combination of sales of common stock of \$570,000 from a private placement of restricted common stock and attached warrants, short term loans from an officer/stockholder of \$90,000, short term financing of \$125,000, and \$93,100 in inventory and account receivable factoring.

Total assets increased nominally during the six months ended June 30, 2005 to \$4,148,200. Current assets increased \$33,900 due to an increase in marketable securities of \$85,800 due to receipt of the final billings for services to GPXM in their restricted common stock. At June 30, 2005 we owned 567,100 shares of GPXM with a current market value of \$112,000. Net property and equipment decreased \$102,100 due to depreciation and amortization. Other assets

increased \$68,500 due to the acquisition of the product rights of the GOLD'n GRO Guardian fertilizer for \$71,500 in restricted common stock.

Current liabilities increased during the six months ended June 30, 2005 by \$1,754,900 and total liabilities decreased by \$237,400. Total liabilities decreased due to the conversion into common stock of a total of \$882,700 in Convertible Promissory Notes and accrued interest. This decrease was partially offset by current period accrued interest on convertible promissory notes of \$180,000, net short term financing of \$210,000, and inventory and account receivable financing \$93,100. Changes in current liabilities include increases of \$30,200 in bank overdraft, \$32,100 in accounts payable, \$93,100 in account receivable and inventory factoring, \$139,700 in accrued management salaries, \$85,000 in advances from an officer/stockholder, and \$1,739,600 in current maturities of convertible notes and accrued interest. The increase in current maturities of convertible notes is due to the reclassification from long term debt of the 2000 Series Convertible Promissory Notes that were extended to 2006 and are now due within one year of the balance sheet date. These increases were partially offset by decreases of \$76,600 in accrued expenses, which reflect payment of a portion of federal payroll tax obligations, and \$343,600 in current maturities of long term debt, which reflects the reclassification of the mortgage obligation on the Stead manufacturing facility to long term debt.

Addressing our financial condition, improvements have been made. The stockholders' deficit, \$4,587,900 at December 31, 2002, has been reduced to a deficit of \$2,326,700 at June 30, 2005, an improvement of \$2,261,200. This has been achieved by the conversion of approximately \$4.3 million in convertible notes and accrued interest into common stock. One significant area of difficulty for us has been meeting the payments on capital lease obligations. However, the capital lease obligation at December 31, 2002 of \$1,193,900 has been reduced to \$775,000 at June 30, 2005, a reduction of \$418,900. This includes the write off of five leases as debt forgiveness income in 2004 of \$187,800. We expect to make further meaningful progress expanding sales and restructuring debt in 2005.

### **Liquidity and Capital Resources**

During the six months ended June 30, 2005, working capital decreased by \$1,721,100 to a deficit balance of \$4,936,400. The decrease is primarily due to the reclassification from long term debt of a net \$1,739,600 in convertible notes and accrued interest. We have had limited cash liquidity since the third quarter of 2000.

To meet short term cash needs, we factor certain of our receivables. This process enables us to obtain cash immediately upon selling product. We generally receive payment from our customers within 30 days of sales; we then repay the factoring loan. During 2005, we began factoring certain items of inventory; we are thus able to keep raw materials on hand for immediate production upon receipt of an order from our customers. The lender is secured by a blanket UCC on file with the State of Nevada. A UCC form is also filed for individual invoices to further secure the lender.

We have sought and obtained the funding described above, which has not been sufficient to maintain all obligations on a current basis. Other factors limiting cash liquidity include fertilizer sales not expanding at the rate originally anticipated, so operating losses were not reduced as much as expected and the \$15 million equity line of credit agreement with Swartz Private Equities, LLC (Swartz) expired in February 2004. A private placement of stock with attached warrants was closed in June 2005, with \$570,000 received during the six months ended June 30, 2005. In July 2005 we obtained 8% convertible debt financing for up to \$3.25 million, with the final amount dependent upon the filing and effectiveness of a registration statement relating to common shares underlying the convertible debt and warrants issued in the recent financing. The funding will provide for working capital, manufacturing plant expansion, registration of GOLD'n GRO Guardian fertilizer with the EPA, and debt reduction. It is anticipated that this funding will provide for our capital needs through March to June 2006, depending on fertilizer sales growth

There has been a long term commitment by officers and other members of management to support us by investing funds for our growth. One officer/shareholder has invested a total of \$1,403,900 in cash and deferred salary during the period 2001 through June 30, 2005. Two other members of management have deferred salary totaling \$550,500 during the period 2001 through June 30, 2005. Additional members of management invested \$62,000 cash in 2003. All cash and deferred salary that have been invested in our private placements were under the same terms and conditions as all other investors.

We believe that the business plan implementation needs to be accelerated to meet profitability goals and believe that can be accomplished upon obtaining sufficient capital.

The actual rate of growth in fertilizer and the related photochemical and silver sales necessary to achieve profitability is subject to a number of uncertainties, including the annual seasonal nature of fertilizer sales related to crop cycles, short term weather patterns in specific markets, and the availability of funding to support sales growth.

### **Growth Plans and Implementation**

Our Photochemical Fertilizer Division created the GOLD'n GRO line of liquid fertilizers. The pioneering development work is complete, field trials have been completed on the first products and other field trials are under way.

The Mining Technical Services Division, originally provided typical consulting services which required high level technical personnel, including our President, devoted to each project. To reduce our dependence on our President to generate new consulting contracts, while better utilizing our core professional staff, the division is being reconfigured to focus most of its efforts on a global Internet Information Portal - "insidemetals.com". The information portal operates 24 hours per day 7 days per week anywhere in the world where computers and the Internet are available. Anyone with access to the Internet anywhere in the world can subscribe to the service at any time using their credit card to pay the subscription fee.

With the successful completion of the initial pioneering development work by the Photochemical Fertilizer Division, and with the launch of the information portal by the Mining Technical Services Division, we are implementing growth plans for both divisions that are expected to drive expansion well into the future. The status of these plans and their implementation is described for each division.

Photochemical Fertilizer Division (Itronics Metallurgical, Inc.)

Our manufacturing plant is presently configured to produce 1.2 million gallons (on a single shift basis) of GOLD'n GRO fertilizer annually (about 5,700 tons) and can be expanded to produce 7.2 million gallons of GOLD'n GRO per year, or about 36,000 tons. GOLD'n GRO fertilizer production in 2004 utilized about 5 percent of planned capacity. Planned expansions to achieve the 36,000 ton volume include increasing both dry raw material and liquid storage, increasing tank truck loading capacity, and automation of certain manufacturing functions. Expansion can be achieved incrementally as fertilizer sales continue to grow.

We have developed the following eight-part approach to growth:

1. Increase sales in the established market segments.
2. Develop GOLD'n GRO fertilizer applications for more crops.
3. Expand sales to new territories.
4. Expand the GOLD'n GRO specialty fertilizer product line.
5. Complete development of and commercialize the new glass/tile products.
6. Develop and commercialize environmentally friendly metal leaching reagents for recovery of silver, gold, and other metals.
7. Continue facilities expansion and technology development.
8. Acquire established companies and/or their technologies.

Plans and status of implementing each of the growth categories is explained in more detail in the following sections.

1. Increase sales in established market segments.

We are selling into or developing applications for the three major segments. These are:

- a. Specialty Agriculture which includes Avocados, Citrus, Grapes, Fruit and Nut Trees, and Vegetables.
- b. Bulk Field Crops which include alfalfa, cereal grains, corn, cotton, and soybeans.
- c. The Urban Market, which includes Home Lawn and Garden, Landscape Construction and Maintenance, and Nursery and Greenhouse markets, and Golf Courses.

Our primary focus is to increase bulk GOLD'n GRO liquid fertilizer sales as rapidly as possible. This is being achieved by expanding sales in the Specialty Agriculture segment and in the Bulk Field Crops segment. There are on-going small package sales in the Urban Market, but these are small relative to the other two segments.

2. Develop GOLD'n GRO fertilizer applications for more crops.

Based on our experience to date, it takes approximately two to five years to develop each fertilizer product, which includes regulatory approval. It typically takes another two to four years to achieve market acceptance of successful products, which includes field trials to demonstrate product effectiveness

New product applications are being developed for the dairy cow feed market including young oats, alfalfa, hay, and silage corn. Trials were conducted in 2004. The nutrient content of the alfalfa was improved, in some cases to the highest quality ratings. This benefits the dairy because less nutrient supplements are required for feeding the cows, thus reducing dairy operating expenses. The amount of hay produced per acre increased up to 25 percent. Results of the corn crops are still being evaluated. The dairy cow feed market is large with more than 23 million acres of alfalfa hay being grown in the United States. We anticipate it will take another one to three years to complete development and launch these product applications.

In 2004, we began field trials in Idaho, Oregon, and Washington for applications on onions, potatoes, and winter wheat. In the second quarter of 2005, we began field trials in Rhode Island for lawn and landscape application. Also in the second quarter, we started several new trials in California for silage corn applications.

A new GOLD'n GRO base liquid nutrition program is now being marketed. The program is called the "Gallon and a Quart" or "4 to 1" program. It calls for one gallon of GOLD'n GRO base liquid for each quart of GOLD'n GRO chelated micro-nutrient used in soil applications. Field demonstrations have shown improved nutrition uptake and crop output under this cost effective program. Marketing of this program over the next two to three years is expected to produce a very substantial increase in the tonnage of GOLD'n GRO fertilizers sales.

3. Expand sales to new territories.



The GOLD'n GRO products are being sold in Arizona, California, Colorado, Idaho, Nevada, Oregon, Rhode Island, and Washington, with the majority of our sales in central California. We completed registration of select GOLD'n GRO fertilizers in Idaho, Oregon and Washington during the first quarter of 2005; sales development is now underway. Two GOLD'n GRO products are registered in seven northeastern states and all of the products are registered in New York and in New Jersey with a distributor agreement signed for New Jersey. Based on our experience, commercial sales can be generated approximately one year after introductory sales activities are initiated. We are in the process of identifying distributors for New York and the other seven northeastern states. Each new geographic area developed will require the same procedural approach.

Our plan to expand sales in Urban Markets requires the consumer to utilize fertilizer injection equipment. This equipment provides economical, easy use of liquid fertilizers for consumer lawns and gardens. We recently added two types of fertilizer injectors to our "e" store, which is the first step into this market. Additionally, other fertilizer injectors are already available to consumers through irrigation supply stores.

4. Expand the GOLD'n GRO specialty fertilizer product line.

We are developing two new specialty product lines, calcium plus magnesium fertilizer and a high magnesium content fertilizer, both targeting foliar and soil application. We expect to launch sales of the calcium plus magnesium product in the second half of 2005 and the magnesium in 2006 or 2007.

We are developing a new category of repellent fertilizers that are expected to be sold at higher profit margins than our other products. The GOLD'n GRO Guardian animal repellent fertilizer is an example of this type of specialty fertilizer. The U.S. market for animal repellents is believed to exceed \$50 million in annual sales. Products currently in the market have limited effectiveness so there is a real opportunity for a line of systemic products that are effective for several weeks after each application. GOLD'n GRO Guardian small plot tests have shown effectiveness for 8 to 12 weeks as well as excellent wintertime effectiveness.

In the second quarter of 2005 we acquired ownership interest in the GOLD'n GRO Guardian trademark, product rights, and the repelling product. We now own 100% of all rights related to GOLD'n GRO Guardian. Results of the research of the GOLD'n GRO Guardian animal repellent fertilizer has provided a basis for a bird (goose) repellent fertilizer that will be perfected for small plot field trials and registration after the registration of GOLD'n GRO Guardian is underway. Currently, this product line is strictly for non-food plant applications.

We believe the users of the GOLD'n GRO animal repellent/fertilizer will be upscale homeowners, commercial landscapers, and municipal facilities, and wholesale and retail nurseries. The initial sales center will be in Rhode Island.

5. Complete development of and commercialize glass/tile products.

In 2003, we developed and produced glass /tile products proving that the product concept is technically viable. When the development of the glass/ceramic tile product is completed, we will achieve the ability to recycle 100 percent of the photoliquid materials received from customers, including waste that is generated internally during fertilizer production. We have completed preliminary market research for the tile markets, but expect to do much more work to develop a plan to enter this market.

6. Develop and commercialize metal leaching reagents for recovery of silver, gold, and other metals.

In 2002 and 2003, we initiated efforts to apply our technology to extract silver from photoliquids to the mining sector. This work will be further expanded and a small pilot circuit will be established to chemically process certain categories of silver-bearing solid wastes. The gold mining sector currently uses cyanide and other toxic chemicals in their leaching process. We believe it may be possible to create and adapt new non-toxic leaching reagents and leaching procedures for processing other secondary materials and certain types of mine generated products. The specific markets for leaching reagents in gold and silver mining is large and world wide, but has not yet been studied in detail for market development. Our Technical Services Division maintains an extensive library and database of mines and mining activities worldwide, which provides us ready access to market information as we need it. Much pilot plant work, including one or more field pilot operations, must be completed before this can be done.

7. Continue facilities expansion and technology development.

As fertilizer sales volume increases, we will need to increase tank truck loading capacity. With the introduction of additional bulk products and increased demand for our products, load out capacity for shipment of three more bulk products is needed. We developed a preliminary construction budget and are seeking financing so that construction can be scheduled. While we believe that we can handle expected growth in 2005 with the existing load-out module, we hope to complete construction on the new load out equipment during the first quarter of 2006.

8. Acquire established companies and/or their technologies.

To enhance our operations and market presence, we intend to acquire small established companies or their technologies. In 2005, we completed our acquisition of the GOLD'n GRO Guardian technology. We have decided to delay any further acquisitions until additional financing is obtained.

Mining Technical Services Division (Whitney & Whitney, Inc.)

Historically, this division provided consulting services to the mining industry. In August 2005, we launched an Information Portal in the Internet. This division has a two-part approach to growth:

1. Continue to provide consulting services.
2. "e-commerce" Internet Information Portal-"insidemetals.com".

Plans and status of implementing each of the growth categories is explained in more detail in the following sections.

1. Continue to provide consulting services

During the third quarter of 2004, sales of the Mining Technical Services (Whitney & Whitney, Inc.) division declined due to winding down of on-going projects and delays related to client financing for new projects. Some of the issues related to new client project start up were resolved by the clients during the third quarter of 2004 and the remaining work was completed in early 2005. The technical services satellite consulting office was closed in early May, but certain key staff members have been retained. We intend to continue a low level effort to solicit and perform technical services for mining companies and other businesses or government agencies that have mineral interests or minerals related responsibilities

2. "e-commerce" Internet Information Portal-"insidemetals.com".

In August 2005, we launched the website "insidemetals.com," an Information Portal targeting the companies and individuals interested in the mining and precious metals industry. The website will generate revenue by charging a subscription fee for monthly access to the site. Currently, the site contains an array of information about gold and companies in the gold industry. We intend to add information on other mineral sectors gradually over time.

We anticipate that mining company professionals, all government agencies with minerals related responsibilities, financial industry investment professionals, and individual investors who have an interest in investing in mining companies but who have limited mineral industry knowledge will benefit from this Information Portal. The market scope for this service is global and is accessible with a "click of a mouse" in all countries of the world through the Internet. Whitney & Whitney, Inc. has contacts throughout the world and expects that the good will generated over a period of more than 25 years will provide market support for this service.

## BUSINESS

### INTRODUCTION

We are the inventor and developer of the "Beneficial Use Photochemical, Silver, and Water Recycling" technology that produces environmentally beneficial GOLD'n GRO fertilizers and silver bullion.

We are an environmental process technology company that has developed what we believe is a unique technology for photochemical recycling. We, through our subsidiary, Itronics Metallurgical, Inc., extract more than 99% of the silver and virtually all of the other toxic heavy metals from used photoliquids and use this "Beneficial Use Photochemical, Silver and Water Recycling" technology to produce environmentally beneficial chelated liquid fertilizer sold under the trademark GOLD'n GRO, animal repellent/fertilizer to be sold under the trademark GOLD'n GRO Guardian, and silver bullion. We also provide process planning and technical services to the mining industry.

### OUR PRODUCTS AND SERVICES

We currently operate the following two business segments under separate wholly owned subsidiaries:

Photochemical Fertilizer: This segment, known as Itronics Metallurgical, Inc., operates a fertilizer manufacturing, photochemical recycling, and silver refining facility. Revenues are generated by photochemical management services, sales of photochemical concentrators, sale of silver, and sale of GOLD'n GRO liquid fertilizer products.

Mining Technical Services: This segment, known as Whitney & Whitney, Inc., provides mineral project planning and technical services to the mining industry. It has specialized knowledge in all aspects of mineral project development and has been deeply involved in gold mine development for more than 25 years. It employs technical specialists with expertise in the areas of mining, geology, mining engineering, mineral economics, material processing, and technology development. Technical services have been provided to many of the leading U.S. and foreign mining companies, several public utilities with mineral interests, to various state agencies, the U.S. and foreign governments, and the United Nations and the World Bank. WWI was under contract with the Country of Bolivia from 1986 through early 1992 to assist it in developing its mining industry. In 2005 WWI launched an internet website to provide gold mining company profiles to the interested public.

We have three wholly owned subsidiaries, Whitney & Whitney, Inc. ("WWI"), Itronics Metallurgical, Inc. ("IMI"), and Itronics California, Inc. (ICI), a 92.5% owned partnership, Nevada Hydrometallurgical Project ("NHP"), and an 82.53% owned joint venture, American Hydromet. A brief description of each organization follows:

#### Itronics Metallurgical, Inc.:

IMI is our wholly owned subsidiary. IMI was established in 1981 to manage the metallurgical and materials processing operations being developed under WWI and American Hydromet research and development programs. IMI has been the main provider of management services to American Hydromet since 1986. IMI is now managing the photochemical/GOLD'n GRO fertilizer segment as discussed below.

#### Nevada Hydrometallurgical Project:

Nevada Hydrometallurgical Project ("NHP") is a research and development partnership formed in 1981 to fund research into potential commercial applications for certain hydrometallurgical process techniques developed by the U.S. Bureau of Mines Research Center in Reno, Nevada between 1970 and 1979. A number of potential commercial applications were defined by NHP, one of which is the American Hydromet silver/gold refining technique. In late 1985, NHP assigned its interest in the silver/gold refining technique to American Hydromet. NHP retained its proprietary interest in the other potential commercial applications for future developments. NHP continues as a

financing and technology owning partnership. We own 92.5% of NHP.

American Hydromet:

American Hydromet is a Nevada joint venture that was formed in 1985 to develop certain silver and gold refining/recovery technology and to create business based upon such technology. The photochemical fertilizer segment now being managed by IMI is owned by American Hydromet. The ownership interests in American Hydromet are: NHP for 76.5%, IMI for 1%, and American Gold & Silver Limited Partnership ("AG&S") for 22.5%. AG&S is a Nevada limited partnership, for which WWI serves as the general partner and owns a general and limited partnership interest totaling 11%. We own a 37% limited partnership interest in AG&S. In total, we own approximately 83% of American Hydromet.

Itronics California, Inc.:

Itronics California, Inc. (ICI) was acquired in March 1999 by Itronics Metallurgical, Inc. ICI, originally named PD West, Inc., was acquired for its phosphoric acid recycling technology. ICI has no business operations but plans are to utilize the phosphoric acid technology and may eventually operate IMI's photochemical services and GOLD'n GRO fertilizer business in California.

Whitney & Whitney, Inc.:

WWI was incorporated in 1977 and is our wholly owned subsidiary. WWI was primarily a mineral consulting firm that provides planning and technical services to the mining industry. WWI is now developing an internet website to provide gold mining industry data to the investing public, while maintaining a presence in the technical consulting field.

## SUMMARY HISTORY OF OPERATIONS

Whitney & Whitney, Inc. was established to provide a wide range of technical services to the mining industry. During the 1980's, WWI completed several multi-client fertilizer marketing studies. Also during this time period, WWI was contacted by state and local environmental officials concerning the problem of photographic wastes, laden with silver and other toxic heavy metals, being dumped in local sewer systems.

Over the years, the mining technical services business was highly cyclical, closely following the base and precious metals industries, and specifically, the price of copper, other base metals and gold. This condition pointed out the necessity of expanding our business into new industries. When considering the fertilizer marketing studies previously performed, along with the growing national issue of sewer system contamination with toxic photowastes and silver toxicity to fish, it seemed to be a natural extension of WWI's existing expertise to expand into the photowaste recycling business. In 1987 the decision was made to move forward with research and development of a process to extract silver from photographic liquid wastes. It took until 1997 to develop and demonstrate a satisfactory fertilizer and to complete university testing to demonstrate its agronomic viability.

In March 1998 IMI signed a five year definitive licensing, manufacturing, and distribution agreement with Western Farm Service, Inc. (WFS), one of the largest liquid fertilizer bulk retailers in the western United States. The agreement was renewed in March 2003 for another five years, subject to annual cancellation provisions. The agreement grants WFS an exclusive license and right to manufacture and market IMI's GOLD'n GRO line of bulk liquid fertilizer products for the Turf & Ornamental and Specialty Agricultural markets in the states of Arizona, California, Hawaii, Idaho, Oregon, and Washington. WFS has approximately 90 agricultural retail outlets in these states. In the discussion below, and elsewhere in this report, we refer to this group of retail outlets as our licensed distributor network.

A 35,000 square foot manufacturing plant in Reno/Stead, Nevada was purchased in 1999. Construction of the liquid processing area was completed in early 2000, and a "shake-out" period was completed in which small batches of photochemicals were processed and small batches of fertilizer were manufactured. By late 2000 the new facility had demonstrated the ability to "demetallize" the received photo liquids to required EPA levels, thereby proving the technical viability of the new technology on a commercial scale. By the first quarter of 2001 we were positioned to develop sales for more than a dozen liquid fertilizer products.

In 2001, at the request of our licensed distributor, we developed a chelated liquid micronutrient zinc fertilizer with the objective of selling the product in truckload quantities. This fertilizer development was successful and provided the basis for the first tank truck load sales in the fourth quarter of 2001. During 2002 this new bulk liquid fertilizer was successfully introduced into the distributor network. During 2002 work on a bulk liquid GOLD'n GRO fertilizer that could be used as a "base liquid" in the distributor's proprietary field blends was commenced. In 2003 development work on a second chelated liquid micronutrient zinc product for bulk sale was initiated. Field testing of both new bulk liquid fertilizers was conducted during 2003 and in late 2003 they were approved for introduction into the distributor sales network for 2004.

During the same 2001 to 2003 period, more than two dozen liquid fertilizer formulations were evaluated for suitability and market potential. By the end of 2003, product line development had been completed, and 13 fertilizers covering two categories have been established: chelated liquid multinutrient fertilizers and chelated liquid micronutrient fertilizers. The fertilizers are sold both to the general public and through licensed and non-licensed distributors. Product improvement and new product development will continue, but our focus in 2005 and future years will be primarily on GOLD'n GRO Liquid Fertilizer sales expansion and on expansion of the services business as needed to support increasing GOLD'n GRO fertilizer sales.

In 2003 we participated in the development of an animal repellent/fertilizer that will be sold under the trademark GOLD'n GRO Guardian. Using one of the GOLD'n GRO multi-nutrient liquid fertilizers as a base liquid, which has the property of being taken into the plant as a fertilizer and imparting odor and taste characteristics that are offensive

to deer and other animals, such as rabbits, that eat plants. The GOLD'n GRO Guardian product was field tested during 2003 and was approved for use by the North American Deer Management Network in the fourth quarter of 2003. GOLD'n GRO Guardian is a repellent fertilizer product and must be registered under both the pesticide regulations and the fertilizer regulations for each state in which it will be sold. The product must also be registered with the Federal EPA as a biopesticide. Introduction of this product for commercial sales will be delayed until the registrations are completed. Subsequent to December 31, 2004, we acquired the interest in the GOLD'n GRO Guardian trademark, product rights, and the repelling product formula owned by Mr. Howland Green. We now own 100% of all rights related to GOLD'n GRO Guardian. Mr. Green has become one of our directors and is Northeast Manager for GOLD'n GRO Sales Development. Substantial funding over twelve to twenty-four months will be required to complete the EPA and California registration process.

During the period 1999 through 2003 we developed a "low temperature vacuum distillation" machine that operates at room temperature and is able to remove up to 80% of the water from photochemical solutions without damaging the chemicals, producing a high silver content concentrate that can be shipped as a commercial product in inter-state commerce. The distilled water is clean enough for re-use on site and the reduction in volume of material needing to be shipped produces 80 percent reduction in transportation cost making shipment possible anywhere in the United States. These machines have been released for commercial sale under the trademark "Itronics Metallurgical Photochemical Silver Concentrators".



In 2002 we delivered five of these Photochemical Silver Concentrators to the Department of Defense. Two additional Photochemical Silver Concentrators were delivered in the third quarter of 2003. This program is regarded as a pilot project, which may lead to providing "Beneficial Use Photochemical, Silver, and Water Recycling" services to all branches of the U.S. military and is being developed by the Department of Defense in consultation with the Federal EPA.

After we began producing fertilizer, we noted that the by products of the process were the main materials needed to manufacture glass and ceramic. Therefore, in early 2003, we began research and development of glass and tile formulations. During 2003, the first pieces of glass/ceramic tile were produced. With the successful development of a glass/ceramic tile product, we achieve the ability to recycle 100 percent of the materials received from customers, including waste that is generated internally during processing. In 2005, and future years the silver refining technology development and the glass/ceramic tile products development efforts will be expanded in parallel with expansion of GOLD'n GRO fertilizer sales.

A more detailed discussion of our business, based on our two business segments described above, follows.

## PHOTOCHEMICAL FERTILIZER

### Operations

We operate a commercial scale plant to receive used photochemical liquids, recover the silver and other metals, and convert the demetallized solutions to liquid GOLD'n GRO fertilizer products. A critical component of this integrated manufacturing system is to match, within a reasonable range, the incoming volume of photochemical liquids with the utilization of those liquids in fertilizer or other manufactured products.

Photochemical services operates as a regional business in northern Nevada, serving more than 200 customers in the northern Nevada market. A satellite service operation has been established in the San Francisco Bay Area which is a large market with at least three strong competitors. We are able to compete effectively based upon pricing and service quality.

Growth of silver bullion output is driven by photochemical processing to support GOLD'n GRO fertilizer sales. There are some opportunities to expand silver output separate from photochemical recycling, but profit margins for the refining services are very small when compared to the inventory requirements and the security risk. Because of these factors, gold and silver refining services are limited to categories of materials where our proprietary technology can be used and that offer better profit margins than conventional precious metal refining. We will be actively looking at opportunities to expand this segment in future years.

In early 2003 we initiated a program to market the Itronics Metallurgical Photochemical Silver Concentrators to large consumer photography and medical x-ray facilities throughout the United States. This is a cost effective method for us to expand our photochemical supply for use in GOLD'n GRO fertilizer manufacturing. Photochemical silver concentrators are expected to be a source of revenue growth in future years as we continue to expand nationally. Our photochemical blending technology is designed to utilize the concentrate in fertilizer, after it is demetallized.

Spent photochemical liquids received from customers are logged and recorded, then tested for silver content and contaminants. We achieve high contaminant control standards by working proactively with our regular customers. Once testing is completed, the photographic solutions are available for processing.

### Growth Plans and Implementation

Implementation of our "Beneficial Use Photochemical and Water Recycling" technology is continuing with expansion of the number of branches within the licensed distributor network selling GOLD'n GRO fertilizer. Our licensed

distributor is integrating our GOLD'n GRO fertilizer products into its proprietary field programs in a way that makes them essential components. Once our products are in, substitution back to prior programs becomes difficult. Because of this, we believe sales growth is solid and is integrated to enhance the likelihood of repeat sales as we move into the future.

We have been working with our licensed distributor network to identify market segments into which the GOLD'n GRO fertilizer products can be successfully sold. This process has identified three fundamental uses, or functions, of the GOLD'n GRO fertilizers, which are (1) replace existing fertilizers that do not fully satisfy existing needs, (2) develop new fertilizers which will satisfy presently unfulfilled needs, and (3) develop fertilizers that can be blended into existing proprietary field blends to improve their effectiveness. Replacement fertilizers are expected to have higher sales growth rates than fertilizers developed to fulfill the other two functions, defined as development products. The GOLD'n GRO Guardian fertilizer being developed as an animal repellent/fertilizer fits into the second category, and the GOLD'n GRO Base Liquid fits into the third category.

The GOLD'n GRO fertilizer line provides several fertilizers for the turf and ornamental markets, 3 fertilizers for the nursery and specialty agriculture markets, and 5 high quality chelated micronutrient fertilizers which can be used in all of the markets. The GOLD'n GRO chelated liquid micronutrient and chelated liquid multinutrient fertilizers are considered to be "Specialty Liquid Fertilizer" and fit into the Specialty Fertilizers segment of the national and international fertilizer markets, generally sold in smaller quantities and at higher prices than NPK fertilizers (Nitrogen (N), Phosphate(P), and Potassium(K), which are sold as single nutrient products in large tonnages at relatively low bulk commodity prices. We presently sell our commercial GOLD'n GRO fertilizers in 2.5 gallon, 55 gallon, and 250 gallon containers and partial or full truck load quantities of up to 4,800 gallons.

We have become an important supplier of chelated micronutrient and chelated multinutrient specialty fertilizers to our licensed distributor for several reasons, one of which is that improved nutrient uptake is being demonstrated in large scale field applications of the GOLD'n GRO fertilizers when compared to applications that use established chelated micronutrient fertilizers. Improved crop nutrient uptake reduces nutrient costs and increases crop yields, generating a significant economic benefit for the grower customers. A second reason is that the photographic byproduct materials used as base components provide the chelates at a much lower cost compared to purchasing new "unused" chelates. A third reason is that the GOLD'n GRO liquid fertilizers are specifically designed for fertigation application in micro-sprinkler and drip irrigation, which is a growing application method and requires liquid fertilizers with superior stability in irrigation water under widely varying conditions.

Most of the GOLD'n GRO fertilizers are currently registered for sale in Arizona, California, Colorado, Hawaii, and Nevada, and GOLD'n GRO 9-0-1+7% Zinc and GOLD'n GRO 9-0-2+3% Zinc are registered in Idaho, Oregon, and Washington. GOLD'n GRO 8-8-8+4% Sulphur is registered in Rhode Island, Massachusetts, Connecticut, Delaware, New Jersey, Pennsylvania, and New York. GOLD'n GRO bulk product sales are established in Arizona and California, with the majority of the sales being made in California. Registration of selected GOLD'n GRO fertilizer products in Washington, Oregon, and Idaho was completed in March 2005. Implementation is underway to begin sales in those states. We are developing bulk customers in northern Nevada and have started discussions with potential distributors in selected states not covered by our licensed distributor network, including the northeastern states, Florida, and Texas.

We have expanded the number of GOLD'n GRO liquid fertilizers being offered through our "e-store" catalog. This expanded offering makes GOLD'n GRO available to two important Professional Market segments: the Landscape Maintenance Market and the Nursery and Greenhouse Market. Internet sales are still relatively small as a percentage of total sales, but have grown in each of the past two years.

The project to develop and sell a line of animal repellent/fertilizers under the trademark GOLD'n GRO Guardian provides direct GOLD'n GRO marketing and distribution for the northeastern states into the Landscape Construction and Maintenance, and the wholesale and retail Nursery and Greenhouse markets. The new GOLD'n GRO Guardian animal repellent/fertilizer line presents the opportunity to develop products for the animal repellent market, an emerging national market in which product offerings are currently limited. Deer and other plant eating animals are becoming a major urban problem and are now doing tens of millions of dollars in damage to urban landscaping each year.

We are continuing to develop new sources of used photochemical liquids, although we presently have more than adequate volume of in-coming photoliquids to support current and near term GOLD'n GRO fertilizer sales growth. We have been developing Itronics Metallurgical Photochemical Silver Concentrator technology to reduce the cost of transporting the used photochemical liquids to the Reno manufacturing plant. We have also been identifying and qualifying both non-photochemical sources of used chelates and non-photochemical waste streams that might be useable as substitute materials for virgin additive raw materials that we presently purchase.

GOLD'n GRO fertilizer products are formulated to match potential new sources of secondary chelates so that as GOLD'n GRO fertilizer sales continue to expand we can begin to use "non-photo" chelates. Replacing virgin additive materials with materials from secondary sources provides us with equivalent materials at lower cost. Some manufacturing process changes will be required to accommodate these adjustments in raw material sourcing, but this will be beneficial due to reductions in raw material costs and the improved cost stability that will be achieved.

Sales of 5 ounce "Silver Nevada Miner" bars through our "e-store" are continuing, although those sales are still relatively small. The sales of finished silver bullion from internally recovered silver will expand, but will continue to fluctuate until GOLD'n GRO sales reach larger volumes.

Our manufacturing plant is presently configured for an initial manufacturing capacity of 7.2 million gallons per year or 36,000 tons of GOLD'n GRO products. Planned storage and truck loading capacity expansions and automation of some manufacturing functions, must be completed before this capacity can be achieved. Some of these requirements are discussed more fully below. Unexpected new market opportunities have already required modification of certain expansion plans. As we continue to identify and develop our GOLD'n GRO liquid fertilizer product markets, additional unforeseen changes could require additional plan modifications. With the introduction of additional bulk products, additional load out facilities are needed, at a capital cost estimate of \$400,000. This project is scheduled for completion in the first half of 2006.

In 2004, we completed installation of a heat exchange system for an installed cost of \$196,000. This system has provided more than a five times increase in manufacturing capacity for certain GOLD'n GRO fertilizers.

#### Competition

Our GOLD'n GRO fertilizer products compete with well established fertilizer companies that have significantly more capital with which to market their products. Our competitors include large companies such as Scotts Miracle-GRO, Dow AgroSciences Company, Uniroyal Chemical Corporation, and smaller companies such as Pursell Technologies, Inc. We believe that our fertilizers compete primarily on the basis of product quality and performance.

Our photochemical recycling fees are generated primarily from removing used photochemicals from our customer's sites. We compete for these customers with large national firms like Safety Kleen and Philips Environmental but our primary competitors are smaller regional firms like ECS Refining in Northern California.

We sell our silver bullion to a commercial refinery under standard industry terms. We are a very small producer of silver; consequently the refiner will purchase all the silver we can presently produce. For several years, there has been a global shortage in the supply side of the silver market. Our ability to sell our silver bullion could only be impacted if there were a dramatic negative change in the silver market, and only then if we grow to be a much larger silver producer than we are now.

### Markets

#### Fertilizer

The total fertilizer market consists of the "Agricultural Market" and the "Urban Market". The Urban Market accounts for at least \$9 billion in annual sales in the United States. The "Specialty Ag" segment of the Agricultural Market is a \$5 billion segment making the total a \$14 billion market. Substantially all of our present GOLD'n GRO fertilizer sales are in the "Specialty Ag" segment.

More than 50 million tons of fertilizer products are sold annually in the United States. This includes almost 20 million tons of multi-nutrient fertilizers and almost 3.5 million tons of secondary nutrient and micro-nutrient products. About 38 percent of the total usage is as fluid fertilizers. Our 2004 sales represent less than 0.0005 percent of the 2004 multi- and micro-nutrient market.

Our GOLD'n GRO fertilizers are all liquid. There are major differences in manufacturing, distribution, and sale of liquid fertilizers as compared to dry fertilizers. Basic differences are described here so that the investor can better understand the technology, logistics, and application of liquid fertilizers and thereby gain a better understanding for the market niche that we are entering.

Liquid fertilizer technology is more complex than dry technology. Typically dry solids can be readily blended into dry mixtures that can then be bagged, or transported as dry bulk powders. In contrast, liquid fertilizers are reacted products and must be manufactured using precise recipes so that the final product will remain stable. Dry products can be stored for years without degradation, whereas liquid products typically have a limited storage life ranging from a few days for proprietary field blends, up to 4 years or longer for certain types. Liquid fertilizers can also freeze over a rather wide range of temperatures, a problem not encountered with dry fertilizers. Because of these technical factors, bringing a line of liquid fertilizers to market is much more complex than bringing a line of dry products to market.

Dry fertilizers are typically applied with dry spreaders. Liquids are sprayed on with tank sprayers or aircraft, injected into the soil using special applicators, or applied through irrigation systems using sprinklers, micro-sprinklers, or drip irrigation. Liquid fertilizers can also be applied with ditch irrigation by running the fertilizer into the water at controlled rates. The use of irrigation water to apply the liquid fertilizers is called fertigation.

Dry fertilizer packaging and transport is typically simpler and less costly than liquid fertilizer packaging and transport. Bulk liquids must be moved in tank trucks or tank rail cars and stored in large bulk tanks at distribution points. The distributors who sell the liquids to farmers must install and operate tank farms and maintain a fleet of specialized applicators. Distribution and application of liquid fertilizers typically requires specialized technical knowledge related to mixing and handling as compared to the use of dry fertilizers. Liquid fertilizers are typically easier and less costly to apply when irrigation is available, and availability of the fertilizer nutrients in the soil for uptake by crops is greater when liquid fertilizers are used. Use of fertigation to apply liquid fertilizers can reduce tractor trips through the fields, reducing cost and also reducing soil compaction. Because of less cost for application and improved availability of the liquid nutrients to the plants, liquid fertilizers in the United States are continuing to gain market share. Use of liquid

starter mixes for dry land crops is also expanding, especially for planting field crops such as cotton, corn, soybeans, and wheat.

Only certain fertilizer distribution companies have specialized in marketing liquid fertilizers and have the facilities and equipment required to sell, deliver, and apply the liquid fertilizers. Our licensed distributor is such a company.

The GOLD'n GRO fertilizers are complex and represent a new category of liquid nutrition technology. The GOLD'n GRO fertilizers contain bulk chelating agents that conventional liquid fertilizers do not contain. The chelating agents, which are normally quite costly, are supplied as components of the starting photographic liquids. The chelating agents improve the availability of micronutrient metals such as zinc, iron, manganese, and the secondary nutrients calcium, and magnesium. The photoliquids also have a natural content of sulfur, the other important secondary nutrient. These chelate enriched multinutrient characteristics distinguish the GOLD'n GRO liquids from other liquid fertilizers and are the main reason why the GOLD'n GRO liquid fertilizers represent a new type of nutrient technology.

The animal repellent/fertilizer market is a new market for us. The users of this product will be upscale homeowners and commercial and municipal facilities, and commercial nurseries. The deer population is growing rapidly in the northeastern U.S. and so the center of gravity for this product is the northeastern seaboard states. The initial sales center will be in Rhode Island. The markets being served are the Commercial Landscape and wholesale and retail Nursery segments. The GOLD'n GRO Guardian line of products is strictly for non-food plant applications so the distribution channels are different from the channels being developed for GOLD'n GRO fertilizers.

The U.S. market for deer repellents is believed to be well in excess of \$50 million per year. Products currently in the market are believed to have limited effectiveness so an opportunity exists for a line of systemic products that are effective for several weeks after each application. The GOLD'n GRO Guardian is demonstrating effectiveness for 8 to 12 weeks, and may be able to provide "year round" protection. We plan to pursue development of this line of products as rapidly as possible.

### Photochemical Recycling

We estimate there are more than 1,500 generators of photographic hazardous waste in the State of Nevada and more than 500,000 throughout the United States. This includes printed circuit board manufacturers, photo off-set printers, photographic developers, lithographers, photographers, micro-filming (banks, companies, etc.) and x-ray users (dentists, doctors, hospitals, podiatrists, orthopedic surgeons, veterinarians, radiologists and industrial x-ray users). We estimate the total annual market for recycling this category of waste to be in the range of \$400 to \$500 million.

We are aware of digital imaging and its impact on usage of conventional photography. The impact is different for each of the major segments; medical, color photography, and printing/microfiche. Digital imaging has made significant inroads into printing/microfiche processing with an almost 85% reduction in volume of photographic liquids over the past ten years. Over the last several years, it became clear to us that contrary to popular belief, digital photography is creating a new source of photowastes from Internet companies that combine digital imaging services with the ability to print high quality photographs for their customers. Digital methods are being adopted in the medical industry, and although the medical sector is relatively high growth with the aging U.S. population, digital imaging has had the effect of slowing the growth of waste photo liquids being generated and may lead to a decline in future years.

A larger impact on photo waste generation has been the pressure for companies to reduce the amount of waste generated at the operating sites. In photography, water was used in copious quantities for film rinsing and large quantities of low chemical content waste liquids were generated. With the tightening of regulation of discharge of contaminated waters the equipment manufacturers have focused on reducing water usage. This attention to reduction of waste water has contributed to a reduction in the quantities of waste liquids being generated. It is expected that efficiency of use and associated waste reduction will continue, driven by increasing waste disposal costs. On-site photochemical recovery using a Photochemical Silver Concentrator and re-using the recovered water is expected to continue to become more and more attractive to photochemical waste generators.

Environmental restrictions on disposal of chemicals are continuing to tighten throughout the United States with the result that now the rate of growth for our photochemical recycling business is dependent upon the rate and vigor of fertilizer sales growth.

### Silver

Nationally, more than 80 million ounces of silver are consumed in photomaterials annually. Approximately 30% of this is lost through disposal. The Silver Institute indicates that silver usage in photography is stable, but may decline modestly over the next several years.

### Seasonality and Working Capital

In analyzing the market and industry competitors, it is apparent that two factors significantly impact our ability to penetrate these markets in a meaningful way. First, the seasonal aspect of fertilizer sales, which directly results in the second factor, the need for a much higher level of working capital when compared to other industries. Based on experience, we expect fertilizer sales to continue to have a strong seasonal component, with the primary sales season running from April through November each year, with an in-season low in July and August. In addition to the general seasonal nature of sales caused by normal weather patterns, unusual weather can further affect fertilizer sales, especially in winter and spring. For example, unusually cold or wet spring seasons may delay the growing cycle of various crops for which our fertilizer products are utilized. To overcome weather related effects on fertilizer sales, we are evaluating markets in the southern areas of the United States where growing seasons are longer and, in some cases, year round.

Due to the seasonal nature of GOLD'n GRO fertilizer sales, we must increase our net working capital to a level higher than that of non-seasonal industries. For example, some of our competitors have working capital equal to their annual

sales. Consequently, ongoing debt and equity funding will be required for us to grow, even after a profitable level of operations is achieved.

#### Research, Development, and Technology

The majority of our research and technology is proprietary, which means it has not been patented, but is protected with strict confidentiality agreements and limited access to our research and production facilities. A U.S. patent on the silver separation process was issued in 1987 and is now expired. We made a corporate decision to not patent our research results as the cost of obtaining and defending patents is prohibitive.

We conduct field trials to gather agronomic data and to develop knowledge of how the GOLD'n GRO products work on different crops. This field testing will continue as it is the most effective method for developing the field data needed to support claims of product effectiveness for specific crops. On-going field trials of GOLD'n GRO fertilizer products continue to show significant improvements in crop production and quality. The trials are providing agronomic data that is being used to develop GOLD'n GRO nutrition programs for the crops being tested.

The field trials are demonstrating that the GOLD'n GRO products provide both agronomic and economic benefits in the "specialty agricultural" markets. Specialty agriculture includes vegetables, cut flowers, herbs and spices, and fruits and nuts of all types. These crops are relatively high value compared to field grains such as corn, wheat, and soybeans. Field trials in 2002 on cotton and on silage corn produced positive results, opening two new large acreage crops for GOLD'n GRO application development. Alfalfa is typically considered as a "hay" or "forage" crop and is generally of low to intermediate value when compared to specialty agricultural crops, however, high nutrient content alfalfa for the dairy market often commands a significant price premium which puts it at the low end of specialty agricultural crop values.



A 3 year field trial on Valencia orange trees being carried out with oversight from a major university in southern California was completed in 2004. Two year cumulative results have been analyzed and significant positive results were obtained. Fruit output per tree and fruit quality were both increased.

During 2003, we completed a key phase of the research project to produce formulated glass products. The research has identified three product categories: (1) a glass ceramic mixture that can be used to produce tile and other shapes suitable for glazing and commercial use; (2) glass formulations that can be used as "lead free" low and intermediate temperature glazes for decorative tile and the craft pottery trade; and (3) specialty boro-silicate glass formulations. The next phase of the research will focus on production of small quantities of products for evaluation and market studies and is expected to be completed over the next two to three years.

During 2003 and 2004 we continued to be offered the opportunity to explore the feasibility of recycling other non-photographic materials into fertilizer. We have concluded that certain acid waste streams generated by aerospace and electronics manufacturers may be able to be converted to a form that will fit "Beneficial Use" recycling into fertilizer in association with the processed photochemical materials.

### Environment and Regulation

All chemistry has a "cradle to grave" regulatory life span. This term means under Federal law, the prime generator has the ultimate liability for all generated waste as long as it exists. For example, conventional services, through storing and hauling, relocate the waste to a legal landfill or dispose it to sewer. Liability then remains for the cost of cleanup if the landfill has to be reclaimed or the contamination of groundwater develops.

However, once the spent chemistry reaches our facility and has been processed, the generator's hazardous waste liability has been removed. Using our process, virtually all metals, including most of the iron, are removed. The end result leaves us with a non-hazardous "toxic-metal-free" liquid which is legal for use in high quality GOLD'n GRO liquid fertilizers.

While in general our business has benefited substantially from increased governmental regulation of hazardous disposal by private industry, the waste management and recycling industry itself has become subject to extensive, costly and evolving regulation by federal, state and local authorities. We make a continuing effort to anticipate regulatory, political and legal developments that might affect our operations, but may not always be able to do so. We cannot predict the extent to which any legislation or regulation may affect future operations.

In particular, the regulatory process requires firms in our industry to obtain and retain numerous governmental permits to conduct various aspects of their operations, any of which permits may be subject to revocation, modification or denial. We are not in a position at the present time to assess the extent of the impact of such potential changes in governmental policies and attitudes on the permitting process.

For several years we have been studying the various regulatory requirements under RCRA and have been working with state and local environmental officials regarding the extent to which hazardous waste regulations apply to our operations. Through this process, we reached the conclusion that due to use of photochemicals as a beneficial ingredient in our fertilizer products, the photochemicals are not "hazardous waste" as defined in the regulations, and therefore, beneficial materials that are otherwise regulated as hazardous waste, are exempt from most of such regulations. In early 1996 we received concurrence from State of Nevada environmental officials that our photochemical fertilizer process meets the existing RCRA requirements for exemption from all environmental regulation with the exception that certain presently conducted lab analyses of the photochemicals will continue to be required. Certain of our large scale customers presently meet the exemption requirements. Present levels of fertilizer sales utilize all the photochemicals received. Once sales of all the photochemical materials are well established in the fertilizer or other commercial products, all our Nevada customers will be exempt from the regulations, including hazardous material transport/manifest rules. We believe that this exemption applies nationwide. Therefore, we intend to pursue similar concurrence from environmental officials in all applicable states, so that all our customers will be

recognized as exempt from the RCRA regulations.

Environmental regulation of photowaste generators has strengthened over the last several years, and that trend is expected to continue. In the past year, heavy metal contamination of fertilizers has become a significant issue in California and other parts of the country. Public concern over this issue is expected to intensify. We believe that the GOLD'n GRO line of fertilizer products is uniquely suited to alleviating this environmental concern and that we are well positioned to meet future environmental needs.

#### Permits and Inspections

To the best of our knowledge, we have obtained permits from all governmental agencies having jurisdiction, such as the EPA, Nevada Department of Environmental Protection, Washoe County Health Department and the City of Reno, Nevada. We are not required to obtain federal permits, but are required to have, and have obtained, local permits for our photochemical recycling facility under the provisions of the Federal EPA. Similar permits will be required of all facilities that we may construct. Our recycling facility is subject to frequent inspections and to regulations (including certain requirements pursuant to federal statutes) which may govern operating procedures for land, water and air pollution, among other matters. In particular, our operations are subject to the Safe Drinking Water Act, TSCA (Toxic Substances Control Act-pursuant to which the EPA has promulgated regulations concerning the disposal of PCBs), the Clean Water Act (which regulates the discharge of pollutants into surface waters and sewers by municipal, industrial and other sources) and the Clean Air Act (which regulates emissions into the air of certain potentially harmful substances). Employee safety and health standards under the Occupational Safety and Health Act are also applicable to our employees.

## MINING TECHNICAL SERVICES

### Services offered

Our Mining Technical Services segment offers a wide range of technical services to the mining industry, including management support, mineral project development, ore reserve and material balance reviews, expert assistance in contract dispute or litigation, and mineral economics and cost studies

### Operations

Our Mining Technical Services segment accounted for 17% 2004 consolidated revenue. Golden Phoenix Minerals, Inc. produced 75% of this revenue. The client is a junior mining company with three mineral properties in Nevada. WWI provided technical assistance in moving these properties into the development and operating stages. WWI also provided administrative support. The contract with this client expired on March 1, 2005.

The primary source of new business for the Mining Technical Services segment is the reputation of WWI and its key employees. In addition, WWI expands its network of contacts by attending various mining association conventions.

### Expansion Plans

In January 1999 WWI initiated a long term R&D project to replace the use of cyanide in the extraction of metals from silver/gold and gold/copper ores. The new thiosulfate leaching technology being developed under this program utilizes the same technology as our proprietary photochemical recycling process. The project, called Itronics Thiomet, is seeking to establish operating joint ventures at specific mine sites to apply the thiosulfate leaching technology. This project is on hold pending further commercial development of fertilizer sales.

In 2004 a project to establish a subscription based gold industry and gold company Internet publication was begun. The web publication, called "insidemetals.com", provides the customer with gold industry and gold company financial, production, and ore profiles on key gold producing companies. Initially, the companies to be profiled are in the Gold Company sector, which includes gold, silver, platinum, and palladium producers. The profiled companies are publicly traded on the New York and American Stock Exchanges and on NASDAQ. The publication was launched in August 2005 and the target market includes gold company employees, governmental agencies, both domestic and foreign, and individual investors interested in the gold markets. In addition to providing subscription revenue, it is anticipated that the publication will enhance our opportunity to obtain new sources for technical consulting work. This subscription based Internet Information Portal provides an opportunity for relatively unrestricted growth by being available to a diverse global base of potential customers.

### Competition

Our consulting services are generally in the area of management support and mineral economics. Management support projects include advice on mineral development strategies, audits of ore reserves and appraisals on mineral properties primarily to mining companies. Our projects tend to be short term, generally less than one year, and are typically sole sourced to us based on the reputation of our president. Other companies that provide similar services include local and regional mineral consulting firms.

Our competition for the Internet Information Portal is other websites that provide gold and other precious metal information to the interested public.

## DESCRIPTION OF PROPERTIES

### FACILITIES.

We lease approximately 3,000 square feet of office space at 6490 South McCarran Blvd., Building C-23, Reno, Nevada. IMI leases approximately 2,000 square feet of warehouse space in Reno, Nevada. This space is being used for supply storage.

IMI owns a 35,000 square foot manufacturing facility in Reno-Stead, Nevada. The building contains all the equipment used for treating the used photochemicals, preparing the recovered silver for sale, and manufacturing the GOLD'n GRO fertilizer products.

W&W leases approximately 2,500 square feet of office space in Reno, Nevada. This office was closed in May 2005 and the lease will be discontinued.

### EQUIPMENT.

The equipment being used in the recycling process is proprietary information. However, the plant for processing liquid photochemicals is a fairly typical chemical process facility consisting of appropriate arrangement of tanks and pumps. Solids produced by processing are recovered by filtration.

The refining operation consists of a material handling section, solids roasting, and a melting section. The equipment arrangements are proprietary, but the main items are pumps, tanks, filtration equipment, drying ovens, and the melting furnaces.

The new facility is sized to process up to 100,000 un-concentrated gallons of used photochemicals per month and to manufacture up to 200,000 gallons per month of liquid fertilizer. Refinery capacity will be expanded as needed to produce up to 50,000 ounces of silver per month.

## LEGAL PROCEEDINGS

We may become involved in a lawsuit or legal proceeding at any time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an unexpected adverse result may arise that may adversely affect our business. Certain lawsuits have been filed against us for collection of funds due that are delinquent, as described below. We are currently not aware of any litigation pending or threatened for any reason other than collection of funds due and already recorded. We are not aware of any additional legal proceeding or claims that we believe will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

As of June 30, 2005 total recorded liabilities of \$802,166 including accrued interest to June 30, 2005, were subject to a total of 15 separate lawsuits for the collection of the funds due. These include 12 leases totaling \$604,896 (reflected in Current Maturities of Capital Lease Obligations) plus \$56,960 in additional interest (reflected in Accrued Interest) and three trade payables totaling \$129,191 (reflected in Accounts Payable) plus \$11,119 in additional interest (reflected in Accrued Interest). The leases are individually secured by specified equipment. One case discussed below, seeking \$35,210, was filed in Lake County, Illinois. The remaining unsettled cases discussed below were filed in Washoe County, Nevada between February 2003 and May 2004.

The accrued interest noted above was recorded based on our assessment of additional amounts we believe is probable and is related to four cases originally seeking \$423,375; the creditors have received judgments in three of these cases and the fourth is in litigation. We will continue to accrue interest until these cases are settled or paid in full.

We estimate an additional \$9,400 interest may be possible on one other case; however, we have not accrued this amount because we do not believe it is likely to be incurred. This estimate is related to one case, seeking \$35,210, which was filed in March 2003 with no further contact since then. During the third quarter of 2005, we paid off one suit totaling \$36,626 including interest and costs of \$17,200 that had not been accrued; this loss will be recorded in the third quarter.

We have a total of nine cases, which originally sought \$507,017, which we deem to have a remote possibility of incurring additional costs. As of June 30, 2005, we had paid down the amounts due under these claims to \$268,096. Subsequent to June 30, 2005 three of the claims were paid off and in October 2005 we settled three additional claims. These three claims, originally seeking \$181,672, will be paid under a payment plan over the next twelve months. The other three claims are current under previously negotiated payment agreements.

Successful settlement of the above claims is dependent on future financing.

**MANAGEMENT****DIRECTORS AND EXECUTIVE OFFICERS**

The following are our directors and executive officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Position Held Since</u>
Dr. John W. Whitney	58	President/Treasurer Director	May 1988
Paul H. Durckel	87	Director	September 1995
Howland S. Green	51	Northeast Manager of GOLD'n GRO sales Director	April 2005
Gregory S. Skinner	50	Secretary	December 1990
Duane H. Rasmussen	74	Vice President; Vice President and General Manager-IMI	November 1997 May 1994

1) For directors, the term of office is until the next annual meeting of shareholders. For officers, the term of office is until the next annual meeting of the Board of Directors, presently scheduled to be held immediately following the annual meeting of the shareholders. \_

John W. Whitney:

In addition to being our President and a Director from 1988 to present, Dr. Whitney is the President and a Director of each of the operating subsidiaries, Itronics Metallurgical, Inc. and Whitney & Whitney, Inc. Dr. Whitney also serves as the General Manager of American Hydromet, a joint venture.

He received his Ph.D. in Mineral Economics from Pennsylvania State University in 1976, his M.S. in Mineralogy from the University of Nebraska in 1971, and his B.S. in Geology from the University of Nebraska in 1970. Dr. Whitney has served as President of Whitney & Whitney, Inc. since its formation in 1977.

Prior to his serving as W&W full-time president, Dr. Whitney worked as a consultant for the Office of Technology Assessment, U.S. Congress, doing analysis of various Alaskan mineral issues (1977-1978), a consultant for various government agencies, including the office of Mineral Policy Analysis in the U.S. Department of Interior, and the Washington office of the U.S. Bureau of Mines, consulting firms, law firms and mining companies on a variety of mineral planning issues (1976-1977), as a consultant for BKW Associates, Inc. evaluating mining investment opportunities in Mexico and the Philippines (1973-1975), and as a geologist-mineralogist for Humble Oil & Refining Company and GeoTerrex Ltd. (1971-1972).

Dr. Whitney is an internationally recognized consultant in the field of Metal and Material Resource Economics. Dr. Whitney has presented seminars for various clients on Mining Economics, and has taught a three-credit graduate course on International Metal Economics for the University of Arizona's College of Mines. Dr. Whitney is an Honorary Faculty Member of the Academy for Metals and Materials under the seal of the American Society for Metals. Dr. Whitney has made numerous presentations and written a number of publications on various technical subjects within his broad area of expertise. Dr. Whitney is coinventor of the American Hydromet process technology and holds four patents. Dr Whitney was selected as Nevada's Inventor of the Year for 2000 and became a member of the Inventor's Hall of Fame at the University of Nevada, Reno.

Paul H. Durckel:

Mr. Durckel has served as a Director of our company since September 1995. He received a pre-legal degree from Stanford University in 1940. He has served various companies involved in fertilizer manufacturing and sales for approximately 30 years. He is presently an Independent Real Estate Salesman for Verus Realty. He served Myers Realty, Inc. in varying capacities, including Broker-Salesman, Consultant, Manager, Vice President of Operations, and Director, from 1987 to 2001. His experience in the fertilizer industry includes Vice President and General Manager and Vice President- Operations for American Plant Food Corp., Executive Assistant to the Chairman for Best Fertilizers Co., Vice President and General Manager for Best Fertilizer of Texas, and Vice President and General Manager for Farm Services Co.

Howland S. Green

Mr. Green was appointed as our director and as the Northeast Manager of GOLD'n GRO Sales in April 2005. He received a B.Sc. degree in plant science and landscape architecture from the University of Rhode Island in 1981. He founded the Holly Ridge Nursery in Kingston, Rhode Island in 1989 and was its owner and President until the business was sold in September 2005. He is the concept creator and a founder of the North American Deer Management Network. Mr. Green researched and developed the Mirrepel and subsequently co-developed the GOLD'n GRO Guardian systemic deer and rabbit repellents. Through his ownership of the Holly Ridge Nursery he has gained extensive knowledge of the landscape construction and maintenance and wholesale and retail nursery markets. He has also served as consultant to "Ask This Old House".

Gregory S. Skinner, Esq.

Mr. Skinner has served as our secretary and general counsel since December 1990. He obtained his B.A. degree in Economics from the University of California at Berkeley in 1976. He obtained his J.D. degree from Hastings College of the Law, University of California at San Francisco in 1979. He is licensed to practice law in the states of California and Nevada. He retired from the practice of law on January 1, 2003 and is "of counsel" to the law office of Watson & Rounds, a Professional Corporation (WR). Prior to December 31, 2002 he was a shareholder in Skinner, Watson & Rounds, which had offices located in Reno, Las Vegas, and Incline Village, Nevada. Prior to becoming Secretary of Ironics Inc., Mr. Skinner has provided legal services and advice to Whitney & Whitney, Inc. since 1980.

Duane H. Rasmussen:

Mr. Rasmussen has served as Vice President and General Manager of IMI since May 1994. He became our Vice President in November 1997. He initially joined us in 1991 as Assistant Manager and Business Consultant for W&W. He received his B.S. degree in Chemical Engineering from the University of Wisconsin in 1953 and his M.B.A. in Industrial Management in 1955 from the same University. He served as President of Screen Printing Systems, Inc. from 1987 to 1990 and from 1995 to October 1998. Other business experience includes approximately 20 years with Jacobs Engineering Group, Inc. in varying capacities, including Project Manager, Regional Sales Manager, Regional Vice President, and Group Vice President.

AUDIT COMMITTEE

At present we do not have an audit committee and consequently the entire Board serves as the audit committee. The Board presently consists of three members, one of whom is independent. We have interviewed several qualified individuals for the position of Audit Committee Financial Expert on the Board of Directors. All have declined to serve, with the primary reason being personal liability issues, especially the perceived view that being the "financial expert" increases the individual's personal exposure over that of being a regular Board member.

CODE OF ETHICS

The Board of Directors has adopted a Code of Business Conduct and Ethics (Code) that is applicable to our directors, principal executive and financial officer, principal accounting officer or controller, and persons performing similar functions. A copy of the Code is included in this report as Exhibit 14. A copy of the Code may be obtained by anyone, without charge, by requesting a copy either by telephoning (775) 689-7696 and asking for investor relations or by e-mailing us at [www.itronics.com](http://www.itronics.com). If requesting by e-mail, please indicate a preference of a reply by e-mail or by physical mail.



**EXECUTIVE COMPENSATION**

The following tables set forth certain information regarding our President and each of our most highly-compensated executive officers whose total annual salary and bonus for the fiscal year ending December 31, 2004, 2003 and 2002 exceeded \$100,000:

Name and Principal	Calendar Year	Annual Compensation		Long Term Compensation Securities Underlying
		Salary	Bonus	Options (#)
Dr. John W. Whitney: President, Treasurer and Director (1) (2)	2004	\$126,150	\$-0-	550,000
	2003	\$126,375	\$-0-	-0-
	2002	\$127,350	\$-0-	3,250,000
Duane H. Rasmussen Vice President, VP and General Manager	2004	\$132,000	\$-0-	425,000
	2003	\$132,000	\$-0-	-0-
	2002	\$132,000	\$-0-	-0-
IMI (3)				

(1) The 2004, 2003 and 2002 salary amounts include \$125,000, for each year, respectively, that were not paid currently. In 2003 Dr. Whitney converted \$260,000 of these amounts into the then existing private placement at \$0.08 per share for a total of 3,250,000 shares plus an equal number of three year warrants. This transaction is under the same terms and conditions as for other investors in the current private placement, consequently, the warrants are treated as non-compensatory. These shares have not yet been issued, pending accumulation of sufficient cash to pay required withheld payroll taxes.

Effective January 1, 1999, Dr. Whitney was granted an option for 1,000,000 shares of our common stock at \$0.25 per share, effective July 1, 2002 he was granted an option for 3,000,000 shares of our common stock at \$0.30 per share, and effective May 7, 2004 he was granted an option for 550,000 shares of our common stock at \$0.15 per share. These options are exercisable at any time until one year after Dr. Whitney leaves our employment. Effective October 2, 2002 Dr. Whitney was granted a five year option for 250,000 shares of our common stock at \$0.20 per share.

(2) The salary amounts listed above include \$1,150, \$1,375, and \$2,350 for 2004, 2003, and 2002, respectively, that represent compensation paid in common stock for service as a director of our company. The compensation plan for all directors was 2,500 shares per quarter for 2004 and previous years.

(3) The 2004, 2003, and 2002 salary amounts include \$55,000, \$77,000, and \$132,000, respectively, that were not paid currently. In 2003 Mr. Rasmussen converted \$170,000 of these amounts into the then existing private placement at \$0.08 per share for a total of 2,125,000 shares plus an equal number of three year warrants. This transaction is under the same terms and conditions as for other investors in the current private placement, consequently, the warrants are treated as non-compensatory. These shares have not yet been issued, pending accumulation of sufficient cash to pay required withheld payroll taxes.

Effective May 7, 2004 Mr. Rasmussen was granted a compensatory option for 425,000 shares of our common stock at \$0.15 per share. This option is exercisable at any time until one year after Mr. Rasmussen leaves our employment.

Option/SAR Grants in Last Fiscal Year

Number of	% of Total
Securities	Options to

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<u>Name</u>	<u>Underlying Options Granted (1)</u>	<u>Employees in Fiscal Year</u>	<u>Exercise or Base Price</u>	<u>Expiration Date</u>
Dr. John W. Whitney	550,000	33%	\$0.15	One year after employment ends
Duane H. Rasmussen	425,000	25%	\$0.15	One year after employment ends

(1) In addition to the above, Dr Whitney acquired a total of 1,200,000 non-compensatory three year warrants by converting \$120,000 of short term loans into the then existing private placement. All transactions were under the same terms and conditions as for other investors in current private placements and consequently the warrants are treated as non-compensatory.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End OptionValuesOptions Exercised:

Name	Shares Acquired on Exercise (#)	Value Realized
Dr. John W. Whitney Non-compensatory (1)	4,750,461	\$ -0-

(1) Dr. Whitney exercised non-compensatory warrants for 4,750,461 shares by paying cash of \$185,008 and converting short term debt totaling \$195,029. Since the warrants were non-compensatory, no realized value is listed above.

Options Unexercised:

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options at 12/31/04</u>		<u>Value of Unexercised In-the-Money Options At 12/31/04</u>	
	<u>Exercisable</u>	<u>Unexercisable</u>	<u>Exercisable</u>	<u>Unexercisable</u>
Dr. John W. Whitney				
Compensatory	4,800,000	-0-	\$ -0- (1)	\$ -0-
Non-compensatory	1,200,000	-0-	\$ -0- (1)	\$ -0-
Duane H. Rasmussen				
Compensatory	425,000	-0-	\$ -0- (2)	\$ -0-
Non-compensatory	2,125,000	-0-	\$ -0- (2)	\$ -0-

(1) If value realized was based on the average of the closing bid and ask prices on December 31, 2004, the value realized would have been \$-0- for the compensatory options and \$-0- for the non-compensatory warrants. The securities under option, our common stock, are restricted and thus are not tradable within one year of exercise. In addition, as an officer and a greater than 10% shareholder of our company, Dr. Whitney is further restricted by SEC regulations as to the sale of our securities. The actual value realized, if and when the securities are sold, may be more or less than the value listed above. Consequently, the value of the unexercised options is reported at \$-0-.

(2) If value realized was based on the average of the closing bid and ask prices on December 31, 2004, the value realized would have been \$-0- for the compensatory and non-compensatory warrants. The securities under option, our common stock, are restricted and thus are not tradable within one year of exercise. In addition, as an officer of our company, Mr. Rasmussen is further restricted by SEC regulations as to the sale of our securities. The actual value realized, if and when the securities are sold, may be more or less than the value listed above. Consequently, the value of the unexercised options is reported at \$-0-.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)

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Equity compensation plans approved by security holders	-0-	\$-0-	-0-
Equity compensation plans not approved by security holders	5,996,626	\$0.25	989,000
<b>Total</b>	<b>5,996,626</b>	<b>\$0.25</b>	<b>989,000</b>

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Advances from an officer/stockholder totaled \$161,525 and \$248,168 at December 31, 2004 and 2003, respectively.

\$389,127 and \$218,185 of the accrued management salaries as of December 31, 2004 and 2003, respectively, is for salary in arrears due to several officer/stockholders and employee/stockholders. In addition, salary in arrears of \$523,800 and \$515,100 for 2004 and 2003, respectively, are included in stock to be issued at the respective year ends. These amounts represent the portion of salaries earned but unpaid that the officers/employees/stockholders have agreed to accept in our common stock. The number of shares to be issued are 6,488,021 and 6,220,624 for 2004 and 2003, respectively. Issuance of the stock is pending sufficient cash available to pay the related federal withholding taxes. Interest accrued at 12% per annum on salaries due officer and employee/stockholders amounted to \$97,869 and \$113,233, respectively, in 2004 and 2003. Of these amounts, \$94,299 and \$109,290 for 2004 and 2003, respectively, were paid (or will be paid) by issuance of 990,187 and 808,092 shares of restricted common stock.

Interest expense on related party loans amounted to \$31,041 and \$33,706 for the years ended December 31, 2004 and 2003, respectively. Accrued interest on related party loans totaled \$6,307 and \$42,876 at December 31, 2004 and 2003, respectively.

After approval from our Board of Directors, in March 1999 our subsidiary, WWI, agreed to provide technical services to Golden Phoenix Minerals, Inc. (GPXM), a junior mine exploration and development company whose common shares trade on the OTC Bulletin Board. Services were billed monthly and WWI received a combination of GPXM common stock, SEC Rule 144 restricted common stock, and cash. The consulting agreement expired on March 1, 2005 and WWI no longer provides services to GPXM.

Separately, Dr. Whitney personally agreed to acquire up to 10,000,000 common shares of GPXM at \$0.10 per share, making him beneficial owner of more than ten percent of GPXM. Any unexercised options under this arrangement can be assigned to WWI. Dr. Whitney is a principal in a group that controls the mining claims underlying one of GPXM's principal exploration and development properties. At December 31, 2004 WWI owned 123,198 restricted GPXM shares. At December 31, 2003 WWI owned 736,442 restricted GPXM shares. The initial Rule 144 one year period for resale began in April 2000, and continues monthly thereafter. Total revenue from GPXM for 2004 and 2003 was \$224,039 and \$146,893, respectively. A total of \$101,281 and \$13,707 is included in accounts receivable at December 31, 2004 and 2003, respectively. At December 31, 2004, the average bid/asked price for GPXM common was \$0.213, resulting in a value of shares held on that date of \$26,180. Included in the GPXM shares held at December 31, 2003 and 2002 are 300,000 and 1,050,000 restricted common shares, respectively, that were acquired by WWI purchasing \$0.10 options from Dr. Whitney and subsequently exercising the options by offsetting accounts receivable due it from GPXM. The purchase price of the options was \$109,275, which was determined at 85% of fair market value of the then current trading price of GPXM, less the \$0.10 option price. This valuation method is under the same terms that WWI uses to accept GPXM restricted common shares for its monthly services. Dr. Whitney accepted Company restricted common shares in the 2002 Equity Private Placement as payment for the options, which amounted to 1,365,938 shares plus an equal number of warrants with conversion prices ranging from \$0.08 to \$0.24 per share. The total cost to WWI of these GPXM shares was \$214,275 and the market value at December 31, 2002 was \$241,500. The 300,000 shares held at December 31, 2003 were valued at \$135,750 and had a cost of \$70,650.

During 2004 Dr. Whitney loaned WWI 103,765 shares of GPXM stock at a value of \$28,276. The loaned shares were sold by WWI for \$25,097, for a realized loss of \$3,179. The loan was repaid in 2004 by conversion into the Company's restricted common stock when Dr. Whitney exercised warrants he acquired in 2003. During the first quarter of 2002 Dr. Whitney loaned WWI 600,000 shares of GPXM stock at a value of \$105,000. The loaned shares were sold by WWI for \$83,045, for a realized loss of \$21,955. In 2002, WWI repaid 416,463 of the GPXM shares out of shares owned by it at a value of \$72,881 and a realized gain of \$35,587. During 2003 the remaining balance of the loan and accrued interest was paid by a combination of 87,283 GPXM shares, 250,000 shares of other marketable securities, and 150,461 of our restricted common shares. The portion of the loan paid in our shares was converted into the \$0.08

per share Private Placement under the same terms and conditions as other investors, including an equal number of three year warrants. WWI realized a net gain of \$19,369 on the transaction.

During 2003 WWI's lease of a vehicle utilized by Dr. Whitney was completed. Dr. Whitney purchased the vehicle by financing it through a commercial lender. The purchase price was \$21,741 and the monthly payment for four years is \$531. WWI is leasing the vehicle from Dr. Whitney by making the monthly payments to the commercial lender and will acquire ownership of the vehicle when the loan is paid in full.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain data with respect to those persons known to us, as of November 4, 2005, to be the beneficial owners of more than 5% of the outstanding shares of our common stock:

Name and Address of <u>Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>			Percent of <u>Class</u>
	<u>Common Shares Presently Held</u>	<u>Common Shares Which May Be Acquired Within 60 days</u>	<u>Total</u>	
John W. Whitney P.O. Box 10725 Reno, NV 89510 (1)(2)(3)(4)	27,581,830	8,050,000	35,631,830	17.4%

(1) Director

(2) Officer

(3) Includes 72,768 shares owned by Maureen E. Whitney, Dr. Whitney's wife.

(4) Dr. Whitney's options include compensatory options of 1,000,000 shares at \$0.25 per share, 3,000,000 shares at \$0.30 per share, 250,000 shares at \$0.20 per share, and 550,000 shares at \$0.15 per share. The Common Shares Which May Be Acquired Within 60 Days also includes 3,250,000 shares that are to be issued to Dr. Whitney when sufficient cash is available to pay payroll tax withholdings. Dr. Whitney exercised non-compensatory three year warrants for 1,200,000 restricted common shares in August 2005 at \$0.075 per share by converting \$90,000 in short term loans. He received these warrants by previously converting \$120,000 in short term loans into the then existing private placement under the same terms and conditions as other investors.

The following table sets forth as of November 4, 2005, certain information, with respect to director and executive officer ownership of our common stock:

Name and Address of <u>Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>			Percent of <u>Class</u>
	<u>Common Shares Presently Held</u>	<u>Common Shares Which May Be Acquired Within 60 days(1)</u>	<u>Total</u>	
Dr. John W. Whitney P.O. Box 10725 Reno, NV 89510 (3)(4)(5)	27,581,830	8,050,000	35,631,830	17.4%
Paul H. Durckel 1655 Highway 395 Minden, NV 89423 (3)	577,168	138,400	715,568	*
Howland S. Green P.O. Box 10725 Reno, NV 89510 (3)	1,252,500		1,252,500	*
Duane H. Rasmussen P.O. Box 10725 Reno, NV 89510 (4)	1,683,995	5,494,681	7,178,676	3.5 %
All directors and Executive officers as				

a group (5 persons)	31,747,812	13,683,081	45,430,893	21.6%
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\*Less than 1%

(1) Dr. Whitney's options include compensatory options of 1,000,000 shares at \$0.25 per share, 3,000,000 shares at \$0.30 per share, 250,000 shares at \$0.20 per share, and 550,000 shares at \$0.15 per share. The Common Shares Which May Be Acquired Within 60 Days also includes 3,250,000 shares that are to be issued to Dr. Whitney when sufficient cash is available to pay payroll tax withholdings. Dr. Whitney exercised non-compensatory three year warrants for 1,200,000 restricted common shares in August 2005 at \$0.075 per share by converting \$90,000 in short term loans. He received these warrants by previously converting \$120,000 in short term loans into the then existing private placement under the same terms and conditions as other investors.



Mr. Durckel has three year warrants to acquire 138,400 shares of our common stock related to his cash investment in the 2002 and 2003 Equity Private Placements, which are convertible at \$0.08, \$0.16, and \$0.24 per share for the first through third years of the option period.

In April 2005 Mr. Green was granted a compensatory option to acquire 1,000,000 of the Company's restricted common shares at \$0.10 per share. The first 500,000 shares of the option will become exercisable when the Federal EPA accepts the registration application for the GOLD'n GRO Guardian and the second 500,000 shares of the option will become exercisable when the Federal EPA issues the registration for the GOLD'n GRO Guardian. The entire option is exercisable for two years after the EPA registration is received. This option is not included in the above table as it is not exercisable within 60 days.

Mr. Rasmussen has a three year non-compensatory warrant to acquire 2,125,000 shares at \$0.08, \$0.16, and \$0.24 per share for the first through third years of the option period. He acquired this warrant by investing \$170,000 of his back salary in the existing private placement. Mr. Rasmussen also was granted a compensatory option to acquire 425,000 shares of our common stock at \$0.15 per share. This option is exercisable at any time until one year after Mr. Rasmussen leaves our employment. The Common Shares Which May Be Acquired Within 60 Days also includes 2,944,681 shares that are to be issued to Mr. Rasmussen when sufficient cash is available to pay payroll tax withholdings.

(2) The percent of class is based on the sum of 197,057,628 shares outstanding or to be issued as of November 4, 2005 plus, for each individual, the number of common shares as to which the named individual has the right to acquire beneficial ownership within 60 days of August 24, 2005.

(3) Director

(4) Officer

(5) Includes 72,768 shares owned by Maureen E. Whitney, Dr. Whitney's wife.

## DESCRIPTION OF SECURITIES

### COMMON STOCK

We are authorized to issue up to 250,000,000 shares of common stock, par value \$.001. As of August 24, 2005, there were 196,907,628 shares of common stock outstanding. Holders of the common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefore. Upon the liquidation, dissolution, or winding up of our company, the holders of common stock are entitled to share ratably in all of our assets which are legally available for distribution after payment of all debts and other liabilities and liquidation preference of any outstanding common stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights. The outstanding shares of common stock are validly issued, fully paid and nonassessable.

We have engaged Securities Transfer Corporation, located in Frisco, Texas, as independent transfer agent or registrar.

### PREFERRED STOCK

We are authorized to issue up to 999,500 shares of preferred stock, par value \$.001. As of August 24, 2005, there were no shares of preferred stock issued.

## COMMISSION'S POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Texas law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our rights and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in our Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act" or "Securities Act") may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

## PLAN OF DISTRIBUTION

The selling stockholders and any of their respective pledgees, donees, assignees and other successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits the purchaser;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
  - purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
  - an exchange distribution in accordance with the rules of the applicable exchange;
  - privately-negotiated transactions;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, or Regulation S, rather than under this prospectus. The selling stockholders shall have the sole and absolute discretion not to accept any purchase offer or make any sale of shares if they deem the purchase price to be unsatisfactory at any particular time.

The selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or their customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both, which compensation as to a particular broker-dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that a selling stockholder will attempt to sell shares of common stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. The selling stockholders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the selling stockholders. The selling stockholders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus, may be deemed to be "underwriters" as that term is defined under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, or the rules and regulations under such acts. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

We are required to pay all fees and expenses incident to the registration of the shares, including fees and disbursements of counsel to the selling stockholders, but excluding brokerage commissions or underwriter discounts.

The selling stockholders, alternatively, may sell all or any part of the shares offered in this prospectus through an underwriter. No selling stockholder has entered into any agreement with a prospective underwriter and there is no assurance that any such agreement will be entered into.

The selling stockholders may pledge their shares to their brokers under the margin provisions of customer agreements. If a selling stockholders defaults on a margin loan, the broker may, from time to time, offer and sell the pledged shares. The selling stockholders and any other persons participating in the sale or distribution of the shares will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations under such act, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the shares by, the selling stockholders or any other such person. In the event that the selling stockholders are deemed affiliated purchasers or distribution participants within the meaning of Regulation M, then the selling stockholders will not be permitted to engage in short sales of common stock. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and certain other activities with respect to such securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions.

We have agreed to indemnify the selling stockholders, or their transferees or assignees, against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may be required to make in respect of such liabilities.

If the selling stockholders notify us that they have a material arrangement with a broker-dealer for the resale of the common stock, then we would be required to amend the registration statement of which this prospectus is a part, and file a prospectus supplement to describe the agreements between the selling stockholders and the broker-dealer.



## PENNY STOCK

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

**SELLING STOCKHOLDERS**

The table below sets forth information concerning the resale of the shares of common stock by the selling stockholders. We will not receive any proceeds from the resale of the common stock by the selling stockholders. We will receive proceeds from the exercise of the warrants. Assuming all the shares registered below are sold by the selling stockholders, none of the selling stockholders will continue to own any shares of our common stock.

The following table also sets forth the name of each person who is offering the resale of shares of common stock by this prospectus, the number of shares of common stock beneficially owned by each person, the number of shares of common stock that may be sold in this offering and the number of shares of common stock each person will own after the offering, assuming they sell all of the shares offered.

Name	Total Shares of Common Stock Issuable Upon Conversion of Notes and/or Warrants*	Total Percentage of Common Stock, Assuming Full Conversion	Shares of Common Stock Included in Prospectus (1)	Beneficial Ownership Before the Offering**	Percentage of Common Stock Owned Before Offering**	Beneficial Ownership After the Offering (7)	Other
AJW Offshore, Ltd. (2)	20,440,000(3)	10.38%	Up to 20,440,000 shares of common stock	9,825,690	4.99%	—	
AJW Qualified Partners, LLC (2)	13,320,000(4)	6.77%	Up to 13,320,000 shares of common stock	9,825,690	4.99%	—	
AJW Partners, LLC (2)	5,600,000(5)	2.84%	Up to 5,600,000 shares of common stock	5,600,000	2.84%	—	
New Millennium Capital Partners II, LLC (2)	640,000(6)	***	Up to 640,000 shares of common stock	640,000	***	—	

\* This column represents an estimated number based on a conversion price as of a recent date of August 24, 2005 of \$.033, divided into the principal amount.

\*\* These columns represent the aggregate maximum number and percentage of shares that the selling stockholders can own at one time (and therefore, offer for resale at any one time) due to their 4.99% limitation.

\*\*\* Less than 1%

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the selling stockholders has sole or shared voting power or investment power and also any shares, which the selling stockholders has the right to acquire within 60 days. The actual number of shares of common stock issuable upon the conversion of the secured convertible notes is subject to adjustment depending on, among other factors, the future market price of the common stock, and could be materially less or more than the number estimated in the table.

(1) Includes a good faith estimate of the shares issuable upon conversion of the secured convertible notes and exercise of warrants, based on current market prices. Because the number of shares of common stock issuable upon conversion of the secured convertible notes is dependent in part upon the market price of the common stock prior to a conversion, the actual number of shares of common stock that will be issued upon conversion will fluctuate daily and cannot be determined at this time. Under the terms of the secured convertible notes, if the secured convertible notes had actually been converted on August 24, 2005, the secured convertible notes would have had a conversion price of \$.033. The actual number of shares of common stock offered in this prospectus, and included in the registration statement of which this prospectus is a part, includes such additional number of shares of common stock as may be issued or issuable upon conversion of the secured convertible notes and exercise of the related warrants by reason of any stock split, stock dividend or similar transaction involving the common stock, in accordance with Rule 416 under the Securities Act of 1933. However the selling stockholders have contractually agreed to restrict their ability to convert their secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock as determined in accordance with Section 13(d) of the Exchange Act. Accordingly, the number of shares of common stock set forth in the table for the selling stockholders exceeds the number of shares of common stock that the selling stockholders could own beneficially at any given time through their ownership of the secured convertible notes and the warrants. In that regard, the beneficial ownership of the common stock by the selling stockholder set forth in the table is not determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(2) The selling stockholders are affiliates of each other because they are under common control. AJW Partners, LLC is a private investment fund that is owned by its investors and managed by SMS Group, LLC. SMS Group, LLC, of which Mr. Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Partners, LLC. AJW Offshore, Ltd., formerly known as AJW/New Millennium Offshore, Ltd., is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by AJW Offshore, Ltd. AJW Qualified Partners, LLC, formerly known as Pegasus Capital Partners, LLC, is a private investment fund that is owned by its investors and managed by AJW Manager, LLC, of which Corey S. Ribotsky and Lloyd A. Groveman are the fund managers, have voting and investment control over the shares listed below owned by AJW Qualified Partners, LLC. New Millennium Capital Partners II, LLC, is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by New Millennium Capital Partners II, LLC. We have been notified by the selling stockholders that they are not broker-dealers or affiliates of broker-dealers and that they believe they are not required to be broker-dealers.

(3) Includes (i) 20,128,801 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 311,199 shares of common stock issuable upon exercise of common stock purchase warrants.

(4) Includes (i) 13,117,203 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 202,797 shares of common stock issuable upon exercise of common stock purchase warrants.

(5) Includes (i) 5,514,740 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 85,260 shares of common stock issuable upon exercise of common stock purchase warrants.

(6) Includes (i) 630,256 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 9,744 shares of common stock issuable upon exercise of common stock purchase warrants.

(7) Assumes that all securities registered will be sold.

#### **TERMS OF SECURED CONVERTIBLE NOTES AND THE WARRANTS**

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on July 15, 2005 for the sale of (i) \$3,250,000 in secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock.

The investors are obligated to provide us with the funds (gross proceeds) as follows:

- \$250,000 was disbursed on July 15, 2005;



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- \$1,000,000 was disbursed on August 1, 2005, upon receipt by the investors of a certificate representing the pledged shares of Dr. John W. Whitney, our President, as security for repayment of the secured convertible notes in the aggregate amount of 14,550,558 shares pursuant to the Guaranty and Pledge Agreement dated as of July 15, 2005;
- \$1,000,000 will be disbursed within five days of the filing of this registration statement; and
- \$1,000,000 will be disbursed within five days of the effectiveness of this prospectus.

The secured convertible notes bear interest at 8% per annum, mature three years from the date of issuance, and are convertible into our common stock, at the investors' option, at the lower of:

- \$0.10; or
- a 45% discount to the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date.

We have a call option under the terms of the secured convertible notes. The call option provides us with the right to prepay all of the outstanding secured convertible notes at any time, provided we are not in default and our stock is trading at or below \$.10 per share. Prepayment of the notes is to be made in cash equal to either (i) 125% of the outstanding principal and accrued interest for prepayments occurring within 30 days following the issue date of the secured convertible notes; (ii) 135% of the outstanding principal and accrued interest for prepayments occurring between 31 and 60 days following the issue date of the secured convertible notes; and (iii) 150% of the outstanding principal and accrued interest for prepayments occurring after the 60th day following the issue date of the secured convertible notes.

Our right to repay the notes is exercisable on not less than ten trading days prior written notice to the holders of the secured convertible notes. For notice purposes, a trading day is any day on which our common stock is traded for any period on the OTC Bulletin Board. Notwithstanding the notice of prepayment, the holders of the secured convertible notes have the right at all times to convert all or any portion of the secured convertible notes prior to payment of the prepayment amount.

We also have a partial call option under the terms of the secured convertible notes in any month in which the current price of our common stock is below \$0.065. Under the terms of the partial call option, we have the right to pay the outstanding principal amount of the secured convertible notes plus one-month's interest for that month, which will stay any conversions of the secured convertible notes by the holders for that month. The principal amount of the secured convertible notes to be repaid is determined by dividing the then outstanding principal amount of the notes by the maturity of the notes in months, or 36, plus one month's interest.

The full principal amount of the secured convertible notes is due upon default under the terms of secured convertible notes. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property and registration rights. We are liable for breach of any covenant, representation or warranty contained in the Securities Purchase Agreement for a period of two years from the date that the investors distribute the final \$1,000,000. In the event that we breach any representation or warranty regarding the condition of our company as set forth in the Securities Purchase Agreement, we are liable to pay liquidated damages in shares or cash, at our election, equal to three percent of the outstanding amount of the secured convertible notes per month plus accrued and unpaid interest. In the event that we breach any covenant as set forth in the Securities Purchase Agreement, including the failure to comply with blue sky laws, timely file all public reports, use the proceeds from the sale of the secured convertible notes in the agreed upon manner, obtain written consent from the investors to negotiate or contract with a party for additional financing, reserve and have authorized the required number of shares of common stock or the maintenance of our shares of common stock on an exchange or automated quotation system, then we are liable to pay liquidated damages in shares or cash, at our election, equal to three percent of the outstanding amount of the secured convertible notes per month plus accrued and unpaid interest.



In connection with the Securities Purchase Agreement, we executed a Security Agreement and an Intellectual Property Security Agreement in favor of the investors granting them a first priority security interest in all of our goods, inventory, contractual rights and general intangibles, receivables, documents, instruments, chattel paper, and intellectual property. Under the Security Agreement and Intellectual Property Security Agreement, events of default occur upon:

- The occurrence of an event of default (as defined in the secured convertible notes) under the secured convertible notes;
- Any representation or warranty we made in the Security Agreement or in the Intellectual Property Security Agreement shall prove to have been incorrect in any material respect when made;
- The failure by us to observe or perform any of our obligations under the Security Agreement or in the Intellectual Property Security Agreement for ten (10) days after receipt of notice of such failure from the investors; and
  - Any breach of, or default under, the Warrants.

An event of default under the secured convertible notes occurs if we:

- Fail to pay the principal or interest when due;
- Do not issue shares of common stock upon receipt of a conversion notice;
- Fail to file a registration statement within 45 days after July 15, 2005 or fail to have the registration statement effective by November 11, 2005;
- Breach any material covenant or other material term or condition in the secured convertible notes or the Securities Purchase Agreement;
- Breach any representation or warranty made in the Securities Purchase Agreement or other document executed in connection therewith;
- Apply for or consent to the appointment of a receiver or trustee for us or any of our subsidiaries or for a substantial part of our of our subsidiaries' property or business, or such a receiver or trustee shall otherwise be appointed;
- Have any money judgment, writ or similar process shall be entered or filed against us or any of our subsidiaries or any of our property or other assets for more than \$50,000, and shall remain unvacated, unbonded or unstayed for a period of twenty (20) days unless otherwise consented to by the investors;
- Institute or have instituted against us or any of our subsidiaries any bankruptcy, insolvency, reorganization or liquidation proceedings or other proceedings for relief under any bankruptcy law or any law for the relief of debtors;
- Fail to maintain the listing of our common stock on one of the OTCBB or an equivalent replacement exchange, the Nasdaq National Market, the Nasdaq SmallCap Market, the New York Stock Exchange, or the American Stock Exchange; or
  - Default under any other secured convertible note issued pursuant to the Securities Purchase Agreement.

Upon occurrence of any event of default under either the Security Agreement or the Intellectual Property Security Agreement, the investors shall have the right to exercise all of the remedies conferred under the Security Agreement, the Intellectual Property and under the secured convertible notes, including:

- Taking possession of all of our assets, including, but not limited to, our inventory, receivables, equipment, contract rights and other general intangibles, as well as our intellectual property; and
- Operating our business using the collateral as set forth above with the right to assign, sell, lease or otherwise dispose of and deliver all or any part of the collateral, at public or private sale or otherwise, for cash or on credit

The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.15 per share. The selling stockholders will be entitled to exercise the warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that the selling stockholder exercises the warrants on a cashless basis, then we will not receive any proceeds. In addition, the exercise price of the warrants will be adjusted in the event we issue common stock at a price below market, with the exception of any securities issued as of the date of this warrant or issued in connection with the secured convertible notes issued pursuant to the Securities Purchase Agreement, dated July 15, 2005.

Upon the issuance of shares of common stock below the market price, the exercise price of the warrants will be reduced accordingly. The market price is determined by averaging the last reported sale prices for our shares of common stock for the five trading days immediately preceding such issuance as set forth on our principal trading market. The exercise price shall be determined by multiplying the exercise price in effect immediately prior to the dilutive issuance by a fraction. The numerator of the fraction is equal to the sum of the number of shares outstanding immediately prior to the offering plus the quotient of the amount of consideration received by us in connection with the issuance divided by the market price in effect immediately prior to the issuance. The denominator of such issuance shall be equal to the number of shares outstanding after the dilutive issuance.

The conversion price of the secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position.

The selling stockholders have contractually agreed to restrict their ability to convert their secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates in the aggregate after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock.

Confin International Investments (the "Selling Agent") acted as selling agent in connection with the offering. We will issue up an amount of warrants to the Selling Agent not to exceed the amount of warrants which the selling stockholders have been issued and the Selling Agent received gross fees of \$260,000, representing 8% of the total gross proceeds received by us, as consideration for services performed in connection with the issuance of the secured convertible notes and warrants to the investors pursuant to the July 2005 Securities Purchase Agreement. Payment of both the cash and warrants is dependent on the future completion of the filing and effectiveness of this registration statement.

A complete copy of the Securities Purchase Agreements and related documents are incorporated by reference as exhibits to our Form SB-2 registration statement relating to this prospectus.

### **Sample Conversion Calculation**

The number of shares of common stock issuable upon conversion of the secured convertible notes is determined by dividing that portion of the principal of the notes to be converted and interest, if any, by the conversion price. For example, assuming conversion of the \$3,250,000 of secured convertible notes on August 25, 2005, at a conversion price of \$0.033, the number of shares issuable upon conversion would be:

$$\$3,250,000/\$0.033 = 98,484,849 \text{ shares}$$

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The following is an example of the amount of shares of our common stock that are issuable, upon conversion of the principal amount of our secured convertible notes, based on market prices 25%, 50% and 75% below the market price as of August 24, 2005 of \$0.08.

<u>% Below Market</u>	<u>Price Per Share</u>	<u>With Discount at 45%</u>	<u>Number of Shares Issuable</u>	<u>% of Outstanding Stock</u>
25%	\$.06	\$.033	98,484,848	33.34%
50%	\$.04	\$.022	147,727,273	42.86%
75%	\$.02	\$.011	295,454,545	60.01%

### LEGAL MATTERS

Sichenzia Ross Friedman Ference LLP, New York, New York will issue an opinion with respect to the validity of the shares of common stock being offered hereby.

### CHANGE IN ACCOUNTANTS

On November 7, 2003 Kafoury, Armstrong & Co. (“Kafoury”) resigned as our independent auditors because Kafoury had not registered with the Public Company Accounting Oversight Board (PCAOB) and was discontinuing its SEC practice.

For each of the two fiscal years prior to Kafoury’s resignation, the certifying accountant’s report on our financial statements was modified as to an uncertainty. The uncertainty in each of the two years was a substantial doubt about our ability to continue as a going concern.

During the two fiscal years ended December 31, 2002 and subsequent interim periods through November 7, 2003, there have been no disagreements between us and Kafoury regarding accounting principles or practices, financial statement disclosure, or auditing scope or procedures and Kafoury has not advised us of any of the matters identified in paragraph (a)(1)(v) of Item 304 of Regulation S-K.

On November 7, 2003 we appointed Cacciamatta Accountancy Corporation (“Cacciamatta”) of Irvine, California as our independent registered public accounting firm. During the two fiscal years ended December 31, 2002 and through November 7, 2003, we have not consulted Cacciamatta with respect to either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements; or (b) any matter that was either subject of a disagreement (as defined in paragraph 304(a)(1)(iv) or a reportable event (as described in paragraph 304(a)(1)(v) of Item 304 of Regulation S-K).

To our knowledge, there is no accounting or financial disclosure dispute involving any present or former accountant.

### EXPERTS

Cacciamatta Accountancy Corporation, independent registered public accounting firm, have audited, as set forth in their report thereon appearing elsewhere herein, our financial statements at December 31, 2004 and for the two years then ended that appear in the prospectus. The financial statements referred to above are included in this prospectus with reliance upon the independent registered public accounting firm’s opinion based on its expertise in accounting and auditing.

### AVAILABLE INFORMATION

We have filed a registration statement on Form SB-2 under the Securities Act of 1933, as amended, relating to the shares of common stock being offered by this prospectus, and reference is made to such registration statement. This prospectus constitutes the prospectus of Itronics Inc., filed as part of the registration statement, and it does not contain all information in the registration statement, as certain portions have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission.

We are subject to the informational requirements of the Securities Exchange Act of 1934 which requires us to file reports, proxy statements and other information with the Securities and Exchange Commission. Such reports, proxy statements and other information may be inspected at public reference facilities of the SEC at 100 F Street N.E. Washington, D.C. 20549. Copies of such material can be obtained from the Public Reference Section of the SEC at 100 F Street N.E. Washington, D.C. 20549 at prescribed rates. Because we file documents electronically with the SEC, you may also obtain this information by visiting the SEC's Internet website at <http://www.sec.gov>.

48

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**INDEX TO FINANCIAL STATEMENTS**

ITRONICS INC.

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm	F-1
Balance Sheets as of December 31, 2004	F-2
Statements of Operations for the years ended December 31, 2004 and 2003	F-3
Statements of Stockholders' Deficit for the years ended December 31, 2004 and 2003	F-4
Statements of Cash Flows for the years ended December 31, 2004 and 2003	F-8
Notes to Financial Statements	F-10 to F-34
Balance Sheet as of June 30, 2005 (Unaudited)	F-35
Statements of Operations for the three and six months ended June 30, 2005 and 2004 (Unaudited)	F-37
Statements of Cash Flows for the six months ended June 30, 2005 and 2004 (Unaudited)	F-38
Notes to the Financial Statements (Unaudited)	F-39 to F-44

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Itronics Inc.

We have audited the accompanying consolidated balance sheet of Itronics Inc. (a Texas corporation) and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the consolidated financial position of Itronics Inc. and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As of December 31, 2004, the Company has an accumulated deficit of \$22,944,959, a negative working capital of \$3,215,298, and a stockholders' deficit balance of \$2,564,270. The Company's ability to continue as a going concern is contingent upon (a) future profitable operations and (b) the ability to generate sufficient cash to meet obligations as they become due. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding this matter are described in Note 13. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/ Cacciamatta Accountancy Corporation

Irvine, California

May 19, 2005

F-1

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ITRONICS INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2004 AND 2003

## ASSETS

	2004	2003
<b>CURRENT ASSETS</b>		
Cash	\$ 5,180	\$ 34,499
Accounts receivable, less allowance for doubtful accounts, 2004, \$5,700; 2003, \$5,700	188,805	96,384
Marketable securities, available for sale	26,180	413,240
Inventories	571,704	425,525
Prepaid expenses	142,509	53,073
Current portion of deferred loan fees	14,152	40,773
<b>Total Current Assets</b>	<b>948,530</b>	<b>1,063,494</b>
<b>PROPERTY AND EQUIPMENT</b>		
Land	215,000	215,000
Building and improvements	1,167,315	1,167,315
Design and construction in progress, manufacturing facility	121,171	102,203
Equipment and furniture	3,080,430	2,850,932
Vehicles	220,700	220,700
	4,804,616	4,556,150
Less: Accumulated depreciation and amortization	1,670,668	1,383,307
	3,133,948	3,172,843
<b>OTHER ASSETS</b>		
Intangibles less accumulated amortization 2004, \$26,011; 2003, \$25,963	8,435	8,483
Marketable securities, available for sale	-	120,000
Deferred loan fees, less current portion, less accumulated amortization 2004, \$203,288; 2003, \$162,056	34,502	49,113
Deposits	22,525	26,575
	65,462	204,171
	\$ 4,147,940	\$ 4,440,508

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



ITRONICS INC. AND SUBSIDIARIES  
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)  
DECEMBER 31, 2004 AND 2003

	2004	2003
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 609,795	\$ 517,989
Accrued management salaries	389,127	218,185
Accrued expenses	398,731	213,295
Insurance contracts payable	15,048	9,458
Interest payable on stockholder advances	6,307	42,876
Interest payable	204,909	174,728
Current maturities of long-term debt	522,845	537,031
Current maturities of capital lease obligations	807,746	994,456
Current maturities of advances from stockholders	161,525	248,168
Current maturities of capital lease due stockholder	5,420	4,869
Current maturities of convertible notes and accrued interest	1,020,946	1,686,286
Other	21,429	27,056
<b>Total Current Liabilities</b>	<b>4,163,828</b>	<b>4,674,397</b>
<b>LONG-TERM LIABILITIES</b>		
Long-term debt, less current maturities	97,022	123,059
Convertible promissory notes	1,517,000	2,376,100
Accrued interest, convertible notes	925,216	879,126
Capital lease obligations, less current maturities	-	75,391
Capital lease due stockholder, less current maturities	9,144	14,117
<b>Total Long-Term Liabilities</b>	<b>2,548,382</b>	<b>3,467,793</b>
<b>Commitments and Contingencies</b>	<b>-</b>	<b>-</b>
	<b>6,712,210</b>	<b>8,142,190</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Preferred stock, par value \$0.001 per share; authorized 999,500 shares; issued and outstanding 2004, 0 shares; 2003, 0 shares	-	-
Common stock, par value \$0.001 per share; authorized 250,000,000 shares; issued and outstanding 2004, 164,863,938; 2003, 122,373,953	164,864	122,374
Additional paid-in capital	19,438,213	15,234,212
Accumulated deficit	(22,944,959)	(20,105,087)
Common stock to be issued	786,426	672,255
Accumulated other comprehensive income	(9,568)	374,346
Common stock options outstanding, net	754	218
	<b>(2,564,270)</b>	<b>(3,701,682)</b>

\$ 4,147,940 \$ 4,440,508

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

F-4

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ITRONICS INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
<b>REVENUES</b>		
Photochemical fertilizer	\$ 1,422,929	\$ 936,913
Mining technical services	297,120	331,874
<b>Total Revenues</b>	<b>1,720,049</b>	<b>1,268,787</b>
<b>COST OF REVENUES (exclusive of depreciation and amortization shown separately below)</b>		
Photochemical fertilizer	1,457,616	1,119,831
Mining technical services	230,137	308,809
<b>Total Cost of Revenues</b>	<b>1,687,753</b>	<b>1,428,640</b>
<b>Gross Profit (Loss)</b>	<b>32,296</b>	<b>(159,853)</b>
<b>OPERATING EXPENSES</b>		
Depreciation and amortization	325,404	336,738
Research and development	165,083	69,353
Sales and marketing	971,988	739,043
Delivery and warehousing	78,565	47,211
General and administrative	897,882	841,747
	2,438,922	2,034,092
<b>Operating (Loss)</b>	<b>(2,406,626)</b>	<b>(2,193,945)</b>
<b>OTHER INCOME (EXPENSE)</b>		
Interest	(790,027)	(965,071)
Gain on sale of investments	168,937	449,606
Other	187,844	(42,881)
<b>Total Other Income (Expense)</b>	<b>(433,246)</b>	<b>(558,346)</b>
<b>(Loss) before provision for income tax</b>	<b>(2,839,872)</b>	<b>(2,752,291)</b>
Provision for income tax	-	-
<b>Net Income(Loss)</b>	<b>(2,839,872)</b>	<b>(2,752,291)</b>
<b>Other comprehensive income</b>		
Unrealized gains on securities	(383,914)	132,693
<b>Comprehensive Income (Loss)</b>	<b>\$ (3,223,786)</b>	<b>\$ (2,619,598)</b>
<b>Weighted average number of shares outstanding, basic and diluted</b>	<b>141,941,235</b>	<b>103,994,400</b>

Earnings (Loss) per share, basic and diluted	\$	(0.020)	\$	(0.026)
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The accompanying notes are an integral part of these financial statements.

F-5

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ITRONICS INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	COMMON STOCK			ACCUMULATED DEFICIT	COMMON STOCK TO BE ISSUED	ACCUMULATED	
	NUMBER OF SHARES (1,000's)	AMOUNT	ADDITIONAL PAID-IN CAPITAL			OTHER COMPREHENSIVE INCOME	STOCK OPTIONS NEEDED
Balance, Dec. 31, 2002	88,690	\$ 88,690	\$ 11,748,423	\$(17,352,796)	\$ 576,998	\$ 241,653	\$ 109,000
Issue of common stock:							
For cash	12,583	12,583	1,011,287	-	(15,000)	-	-
For services	7,808	7,808	891,576	-	233,395	-	-
For debt conversion	11,627	11,627	1,434,817	-	(13,863)	-	-
For asset acquisition	1,666	1,666	148,109	-	(109,275)	-	-
Net (loss) for the year ended Dec. 31, 2003	-	-	-	(2,752,291)	-	-	-
Other comprehensive income for the year ended Dec. 31, 2003	-	-	-	-	-	132,693	-
Common stock options outstanding	-	-	-	-	-	-	(108,000)
Balance, Dec. 31, 2003	122,374	122,374	15,234,212	(20,105,087)	672,255	374,346	-
Issue of common stock							
For cash	12,983	12,983	1,095,018	-	(27,500)	-	-
For services	8,935	8,935	793,618	-	(16,292)	-	-
For debt conversion	18,311	18,311	2,128,152	-	157,963	-	-
For asset acquisition	2,261	2,261	187,213	-	-	-	-
Net (loss) for the year ended Dec. 31, 2004	-	-	-	(2,839,872)	-	-	-
Other comprehensive income for the	-	-	-	-	-	(383,914)	-

year ended  
Dec. 31, 2004  
Common stock  
options  
outstanding

- - - - -

Balance,  
Dec. 31,

2004 \$ 164,864 \$ 164,864 \$ 19,438,213 \$ (22,944,959)\$ 786,426 \$ (9,568)\$

The accompanying notes are an integral part of these financial statements

F-6

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ITRONICS INC, AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
Cash flows from operating activities		
Net income (loss)	\$(2,839,872)	\$(2,752,291)
Adjustments to reconcile net loss to cash used by operating activities:		
Depreciation and amortization	325,404	336,738
Interest on convertible notes	483,868	606,754
Marketable securities received for services	(35,748)	(53,050)
Gains on investments	(168,937)	(449,604)
Addition of silver in solution inventory by offsetting photochemical processing fees	(166,993)	(97,389)
Gain on debt forgiveness	(187,814)	-
Other	-	20,395
Stock option compensation	536	(108,955)
Expenses paid with issuance of common stock:		
Interest expense	94,299	109,362
Consulting expenses	281,643	225,976
Directors fees	3,450	4,125
Salaries	297,536	448,624
Operating expenses	5,000	76,492
(Increase) decrease in:		
Trade accounts receivable	(92,421)	(8,160)
Inventories	20,814	9,017
Prepaid expenses, deposits and other	14,896	(20,415)
Increase (decrease) in:		
Accounts payable	105,762	(12,593)
Accrued management salaries	170,942	39,157
Accrued expenses and contracts payable	269,785	(720)
Net cash used by operating activities	(1,417,850)	(1,626,537)
Cash flows from investing activities:		
Acquisition of property and equipment	(56,756)	(47,837)
Acquisition of investments	-	(9,000)
Sale of investments	356,107	786,381
Net cash provided (used) by investing activities	299,351	729,544
Cash flows from financing activities:		
Proceeds from sale of stock	1,080,501	1,008,870
Proceeds from stockholders/short-term debt	150,000	-
Account receivable factoring, net	13,224	38,005
Payments on debt	(154,545)	(172,584)
Net cash provided by financing activities	1,089,180	874,291

Net increase (decrease) in cash	(29,319)	(22,702)
Cash, beginning of year	34,499	57,201
Cash, end of year	\$ 5,180	\$ 34,499

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

F-7

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ITRONICS INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

(continued)

	2004	2003
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for interest	\$ 158,587	\$ 164,423
Schedule of non-cash financing transactions:		
Settlement of debt/accruals by issuance of common stock:		
Accounts payable	27,178	118,194
Accrued management salaries	-	162,250
Convertible notes and accrued interest	1,962,219	1,420,471
Short-term debt and accrued interest due an officer/stockholder	315,029	12,110
Equipment financed with capital leases	2,236	31,008
Acquisition of assets by issuance of common stock:		
Minority interest in American Gold & Silver Ltd.	-	40,500
Equipment	189,474	-
Officer/stockholder loan of marketable securities	28,276	-
Payment of short-term debt due an officer/stockholder with marketable securities	-	55,275

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

ITRONICS INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 DECEMBER 31, 2004 AND 2003

## NOTE 1 - Summary of Significant Accounting Policies:

## Company's Activities:

Itronics Inc., through its subsidiaries, (the Company) is involved in mining technical services, photochemical recycling and related silver recovery, and liquid fertilizer manufacturing.

## Financial Statement Estimates and Assumptions:

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## Principles of Consolidation:

The consolidated financial statements include the accounts of Itronics Inc. and its subsidiaries:

	2004 PERCENTAGE	2003 PERCENTAGE
Whitney & Whitney, Inc.	100.00	100.00
Itronics Metallurgical, Inc.	100.00	100.00
Itronics California, Inc.	100.00	100.00
Nevada Hydrometallurgical Project (A Partnership)	92.50	92.50
American Hydromet (A Joint Venture)	82.53	82.53
American Gold & Silver (A Limited Partnership)	47.77	47.77

Whitney & Whitney, Inc. is the general partner for American Gold & Silver. As such, the Company has control over American Gold & Silver and has included it in its consolidation.

American Gold & Silver and Nevada Hydrometallurgical Project possess no material tangible assets or liabilities.

No amount for minority interests is reflected in the consolidated balance sheets as the equity of minority interests in the net losses exceed the carrying value of the minority interests.

No amount for minority interests is reflected in the consolidated statement of operations since losses applicable to the minority interest in each subsidiary exceed the minority interest in the equity capital of each subsidiary. As a result, losses applicable to the minority interest are charged against the majority interest. When future earnings materialize, the majority interest will be credited to the extent of such losses previously absorbed.

All significant intercompany accounts and transactions have been eliminated in the consolidation.

ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

Revenue recognition:

The Company manufactures fertilizer from used photochemical solutions. Revenues are generated in three distinct areas: (1) fees associated with removing used photochemical solutions from customer sites and sales of photochemical concentrators, (2) sales of fertilizer and (3) sales of silver. Fertilizer and silver sales are recognized when goods are shipped to our customers. Returns and allowances have been nominal. Service fees from photochemical recycling are recorded after the photochemical solutions have been picked up and transported from our customers to our manufacturing facility.

The Company provides consulting services to various entities in the mining industry. Revenue is recognized as services are delivered. When the mining technical services segment of the Company is responsible for the procurement of materials and equipment, property, or subcontracts in its consulting business, it includes such amounts in both revenues and cost of sales. The amount of such pass-through costs included in both mining consulting revenues and cost of sales for the year ended December 31, 2004 and 2003 were \$108,254 and \$118,735, respectively.

Cash and Cash Equivalents:

At present, cash includes only deposits in checking and money market accounts and does not include any cash equivalents.

Accounts Receivable Allowance Account:

The Company uses the allowance method to account for uncollectible accounts receivable.

Marketable Securities:

The Company maintains investments in marketable securities, received as payment from one technical services customer. All of these equity securities are available for sale and are recorded at the lower of cost or fair value. The change in fair value is recorded as an unrealized gain or loss in other comprehensive income. Upon sale of the security, the company recognizes a realized gain or loss, based on specific identification of security sold. Unrealized losses are charged against net earnings when a decline in fair value is determined to be other than temporary.

Inventories:

Inventory is carried on the balance sheet at the lower of cost or market value using the average cost valuation method and consists primarily of unprocessed silver bearing photochemicals, fertilizer raw materials and saleable fertilizer. Because a large part of our inventory is silver contained in used photochemical solution and the market value of silver changes daily on the commodities market, we regularly monitor the carrying value of our silver in solution inventory to ensure it is carried at the lower of cost or its current market value. If silver on the open market were less than our carrying value, then we would write down the carrying value of our inventory by reducing recorded inventory and increasing cost of sales. If the amount of the write down were material, we would separately include the item in our statement of operations. The raw material balances below include \$396,614 and \$233,908 in unprocessed silver bearing photochemicals as of December 31, 2004 and 2003, respectively.

Following is a summary of finished goods, work in progress, and raw materials inventories as of December 31, 2004 and 2003:

	2004	2003
Finished goods	\$ 63,615	\$ 60,553
Work in progress	-	15,150
Raw materials	508,089	349,822
	\$ 571,704	\$ 425,525

#### Accounts Receivable and Inventory Factoring:

The Company factors some of its receivables and inventory. A liability is recorded when cash is received; interest is recorded over the period the liability is outstanding. The liability and accrued interest is repaid within a day or two of when the Company is paid by the customer.

#### Property and Equipment:

Property and equipment are stated at cost. Depreciation is computed by accelerated and straight-line methods over five to forty years. Capital lease equipment is amortized using accelerated and straight-line methods over five to twenty years. Accumulated amortization on capital lease equipment is \$474,340 and \$376,996 at December 31, 2004 and 2003, respectively.

Repairs and maintenance are charged to operations as incurred.

ITRONICS INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 DECEMBER 31, 2004 AND 2003

## Intangible Assets:

Intangible assets are amortized by the straight-line method over the following lives:

	YEARS
Patents	17
Deferred loan fees	3-5

Estimated aggregate amortization expense for the succeeding five years is:

2005	\$ 14,244
2006	3,949
2007	3,255
2008	3,255
2009	3,255

## Research and Development:

Wages, benefits, rent, and other costs, including web site development costs are expensed as incurred as research and development in accordance with SFAS 7 *Accounting for Research and Development Costs*, and EITF 00-2 *Accounting for Web Site Development Costs*.

## Advertising:

The Company advertises its products in various trade publications and general newspaper supplements. It also promotes the Company in various business publications, television, and internet media. Such advertising costs include the creative process, costs of production, and placement costs of the ads themselves. All advertising costs are expensed as incurred. Total advertising expense was \$157,986 and \$32,960 for the years ended December 31, 2004 and 2003, respectively.

## Income Taxes:

The Company has accounted for income taxes to conform to the requirements of Statements of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes*. Under the provisions of SFAS 109, an entity recognizes deferred tax assets and liabilities for future tax consequences of events that have already been recognized in the Company's financial statements or tax returns. The measurement of deferred tax assets and liabilities is based on provisions of the enacted tax law. The effects of future changes in tax laws or rates are not anticipated. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

## Loss per Common Share:

Loss per common share is calculated based on the consolidated net loss for the period divided by the weighted average number of common shares outstanding during 2004 and 2003. Common stock equivalents are not included, as their effect would be antidilutive.

F-11

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

Common Stock:

The Company's common shares have, subject to the provisions of any series of Preferred Stock, certain rights including one vote per share on a non-cumulative basis and a ratable portion of any dividends that may be declared by the Board of Directors. The Company may from time to time issue common shares that are restricted under Rule 144 of the Securities and Exchange Commission. Such restrictions require the shareholder to hold the shares for a minimum of one year before sale. In addition, officers, directors and more than 10% shareholders are further restricted in their ability to sell such shares.

Stock Based Compensation:

The Company issues stock to its employees, directors and consultants pursuant to various Stock Option and Purchase Plans. The Company accounts for options granted to employees and directors under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* and related interpretations. Accordingly, no compensation expense is recognized. In accordance with Statement of Financial Accounting Standard (SFAS) 123, *Accounting for Stock Based Compensation* and SFAS 148, *Accounting for Stock Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123*, the Company discloses the additional compensation expense that would have been recorded had the Company elected to account for stock options under SFAS 123. The Company accounts for options granted to people other than employees and directors under SFAS 123 and EITF 98-16, *Accounting for Equity Investments That Are Issued to Other Than Employees for Acquiring or in Conjunction with Selling Goods and Services*. As such, the value of such options is periodically remeasured and income or expense is recognized during their vesting term.

Asset Impairment:

The Company monitors conditions that may affect the carrying value of its long-lived and intangible assets when events and circumstances indicate that the carrying value of the assets may be impaired. The Company determines impairment based on the asset's ability to generate cash flow greater than the carrying value of the asset. If projected undiscounted cash flows are less than the carrying value of the asset, the asset is adjusted to its fair value.

Non-monetary Transactions:

The Company periodically enters into non-monetary transactions. These transactions are recorded based on the fair value of the asset, goods or services received or surrendered, whichever is more clearly evident and at such time as the earnings process is complete. When material non-monetary transactions occur, the Company discloses the transaction and basis for valuing the transaction in the period the transaction occurs.

Contingencies:

From time to time, the Company may become party to claims against it. Management evaluates these claims as they arise. Potential costs that arise are disclosed when management believes a loss is more likely than not. A liability is recorded when management estimates a loss is probable.

NOTE 2 - Reclassification:

The prior year's financial statements have been reclassified, where necessary, to conform with the current year presentation.

## NOTE 3 - Long-Term Debt:

Long-term debt at December 31, 2004 and 2003 is comprised of the following (all debt payments are applied to outstanding interest owed at date of payment prior to being applied to the principal balance). The carrying amount approximates fair value. The fair value of long-term debt is based on current rates at which the Company could borrow funds with similar remaining maturities.

	DECEMBER 31,	
	2004	2003
Notes due to unrelated parties:		
Notes payable secured by vehicles due at varying dates through 2006. The monthly payments total \$1,345, including interest at 10.5% to 11.0% per annum.	\$ 17,440	\$ 33,584
Note payable secured by real property due May 2016. Monthly payment is \$6,601, including interest at 12% per annum.	492,881	510,218
Financing contract secured by equipment due May 2006. Monthly payment is \$806, including interest at 17.99%	14,589	18,585
City of Reno Special Assessment District for road and access improvements. Payable in 40 equal semi-annual payments plus interest at 6% percent per annum.	94,957	97,703
Less current portion due within one year	(522,845)	(537,031)
Total long-term liabilities due to unrelated parties	\$ 97,022	\$ 123,059

## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

	DECEMBER 31,	
	2004	2003
Convertible Promissory Notes:		
Three year convertible promissory notes due November 2005 through February 2006, including interest at 12% per annum. The notes and accrued interest are convertible into the Company's restricted common stock at \$0.15 per share at any time through November 18, 2005 and February 16, 2006.	\$ 47,000	\$ 47,000
Three year convertible promissory notes due at varying dates through February 2006, including interest at 9% to 12% per annum. The notes and accrued interest are convertible into the Company's restricted common stock at prices ranging from \$0.125 to \$1.18 per share at any time through February 2006.	1,570,000	1,645,000
Three year convertible promissory notes due at varying dates through December 2004, including interest at 12% per annum. The notes and accrued interest are convertible into the Company's restricted common stock at prices ranging from \$0.10 to \$0.15 per share at any time through dates ranging from March to December 2004.	20,000	1,185,000
Three year convertible promissory notes due at varying dates through September 2005, including interest at 12% per annum. The notes and accrued interest are convertible into the Company's restricted common stock at prices ranging from \$0.10 to \$0.25 per share at any time through dates ranging from January to September 2005.	606,100	774,100
Accrued interest on convertible promissory notes	1,220,062	1,290,412
Less current portion due within one year	(1,020,946)	(1,686,286)
Total Long Term Convertible Promissory Notes and Accrued Interest	\$ 2,442,216	\$ 3,255,226



## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

	DECEMBER 31,	
	2004	2003
Loans from Stockholders/Related Transactions:		
Advances from officer/stockholder. Due on demand, with interest accruing at 12% per annum.	\$ 161,525	\$ 248,168
	161,525	248,168
Less current portion due within one year	(161,525)	(248,168)
Total long-term liabilities due to stockholders	\$ -	\$ -

Long-term debt matures as follows:

YEAR	UNRELATED PARTIES	CONVERTIBLE NOTES	STOCKHOLDERS
2005	\$ 522,845	\$ 1,020,946	\$ 161,525
2006	8,023	2,442,216	-
2007	3,276	-	-
2008	3,475	-	-
2009	3,687	-	-
2010-2023	78,561	-	-
	\$ 619,867	\$ 3,463,162	\$ 161,525

As discussed in Note 15, property taxes on the Company's manufacturing facility are delinquent as of December 31, 2004 in the amount of \$7,336 plus penalties and interest. Such delinquency in property tax payments is a default under terms of the deed of trust securing the mortgage on the property and the lender can demand payment in full and institute foreclosure proceedings. As required by U.S. Generally Accepted Accounting Principles, the entire principal balance of the note, amounting to \$492,881 as of December 31, 2004, is included in current liabilities. The lender is aware of the situation and has not made a demand or taken any other action. In addition a financing contract on equipment, with a balance of \$14,589, is in default and is included in current liabilities. The lender has referred the loan to an attorney, but no further action has been taken.

During 2003 the holders of the 2000 Series Convertible Promissory Notes were offered to extend the notes for three years in exchange for an increased interest rate to 12% and a reduction in conversion price to \$0.125 per share, an amount above the trading price of our stock. As of December 31, 2004 all but \$80,000 of the notes and \$44,475 of the accrued interest were extended. The un-extended notes and accrued interest are in default, but no action has been taken by the note holders.

ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 4 - Major Customers:

Fertilizer sales for the years ended December 31, 2004 and 2003 include \$989,084 and \$518,202, respectively, from one major customer, which represents 97% and 93%, respectively, of fertilizer sales for the years ended December 31, 2004 and 2003. Receivables from this major customer as of December 31, 2004 amounted to \$58,094, which represents 77% of photochemical fertilizer accounts receivable. The customer is one of the largest fertilizer distribution companies in the country.

Photochemical recycling revenues for the year ended December 31, 2004 and 2003, respectively, include \$-0- and \$80,900 from one major customer under a Department of Defense contract. Photochemical recycling and silver refining revenues for the years ended December 31, 2004 and 2003 also include \$201,291 and \$116,693, respectively, from one major customer in the digital imaging and processing industry. The combined revenues from the one major customer represents 59% of 2004 photochemical recycling and silver refining revenues and the combined revenues for the two major customers was 60% of photochemical recycling and silver refining revenues for 2003.

Sales of silver bars, film, and processed bullion for the year ended December 31, 2004 includes \$47,456 to three customers, which is 75% of such sales. Comparable sales for the year ended December 31, 2003 include \$15,726 to two customers, which is 57% of such sales.

Technical services revenue (including pass through funds described in Note 1) for the year ended December 31, 2004 includes \$224,039 and \$32,816 from two major customers which represents 86% of technical services revenues. Technical services revenue (including pass through funds described in Note 1) for the year ended December 31, 2003 includes \$146,893, \$131,600, and \$45,830 from three major customers which represents 98% of technical services revenues. Receivables from these major customers as of December 31, 2004 and 2003 amount to \$101,281 and \$21,210, which represents 85% and 73%, respectively, of consulting accounts receivable.

The Company's major technical services customers operate within the mining industry, both nationally and internationally. Due to the nature of the Company's operations, the major sources of revenues may change from year to year.

NOTE 5 - Income Taxes:

The following is a reconciliation of the federal statutory tax and tax rate to the Company's provision for taxes and its effective tax rate.

## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

	2004		2003	
	AMOUNT	PERCENT OF PRE-TAX INCOME	AMOUNT	PERCENT OF PRE-TAX INCOME
Federal tax at statutory rate	\$ -	-%	\$ -	-%
Temporary differences, primarily bad debt and compensation related expenses	-	-%	-	-%
Non-deductible expenses	-	-%	-	-%
Utilization of NOL	-	-%	-	-%
Total Income Tax Expense	\$ -	0.0%	\$ -	0.0%

The Company's consolidated net operating loss available for carry-forward to offset future taxable income and tax liabilities for income tax reporting purposes expire as follows:

Year Ending December 31:	Net Operating Loss
2005	\$ 65,113
2006	430,403
2007	188,146
2008	113,253
2012	322,525
2018	377,944
2019	1,605,954
2020	3,254,375
2021	2,933,607
2022	2,496,744
2023	2,286,436
2024	2,208,740
	\$ 16,283,240

The Company's total deferred tax assets, and deferred tax asset valuation allowances at December 31, 2004 and 2003 are as follows:

	2004	2003
Total deferred tax assets	\$ 5,682,993	\$ 4,776,751
Less valuation allowance	(5,682,993)	(4,776,751)

Net deferred tax asset	\$	-	\$	-
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F-16

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ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 6 - Stock Option and Purchase Plans:

In January 2000 the Company began a private placement of three year convertible notes to raise \$2.5 million. The placement was completed in February 2000 and raised a total of \$2,668,000. The notes and accrued interest are convertible to restricted Common Shares at varying dates through February 2006, with conversion prices ranging from \$0.125 to \$1.18. During 2003 the holders of these notes were offered to extend the notes for three years in exchange for an increased interest rate from 9% to 12% and a reduction in conversion price to \$0.125 per share. All but \$90,000 of the notes were extended. \$75,000 in principal and \$34,434 in accrued interest were converted to restricted common stock during 2004. \$928,000 in principal and \$340,450 in accrued interest were converted to restricted common stock during 2003.

In October 2000 the Company completed the registration of 10,000,000 common shares in connection with its agreement with Swartz Private Equity, LLC. (Swartz) to raise \$15 million over three years. As part of the agreement, Swartz received a five year warrant for 2,400,000 shares at \$0.55 per share and it received five year warrants for 331,033 shares based on the exercise of the Company's put rights during 2001. The exercise price of these warrants range from \$0.0825 to \$0.308, but are subject to downward reset provisions. In February 2002 the agreement with Swartz was renegotiated and as part of the new agreement, Swartz was granted a five year warrant for 360,000 shares at an exercise price of \$0.238.

In March 2001 the Company began a private placement of three year convertible notes. A total of \$1,242,029 was raised in 2001. The notes and accrued interest at 12% compounded annually are convertible to restricted common shares at varying dates through December 2004, with conversion prices ranging from \$0.10 to \$0.15. \$1,165,000 in principal and \$471,492 in accrued interest were converted to restricted common stock during 2004. \$57,029 in principal and \$14,551 in accrued interest were converted to restricted common stock during 2003.

In January 2002 the Company began a private placement of three year convertible notes. A total of \$844,100 was raised in 2002. The notes and accrued interest at 12% compounded annually are convertible to restricted common shares at varying dates through September 2005, with conversion prices ranging from \$0.10 to \$0.25. \$168,000 in principal and \$48,294 in accrued interest were converted to restricted common stock during 2004. \$70,000 in principal and \$10,442 in accrued interest were converted to restricted common stock during 2003.

In November 2002 the Company began a private placement of restricted common stock with an equal number of attached warrants. A total of \$117,500 at \$0.08 per share was raised in 2002. The warrants are for three years and are convertible into restricted common stock at \$0.08 for the first year, \$0.16 for the second year, and \$0.24 for the third year.

ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

During 2003 the Company continued the private placement of restricted common stock with an equal number of attached warrants. A total of \$703,500 at \$0.08 per share was raised in 2003. The warrants are for three years and are convertible into restricted common stock at \$0.08 during the first year, \$0.16 during the second year, and \$0.24 during the third year.

During 2003 three officer/employee/stockholders converted salary in arrears totaling \$480,000, or a total of 6,000,000 restricted common shares, into the \$0.08 per share private placement described above under the same terms and conditions, including an equal number of attached warrants, as described above. Of this amount, \$317,500 was for salary previously converted to restricted common stock, but not issued to conserve the cash required to pay payroll taxes, and \$162,500 was additional salary in arrears converted into restricted common stock. The shares remain un-issued as of the date of this report to conserve cash. Also during 2003 an officer/stockholder converted a total of \$12,037 in short term debt and accrued interest into the private placement with the same terms and conditions as described above.

During 2004 the Company continued the private placement of restricted common stock with an equal number of attached warrants. Through May 2004 a total of \$646,000 at prices ranging from \$0.08 to \$0.125 per share was raised. The warrants, totaling 3,924,500 shares, are for three years and are convertible into restricted common stock at prices ranging from \$0.08 to \$0.125 during the first year of the warrant period, double the respective amounts during the second year, and triple the respective amounts during the third year. In December 2004 a new private placement of restricted common shares was begun with an attached three year warrant for one half the number of shares acquired in the private placement. A total of \$197,500 was raised in 2004 at \$0.05 per share, which resulted in the issuance of warrants to acquire 1,975,000 restricted common shares. The exercise price of these warrants is \$0.085 during the first year of the warrant period, double that amount during the second year, and triple that amount during the third year. In addition, an officer/stockholder converted \$120,000 in loans to the Company into the private placement and received warrants to acquire 1,200,000 restricted common shares under the same terms and conditions as the other investors in the private placement.

The Company periodically grants compensatory options and warrants to acquire common shares to certain officers, directors, employees, and consultants of the Company. The options are exercisable at varying dates through 2014, except for 5,600,000 options granted to various officers and employees, which expire one year after the end of their employment. The number of outstanding compensatory options and warrants was 5,996,626 and 4,409,591 shares at December 31, 2004 and 2003, respectively, at prices ranging from \$0.15 to \$0.90.

Following is a summary of all warrant and option activity for the years ended December 31, 2004 and 2003.

ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

	NUMBER OF SHARES	
	2004	2003
Under option, beginning of year	60,907,607	35,618,794
Granted	12,558,586	39,125,973
Exercised	(21,484,760)	(13,483,260)
Expired	(87,965)	(353,900)
Under option, end of year	51,893,468	60,907,607
Average price for all options granted and exercised	\$ 0.11	\$ 0.12

Compensatory Stock Options:

Included in the above options and warrants are compensatory options granted to various employees and consultants during 2004 and 2003 to acquire 1,675,000 and 14,000 common shares, respectively. Of the options for 2004, 1,600,000 shares are exercisable any time up to twelve months after the end of the respective employee's employment, 60,000 shares are exercisable at any time over three years from the date of grant, and 15,000 shares are exercisable at any time over ten years from the date of grant. All 2004 options are exercisable at \$0.15 per share. Of the options for 2003, 12,000 shares are exercisable at any time over three years from the date of grant and 2,000 shares are exercisable at any time over ten years from the date of grant. The exercise prices are 2,000 shares at \$0.50 and 12,000 shares at \$0.90. The Company applies APB Opinion 25 in accounting for these stock options. Total option compensation expense, based on the fair market values of the stock on the grant dates, is \$536 for December 31, 2004. For 2004, options for 87,965 shares from prior years expired. For 2003, options for 353,900 shares from prior years expired during the year, resulting in option compensation expense of \$(108,955) and deferred compensation of \$123.

If the Company were to apply the provisions of FASB Statement No. 123 to these options, using the fair value method, compensation expense would have been \$61,575 and \$96 for December 31, 2004 and 2003, respectively. Net loss and loss per share would have been impacted as follows:

	2004	2003
Net Income (Loss):		
As reported	\$ (2,839,872)	\$ (2,752,291)
Adjustment for additional expense for fair value of options	(61,039)	(109,051)
Pro forma	\$ (2,900,911)	\$ (2,861,342)
Earnings (Loss) per share, basic and diluted		
As reported	\$ (0.020)	\$ (0.026)
Pro forma, basic and diluted	\$ (0.020)	\$ (0.028)

## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

The pro forma amounts were estimated for each quarter using the Black-Scholes option pricing model with the following assumptions for 2004 and 2003:

	2004	2003
Dividend yield	0%	0%
Risk-free interest rate	2.75% to 4.75%	3.38%
Expected life	3-10 years	3-10 years
Expected volatility	16.65% to 66.75%	42.71%

## NOTE 7 - Common Stock to be Issued:

The following summarizes stock transactions commencing prior to December 31, with stock issued or to be issued subsequent to that date:

	2004	2003
Payment of salaries	\$ 540,900	\$ 526,375
Payment of consulting and operating fees	4,800	5,600
Payment of director fees	525	1,125
Payment of interest, employees	37,701	67,118
Payment of debt, officer/stockholder	170,000	12,037
Private placement for cash	32,500	60,000
	\$ 786,426	\$ 672,255

Of the above salary amounts for December 31, 2004 and 2003, \$519,200 and \$488,000, respectively, is for compensation to three officer/stockholders that they have agreed to accept in our common stock. The related shares, totaling 6,000,000 common shares at December 31, 2004, remain unissued to preserve cash that would otherwise go to pay payroll taxes. Of the \$488,000 as of December 31, 2003, \$133,200 was expensed in 2003 and included in Expenses Paid with Issuance of Common Stock on the Statement of Cash Flows for that year, \$162,250 was a conversion of prior year salaries and is included in Settlement of Accruals by Issuance of Common Stock in the supplemental disclosures of cash flow information in 2003, and \$192,550 was salary accepted in stock in years prior to 2003 and is not reflected in the Statements of Cash Flows for 2003 or 2004. All of the remainder of the expense items listed above were expensed in the period indicated and are included in the appropriate category under Expenses Paid with Common Stock in the Statements of Cash Flows for the respective periods.

The Payment of debt amounts listed above, \$170,000 and \$12,037 for December 31, 2004 and 2003, respectively, reflect the conversion into common stock of loans made to the Company by an officer/stockholder. These amounts are included in the Supplemental Disclosure of Cash Flow Information under the heading Settlement of debt/accruals by issuance of common stock. The Private placement for cash amounts, \$32,500 and \$60,000 for December 31, 2004 and 2003, respectively, were cash received shortly before year end, with the stock issued in the following period. These amounts are included in Cash flows from financing activities under Proceeds from sale of stock in the year received.

## NOTE 8 - Accrued Expenses:

The following is the composition of accrued expenses as of December 31:

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	2004	2003
Accrued vacation	\$ 85,587	\$ 70,339
Federal and state payroll taxes	219,899	33,366
Sales tax	245	16,590
Audit and annual meeting costs	93,000	93,000
	\$ 398,731	\$ 213,295

F-20

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

## NOTE 9 - Other Comprehensive Income

The Company holds marketable securities that are available for sale, which consist solely of equity securities. The carrying amount on the balance sheets of these securities is adjusted to fair value at each balance sheet date. The adjustment to fair value is an unrealized holding gain or loss that is reported in Other Comprehensive Income. At present, these unrealized gains or losses are the only component of Accumulated and Other Comprehensive Income. The Company had an Accumulated Unrealized Holding Loss of \$9,568 at December 31, 2004, and an Unrealized Holding Gain of \$374,346 at December 31, 2003. The Company realized gross gains of \$172,116 and gross losses of \$3,179 on gross proceeds of \$356,107 during the twelve months ended December 31, 2004. No losses were reclassified out of accumulated other comprehensive income into earnings during 2004. The Company realized gross gains of \$468,735 and gross losses of \$19,131 on gross proceeds of \$786,381 during the twelve months ended December 31, 2003. Gains of \$256,387 and losses of \$28,791 were reclassified out of accumulated other comprehensive income into earnings during 2003. The table below illustrates the amount of unrealized holding gains and losses included in other comprehensive income, net of tax effects of \$0. The reclassification adjustment listed in the below table represents unrealized holding gains and losses transferred into earnings as securities are sold.

Following are the components of Other Comprehensive Income:

	Year Ended December 31,	
	2004	2003
Unrealized holding gains (losses) arising during the period	\$ 9,109	\$ 360,289
Reclassification adjustment	(393,023)	(227,596)
Other Comprehensive Income	\$ (383,914)	\$ 132,693

## NOTE 10 - Related Party Transactions:

Promissory notes are held by stockholders at December 31, 2004 and 2003 (see Note 3 for terms). \$389,127 and \$218,185 of the accrued management salaries as of December 31, 2004 and 2003, respectively, is for salary in arrears due to several officer/stockholders and employee/stockholders. In addition, salary in arrears of \$523,800 and \$515,100 for 2004 and 2003, respectively, are included in stock to be issued at the respective year ends. These amounts represent the portion of salaries earned but unpaid that the officers/employees/stockholders have agreed to accept in the Company's common stock. The number of shares to be issued are 6,488,021 and 6,220,624 for 2004 and 2003, respectively. Issuance of the stock is pending sufficient cash available to pay the related federal withholding taxes. Interest accrued at 12% per annum on salaries due officer and employee/stockholders amounted to \$97,869 and \$113,233, respectively, in 2004 and 2003. Of these amounts, \$94,299 and \$109,290 for 2004 and 2003, respectively, were paid (or will be paid) by issuance of 990,187 and 808,092 shares of restricted common stock.

Interest expense on related party loans amounted to \$31,041 and \$33,706 for the years ended December 31, 2004 and 2003, respectively. Accrued interest on related party loans totaled \$6,307 and \$42,876 at December 31, 2004 and 2003, respectively.

After approval from the Company's Board of Directors, in March 1999 the Company's subsidiary, WWI, agreed to provide technical services to Golden Phoenix Minerals, Inc. (GPXM), a junior mine exploration and development company whose common shares trade on the OTC Bulletin Board. Services were billed monthly and WWI received a

combination of GPXM common stock, SEC Rule 144 restricted common stock, and cash. Separately, Dr. Whitney personally agreed to acquire up to 10,000,000 common shares of GPXM at \$0.10 per share, making him beneficial owner of more than ten percent of GPXM. Any unexercised options under this arrangement can be assigned to WWI. Dr. Whitney is a principal in a group that controls the mining claims underlying one of GPXM's principal exploration and development properties. At December 31, 2004 WWI owned 123,198 restricted GPXM shares. At December 31,

F-21

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

2003 WWI owned 736,442 restricted GPXM shares. The initial Rule 144 one year period for resale began in April 2000, and continues monthly thereafter. Total revenue from GPXM for 2004 and 2003 was \$224,039 and \$146,893, respectively. A total of \$101,281 and \$13,707 is included in accounts receivable at December 31, 2004 and 2003, respectively. At December 31, 2004, the average bid/asked price for GPXM common was \$0.213, resulting in a value of shares held on that date of \$26,180. Included in the GPXM shares held at December 31, 2003 and 2002 are 300,000 and 1,050,000 restricted common shares, respectively, that were acquired by WWI purchasing \$0.10 options from Dr. Whitney and subsequently exercising the options by offsetting accounts receivable due it from GPXM. The purchase price of the options was \$109,275, which was determined at 85% of fair market value of the then current trading price of GPXM, less the \$0.10 option price. This valuation method is under the same terms that WWI uses to accept GPXM restricted common shares for its monthly services. Dr. Whitney accepted Company restricted common shares in the 2002 Equity Private Placement as payment for the options, which amounted to 1,365,938 shares plus an equal number of warrants with conversion prices ranging from \$0.08 to \$0.24 per share. The total cost to WWI of these GPXM shares was \$214,275 and the market value at December 31, 2002 was \$241,500. The 300,000 shares held at December 31, 2003 were valued at \$135,750 and had a cost of \$70,650.

During 2004 Dr. Whitney loaned WWI 103,765 shares of GPXM stock at a value of \$28,276. The loaned shares were sold by WWI for \$25,097, for a realized loss of \$3,179. The loan was repaid in 2004 by conversion into the Company's restricted common stock when Dr. Whitney exercised warrants he acquired in 2003. During the first quarter of 2002 Dr. Whitney loaned WWI 600,000 shares of GPXM stock at a value of \$105,000. The loaned shares were sold by WWI for \$83,045, for a realized loss of \$21,955. In 2002, WWI repaid 416,463 of the GPXM shares out of shares owned by it at a value of \$72,881 and a realized gain of \$35,587. During 2003 the remaining balance of the loan and accrued interest was paid by a combination of 87,283 GPXM shares, 250,000 shares of other marketable securities, and 150,461 Company restricted common shares. The portion of the loan paid in Company shares was converted into the \$0.08 per share Private Placement under the same terms and conditions as other investors, including an equal number of three year warrants. WWI realized a net gain of \$19,369 on the transaction.

During 2003 WWI's lease of a vehicle utilized by Dr. Whitney was completed. Dr. Whitney purchased the vehicle by financing it through a commercial lender. The purchase price was \$21,741 and the monthly payment for four years is \$531. WWI is leasing the vehicle from Dr. Whitney by making the monthly payments to the commercial lender and will acquire ownership of the vehicle when the loan is paid in full.

For related party transactions subsequent to December 31, 2004, see Note 16.



## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

## NOTE 11 - Lease Commitments and Rent Expense:

Operating Leases:

The Company leases its corporate office facility under a non-cancelable agreement which expires June 30, 2005. Monthly payments are \$4,912.

A wholly owned subsidiary of the Company, IMI, leases storage facilities on a month-to-month basis and, therefore, no long-term binding contractual obligation exists with regards to minimum lease payments. The monthly rent payment is \$1,000.

A wholly owned subsidiary of the Company, WWI, is committed under a non-cancelable agreement for the use of office space which expires July 31, 2006. The monthly lease payment totals \$2,430.

Future minimum rental commitments at December 31, 2004, under these operating lease agreements are due as follows:

2005	\$ 58,632
2006	17,010
2007	-
2008	-
	\$ 75,642

Total rental expense included in the statements of operations for the years ended December 31, 2004 and 2003 is \$99,981 and \$105,867, respectively.

Capital Leases:

At varying dates in 1999 the Company's subsidiaries, WWI and IMI, entered into leases to finance the equipment for the manufacturing facility in Reno/Stead, Nevada and for computer equipment. The leases totaled \$987,315. Of this amount \$408,788 was received in cash, of which \$65,033 was in connection with two sale/leaseback transactions of computer and office equipment. The lease periods range from three to five years, and the total monthly lease payments are \$24,192. With the exception of two leases, all have buyout options for \$1 at the end of the lease. The remaining two leases have buyout provisions totaling \$9,667.

At varying dates in 2000 the Company and its subsidiaries entered into leases primarily for financing purposes. The leases totaled \$543,832, of which \$437,636 was received in cash. The lease periods range from three to five years, and the total monthly lease payments are \$13,737. All the leases have buyout options for \$1 at the end of the lease.

At varying dates in 2001 the Company and its subsidiaries entered into leases both for new plant equipment and for financing purposes. The leases totaled \$288,881, of which \$192,282 was received in cash. The lease periods

## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

range from four to five years, and the total monthly lease payments are \$7,413. All the leases have buyout options for \$1 at the end of the lease, with the exception of one lease which has a fair market value purchase option at the end of the lease, which is anticipated to be a nominal amount.

At varying dates in 2002 the Company and its subsidiaries entered into leases for new plant and office equipment. The leases totaled \$209,502. The lease periods range from three to five years, and the total monthly lease payments are \$2,914. All the leases have buyout options for \$1 at the end of the lease.

At varying dates in 2003 the Company and its subsidiaries entered into leases for automotive and office equipment. The leases totaled \$31,008. The lease periods are for four years, and the total monthly lease payments are \$807. All the leases have buyout options for \$1 at the end of the lease.

In January 2004 the Company and its subsidiaries entered into a lease for office equipment. The lease totaled \$2,236, with a lease period of four years, and total monthly lease payments of \$66. The lease has a buyout option for \$1 at the end of the lease.

As of December 31, 2004 lease payments totaling \$741,597 were in arrears. As required by U.S. Generally Accepted Accounting Principles, the principal balance of the leases that are in default are classified as a current liability. Some of the lessors have filed suit to recover the amounts due under the leases. The present status of these actions is discussed in Note 15. The Company is making ongoing payment arrangements with these and the other lessors to avoid action that may be adverse to the Company.

All of the above described leases are secured by the equipment acquired or financed under the lease.

Future minimum lease commitments at December 31, 2004 are due as follows:

	Unrelated Parties	Related Party
2005	\$ 974,123	\$ 6,370
2006	-	6,370
2007	-	2,655
2008	-	-
2009	-	-
	974,123	15,395
Less: amounts representing interest	(166,377)	(831)
	\$ 807,746	\$ 14,564

ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 12 - Business Segments:

The Company and its subsidiaries operate primarily in two business segments as identified in Note 1. The following defines business segment activities:

Photochemical Fertilizer: Photochemical recycling,

Silver recovery,

Fertilizer production and

Sales

Mining Technical Services: Mining industry services

The photochemical fertilizer segment operates principally in Northern Nevada and Southern California and, to a lesser extent, Northern California. The primary source of revenue for this segment is from the pick-up and processing of photochemicals, recovery of silver therefrom, and sales of GOLD'n GRO fertilizer products. The customer base is diverse and includes organizations in the photo-processing, printing, x-ray and medical fields. Fertilizer sales are concentrated in the same geographic markets and the customer base is principally in commercial markets, including golf courses, turf farms, and specialty agriculture which includes vegetables, fruit and nut trees, and wine and table grapes.

The mining technical services segment performs its services primarily out of the Company's Reno, Nevada offices, but its source of clients is not limited to organizations based locally. It has served both national and international clients in the past. As discussed in Note 4, at present the segment is serving primarily two clients in the gold mining industry, who have several operations in different areas of the United States.

The Company measures segment performance based on net income or loss. At present there are no intercompany revenues. Costs benefiting both segments are incurred by both the Company and by Whitney & Whitney, Inc. Such costs are allocated to each segment based on the estimated benefits to the segment. General and administrative costs incurred by the Company that have no other rational basis for allocation are divided evenly between the segments. Cost allocation percentages are reviewed annually and are adjusted based on expected business conditions for the year.

Reconciliation of segment revenues, cost of sales, gross profit (loss), operating income (loss), other income (loss) and net income (loss) to the respective consolidated amounts follows:

## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

	2004	2003
Revenues		
Photochemical Fertilizer	\$ 1,422,929	\$ 936,913
Mining Technical Services	297,120	331,874
Consolidated Revenues	\$ 1,720,049	\$ 1,268,787
Cost of Revenues		
Photochemical Fertilizer	\$ 1,457,616	\$ 1,119,831
Mining Technical Services	230,137	308,809
Consolidated Cost of Revenues	\$ 1,687,753	\$ 1,428,640
Gross Profit (Loss)		
Photochemical Fertilizer	\$ (34,687)	\$ (182,918)
Mining Technical Services	66,983	23,065
Consolidated Gross Profit (Loss)	\$ 32,296	\$ (159,853)
Operating Income (Loss)		
Photochemical Fertilizer	\$ (2,024,481)	\$ (1,834,621)
Mining Technical Services	(382,145)	(359,324)
Consolidated Operating Income (Loss)	\$ (2,406,626)	\$ (2,193,945)
Other Income (Expense)		
Photochemical Fertilizer	\$ (602,213)	\$ (1,014,821)
Mining Technical Services	168,967	456,475
Consolidated Other Income (Expense)	\$ (433,246)	\$ (558,346)
Net Income (Loss)		
Photochemical Fertilizer	\$ (2,626,694)	\$ (2,849,442)
Mining Technical Services	(213,178)	97,151
Consolidated Net Income (Loss) before taxes	\$ (2,839,872)	\$ (2,752,291)

ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

Other segment information:	2004	2003
Capital expenditures by business segment:		
Photochemical Fertilizer	\$ 243,989	\$ 46,419
Mining Technical Services	4,477	32,426
Consolidated Capital Expenditures	\$ 248,466	\$ 78,845
Depreciation and amortization expense by business segment:		
Photochemical Fertilizer		
Depreciation	\$ 173,555	\$ 175,568
Amortization	119,324	120,952
	292,879	296,520
Mining Technical Services		
Depreciation	16,462	19,188
Amortization	16,064	21,030
	32,525	40,218
Consolidated Depreciation and Amortization	\$ 325,404	\$ 336,738

General and administrative expenses of \$153,887 and \$179,761 incurred by Itronics Inc. were equally divided between the two segments for 2004 and 2003, respectively.

ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

Identifiable assets by business segment (net of accumulated depreciation, accumulated amortization, and allowance for doubtful accounts):

ASSET DESCRIPTION	2004		2003	
	PHOTO- CHEMICAL FERTILIZER	MINING TECHNICAL SERVICES	PHOTO- CHEMICAL FERTILIZER	MINING TECHNICAL SERVICES
<b>Current Assets</b>				
Cash	\$ 4,370	\$ 420	\$ 6,249	\$ 25,753
Accounts receivable, net	73,339	115,466	71,197	25,187
Marketable securities	-	26,180	-	413,240
Inventories	569,878	1,826	423,699	1,826
Deferred loan fees, current	14,152	-	36,234	4,539
Prepaid expenses	23,015	13,711	39,371	3,049
	684,754	157,603	576,750	473,594
<b>Property and Equipment, net</b>				
Land	215,000	-	215,000	-
Building and improvements	1,026,356	-	1,058,798	-
Construction in progress, manufacturing facility	121,171	-	102,203	-
Equipment	1,620,692	107,123	1,563,729	159,657
Vehicles	27,530	15,219	51,317	19,567
	3,010,749	122,342	2,991,047	179,224
<b>Other Assets, net</b>				
Patents, trademarks, and other	8,435	-	8,483	-
Marketable securities	-	-	-	120,000
Inter-company investments/loans	-	1,234,257	-	1,782,550
Deposits	9,760	12,567	11,180	15,197
Deferred loan fees	34,502	-	49,113	-
	52,697	1,246,824	68,776	1,917,747
	\$ 3,748,200	\$ 1,526,769	\$ 3,636,573	\$ 2,570,565

Reconciliation of segment assets to consolidated assets:

	2004	2003
<b>Total Assets:</b>		
Photochemical Fertilizer	\$ 3,748,200	\$ 3,636,573
Mining Technical Services	1,526,769	2,570,565
<b>Total Segment Assets</b>	<b>5,274,969</b>	<b>6,207,138</b>
Itronics Inc. assets	22,504,867	20,587,504

Less: inter-company elimination	(23,631,896)	(22,354,134)
Consolidated Assets	\$ 4,147,940	\$ 4,440,508

F-28

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ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 13 - Going Concern:

The Company's consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company and its subsidiaries have reported recurring losses from operations, including a net loss of \$2,839,872 during the year ended December 31, 2004, a negative working capital of \$3,215,298, and a stockholders' deficit balance of \$2,564,270 as of December 31, 2004. These factors indicate the Company and its subsidiaries' ability to continue in existence is dependent upon their ability to obtain additional long-term debt and/or equity financing and achieve profitable operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company and its subsidiaries be unable to continue in existence.

Prior to acquiring Whitney & Whitney, Inc. in 1988, the Company registered 1,777,000 common shares for public offering. Due to security law changes immediately subsequent to the offering, the offering did not raise sufficient equity capital to complete the Company's business plan. In order to solve the Company's liquidity problems, management implemented a plan of obtaining equity through private placements of common shares, convertible debt, conversion of debt to common shares, and payment of consulting and other labor services with common shares.

In addition to continuing the above described efforts, development of the technology necessary to manufacture fertilizer from photochemicals has been completed. In March 1998 the Company's subsidiary, Itronics Metallurgical, Inc., signed a definitive manufacturing and distribution agreement with Western Farm Services, Inc. (WFS). The agreement gives WFS the exclusive license and right to manufacture and market the GOLD'n GRO line of fertilizer products in the states of Arizona, California, Hawaii, Idaho, Oregon and Washington. The agreement is for five years, with five year renewal options. In March 2003 the companies entered the second five year term of the agreement.

A summary of the results of efforts to raise funds through various private placements over the last several years is presented in Note 6.

NOTE 14 - Off-Balance Sheet Risks and Concentration of Credit Risk:

The Company occasionally maintains bank deposits in excess of federally insured limits. The Company's risk is managed by maintaining its accounts in one of the top five largest banks in the country.

As of December 31, 2004, a significant portion of the Company's accounts receivable is concentrated with one fertilizer distribution company. This concentration of credit risk is somewhat mitigated due to the fact that the distribution company is one of the largest fertilizer distribution companies in the country.



ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

Increase or decrease in photochemical recycling service and silver extraction revenues has a direct relationship with federal, state, and local regulations and enforcement of said regulations. Fertilizer revenues could be impacted by crop cycles, seasonal variations, and weather patterns.

The ability to recognize a net profit from silver recovery sales is based on the fair market value of silver (Handy & Harmon five day average) at the time the photochemicals are obtained versus the fair market value of silver when recovered silver is sold. Most customers are given an 80% silver credit against recycling services based on the content of silver in the photochemicals. If the fair market value of silver declines, the possibility exists that the 80% credit, plus operating costs associated with the silver extraction, could exceed the revenues generated at the time the silver is sold.

Management's long term plan to reduce the market risk of silver is to increase the volume of photochemicals and the resultant silver recovery, and then to implement a hedging program in which silver will be sold forward, thereby matching the price to be received to the price paid to the Company's customers.

As a handler of photochemical materials, and a seller of liquid fertilizers, the Company is subject to various federal, state, and local environmental, safety, and hazardous waste regulations and state fertilizer registration requirements. The Company believes that its policies and procedures for handling hazardous wastes are in compliance with the applicable laws and regulations and are consistent with industry standards. Costs for these compliance activities are expensed as incurred. As the Company's photochemical fertilizer business expands, the various laws and regulations that are applicable to the Company's activities will change. During 1996, the Company received concurrence from the State of Nevada environmental officials that the Company's photochemical fertilizer process meets the existing requirements for exemption from all environmental regulations, except toxic metal content standards, and with the exception that certain presently conducted lab analyses of the photochemicals will continue to be required. Certain of the Company's large scale customers presently meet the exemption requirements. Now that all the photochemicals are utilized in the fertilizer or other commercial products, all the Company's customers are arguably exempt.

ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

NOTE 15 - Legal Proceedings

The Company may become involved in a lawsuit or legal proceeding at any time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an unexpected adverse result may arise that may adversely affect our business. Certain lawsuits have been filed against us for collection of funds due that are delinquent, as described below. The Company is currently not aware of any litigation pending or threatened for any reason other than collection of funds due and already recorded. The Company is not aware of any additional legal proceeding or claims that the Company believes will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

As of December 31, 2004 total recorded liabilities of \$786,471 including accrued interest to December 31, 2004, were subject to a total of 15 separate lawsuits for the collection of the funds due. These include 12 leases totaling \$626,372 (reflected in Current Maturities of Capital Lease Obligations) plus \$20,260 in additional interest (reflected in Accrued Interest) and three trade payables totaling \$131,286 (reflected in Accounts Payable) plus \$8,553 in additional interest (reflected in Accrued Interest). The leases are individually secured by specified equipment.

The accrued interest noted above was recorded based on our assessment of additional amounts the Company believes is probable and is related to three cases originally seeking \$251,522; the creditors have received judgments in these cases. The Company will continue to accrue interest until these cases are settled or paid in full.

The Company estimates an additional \$58,500 interest may be possible on other cases; however, the Company has not accrued this amount because it does not believe it is likely to be incurred. This estimate is related to six cases. In one case, there is a negotiated payment agreement with a remaining balance of approximately \$19,500. Our last payment was made in December 2004 and no contact or other collection action has been taken since then. A second case, claiming \$35,210, was filed in March 2003. No contact or other collection action has taken place since then. A third case, seeking \$171,853, is being actively negotiated by legal counsel and a settlement offer to pay the balance over approximately 46 months has been received. The remaining three cases, seeking a total of \$181,672, are being actively negotiated with a local law firm. It has been our experience that if the Company is able to pay an account in full, the creditor will accept a discount, in some cases a substantial discount, to get the case settled. In the event the Company has not been able to fully pay a claim, creditors have been willing to accept extended payment terms.

The Company has a total of six cases, that originally sought \$325,345, that it deems to have a remote possibility of incurring an additional unrecorded loss. The Company has negotiated payment agreements on these cases and, as of December 31, 2004, the recorded liability for these cases was \$122,313. Three of the cases are paid current under the settlements agreements and three are delinquent, but no further collection action has been taken by the lenders.

As of December 31, 2004 our subsidiaries were delinquent on approximately \$206,200 in federal payroll taxes. These amounts are included Accrued expenses in the Balance Sheet. The Company engaged a consultant to assist in working with the IRS to formulate a payment plan. A plan was negotiated to pay specified portions of the liability on or before January 31, 2005 and on the fifteenth of each month beginning March 15, 2005 until paid off on May 15, 2005. The Company made the required payments in January and March 2005, and paid a total of \$115,586, but did not make the subsequent payments as they became due. The Company received notice of intent to levy on the subsidiaries IMI and ICI for a total amount due of \$93,273. The notices were dated May 12, 2005. The IRS also filed federal tax liens for the amounts due.

Successful settlement of the above claims is dependent on future financing.

F-31

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2004 AND 2003

## NOTE 16 - Subsequent Events:

The following summarizes common stock issued from January 1, 2005 through May 19, 2005 and common stock to be issued as of March 31, 2005 :

	ISSUED		TO BE ISSUED	
	SHARES	AMOUNT	SHARES	AMOUNT
Labor and consulting services	3,770,790	\$ 276,670	6,792,940	\$ 548,140
Director fees	12,500	1,025	5,000	500
Interest on deferred salaries	191,864	12,726	630,475	53,030
Loan conversions-officer	3,025,000	170,000	-	-
Convertible notes payable converted	8,193,081	835,230	-	-
Private placement for cash	11,850,000	592,500	-	-
Acquisition of GOLD'n GRO Guardian	1,000,000	71,500	-	-
	28,043,235	\$ 1,959,651	7,428,415	\$ 601,670

\$583,030 in salary and interest remains unissued as of the May 19, 2005 to conserve cash otherwise needed to pay payroll taxes.

## ITRONICS INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2004 AND 2003

## NOTE 17 - Earnings (Loss) Per Share:

Following is a reconciliation of Net Income (Loss) and Weighted average number of shares outstanding, in the computation of earnings (loss) per share (EPS) for the years ended December 31, 2004 and 2003.

	2004	2003
Net Income (Loss)	\$ (2,839,872)	\$ (2,752,291)
Less: Preferred stock dividends	-	-
Basic EPS income (loss) available to common stockholders	\$ (2,839,872)	\$ (2,752,291)
Weighted average number of shares outstanding	141,941,235	103,994,400
Common equivalent shares	-	-
	141,941,235	103,994,400
Per share amount	\$ (0.020)	\$ (0.026)

Warrants, options, and shares to be issued, totaling 62,953,132 and 68,633,857 shares as of December 31, 2004 and 2003, respectively, would dilute future EPS. No diluted EPS is presented as the effect of including these shares is antidilutive.

F-33

ITRONICS INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
JUNE 30, 2005 AND DECEMBER 31, 2004  
(UNAUDITED)

## ASSETS

	June 30, 2005	December 31, 2004
<b>CURRENT ASSETS</b>		
Cash	\$ -	\$ 5,180
Accounts receivable, less allowance for doubtful accounts, 2005, \$5,700; 2004, \$5,700	152,035	188,805
Marketable securities, available for sale	112,004	26,180
Inventories	583,488	571,704
Prepaid expenses	120,135	142,509
Current portion of deferred loan fees	14,752	14,152
<b>Total Current Assets</b>	<b>982,414</b>	<b>948,530</b>
<b>PROPERTY AND EQUIPMENT</b>		
Land	215,000	215,000
Building and improvements	1,167,315	1,167,315
Design and construction in progress, manufacturing facility	136,921	121,171
Equipment and furniture	3,086,019	3,080,430
Vehicles	220,700	220,700
	4,825,955	4,804,616
Less: Accumulated depreciation and amortization	1,794,154	1,670,668
	3,031,801	3,133,948
<b>OTHER ASSETS</b>		
Intangibles, net of amortization	79,911	8,435
Deferred loan fees, less current portion, net of amortization	31,528	34,502
Deposits	22,525	22,525
	133,964	65,462
	<b>\$ 4,148,179</b>	<b>\$ 4,147,940</b>

See Notes to Condensed Consolidated Financial Statements **LIABILITIES AND STOCKHOLDERS' EQUITY**  
(DEFICIT)

## LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	June 30, 2005	December 31, 2004
<b>CURRENT LIABILITIES</b>		
Bank overdraft	\$ 30,208	\$-
Accounts payable	590,709	558,566
Account receivable and inventory factoring	144,310	51,229
Accrued management salaries	528,799	389,127
Accrued expenses	322,083	398,731
Insurance contracts payable	34,327	15,048
Interest payable on stockholder advances	14,421	6,307
Interest payable	262,659	204,909
Current maturities of long-term debt	179,222	522,845
Current maturities of capital lease obligations	768,723	807,746
Current maturities of advances from an officer/stockholder	246,525	161,525
Current maturities of capital lease due stockholder	5,600	5,420
Current maturities of convertible notes and accrued interest	2,760,504	1,020,946
Other	30,679	21,429
<b>Total Current Liabilities</b>	<b>5,918,769</b>	<b>4,163,828</b>
<b>LONG-TERM LIABILITIES</b>		
Long-term debt, less current maturities	549,735	97,022
Convertible promissory notes, less current maturities	-	1,517,000
Accrued interest, convertible notes, less current maturities	-	925,216
Capital lease obligation, shareholder, less current maturities	6,326	9,144
<b>Total Long-Term Liabilities</b>	<b>556,061</b>	<b>2,548,382</b>
	<b>6,474,830</b>	<b>6,712,210</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Preferred stock, par value \$0.001 per share; authorized 999,500 shares, issued and outstanding 2005, 0 shares; 2004, 0 shares	-	-
Common stock, par value \$0.001 per share; authorized 250,000,000 shares, issued and outstanding, 194,339,788 at June 30, 2005; 164,863,938 at December 31, 2004	194,340	164,864
Additional paid-in capital	21,475,837	19,438,213
Accumulated deficit	(24,677,953)	(22,944,959)
Common stock to be issued	663,242	786,426
Accumulated other comprehensive income (loss)	(19,642)	(9,568)
Common stock options outstanding, net	37,525	754
	<b>(2,326,651)</b>	<b>(2,564,270)</b>
	<b>\$ 4,148,179</b>	<b>\$ 4,147,940</b>

See Notes to Condensed Consolidated Financial Statements

F-35

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ITRONICS INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2005 AND 2004

(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
<b>REVENUES</b>				
Photochemical fertilizer	\$ 523,667	\$ 573,511	\$ 783,841	\$ 900,507
Mining technical services	33,661	52,659	83,460	132,503
<b>Total Revenues</b>	<b>557,328</b>	<b>626,170</b>	<b>867,301</b>	<b>1,033,010</b>
<b>COST OF REVENUES (exclusive of depreciation and amortization shown separately below)</b>				
Photochemical fertilizer	502,949	531,139	805,287	893,774
Mining technical services	43,709	57,459	92,479	135,397
<b>Total Cost of Revenues</b>	<b>546,658</b>	<b>588,598</b>	<b>897,766</b>	<b>1,029,171</b>
<b>Gross Profit (Loss)</b>	<b>10,670</b>	<b>37,572</b>	<b>(30,465)</b>	<b>3,839</b>
<b>OPERATING EXPENSES</b>				
Depreciation and amortization	65,442	79,338	130,884	157,449
Research and development	52,920	27,808	133,656	48,911
Sales and marketing	244,434	269,122	525,271	483,407
Delivery and warehousing	34,908	34,275	52,991	51,881
General and administrative	225,934	249,425	485,569	462,200
<b>Total Operating Expenses</b>	<b>623,638</b>	<b>659,968</b>	<b>1,328,371</b>	<b>1,203,848</b>
<b>Operating (Loss)</b>	<b>(612,968)</b>	<b>(622,396)</b>	<b>(1,358,836)</b>	<b>(1,200,009)</b>
<b>OTHER INCOME (EXPENSE)</b>				
Interest expense	(201,722)	(202,325)	(365,774)	(411,095)
Gain (loss) on sale of investments	(6,431)	22,044	(10,116)	97,802
Other	1,732	5	1,732	13
<b>Total Other Income (Expense)</b>	<b>(206,421)</b>	<b>(180,276)</b>	<b>(374,158)</b>	<b>(313,280)</b>
<b>Income (Loss) before provision for income tax</b>	<b>(819,389)</b>	<b>(802,672)</b>	<b>(1,732,994)</b>	<b>(1,513,289)</b>
<b>Provision for income tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Income(Loss)</b>	<b>(819,389)</b>	<b>(802,672)</b>	<b>(1,732,994)</b>	<b>(1,513,289)</b>
<b>Other comprehensive income (loss)</b>				
Unrealized gains (losses) on	(1,192)	(105,099)	(10,074)	(289,853)

securities

Comprehensive Income (Loss)	\$	(820,581)	\$	(907,771)	\$	(1,743,068)	\$	(1,803,142)
Weighted average number of shares								
Outstanding (1,000's)		192,661		137,761		183,628		132,651
Earnings (Loss) per share, basic and diluted	\$	(0.004)	\$	(0.006)	\$	(0.009)	\$	(0.011)

See Notes to Condensed Consolidated Financial Statements

F-36

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ITRONICS INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE SIX MONTHS ENDED JUNE 30, 2005 AND 2004  
(UNAUDITED)

	Six Months Ended June 30,	
	2005	2004
Cash flows from operating activities		
Net income (loss)	\$ (1,732,994)	\$ (1,513,289)
Adjustments to reconcile net loss to cash used by operating activities:		
Depreciation and amortization	130,884	157,449
Interest on convertible notes	180,038	261,411
Marketable securities received for services	(116,193)	(15,256)
(Gain) Loss on investments	10,116	(97,802)
Addition of silver in solution inventory by offsetting photochemical processing fees	(11,144)	(51,212)
Stock option compensation	37,112	123
Other	(1,725)	-
Expenses paid with issuance of common stock	429,453	310,925
(Increase) decrease in:		
Trade accounts receivable	36,770	(71,142)
Inventories	(640)	(53,159)
Prepaid expenses and deposits	(15,295)	1,805
Increase (decrease) in:		
Accounts payable	43,990	77,479
Accrued management salaries	139,672	52,431
Accrued expenses and contracts payable	(48,119)	58,077
Accrued interest	65,864	16,358
<b>Net cash used by operating activities</b>	<b>(852,211)</b>	<b>(865,802)</b>
Cash flows from investing activities:		
Acquisition of property and equipment	(5,589)	(8,922)
Acquisition of intangibles	(5,000)	-
Proceeds from sale of investments	10,177	223,139
<b>Net cash provided (used) by investing activities</b>	<b>(412)</b>	<b>214,217</b>
Cash flows from financing activities:		
Proceeds from sale of stock	570,000	712,000
Proceeds from debt, stockholder	90,000	-
Proceeds from short term debt, unrelated	125,000	-
Proceeds from receivable/inventory factoring, net	93,081	38,641
Payments on debt	(60,846)	(112,080)
<b>Net cash provided by financing activities</b>	<b>817,235</b>	<b>638,561</b>
<b>Net increase (decrease) in cash</b>	<b>(35,388)</b>	<b>(13,024)</b>

Cash, beginning of period	5,180	34,499
Cash, end of period	\$ (30,208)	\$ 21,475

See Notes to Condensed Consolidated Financial Statements

F-37

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2005  
(UNAUDITED)

1. The unaudited condensed consolidated financial statements presented herein have been prepared in accordance with the instructions to Form 10-QSB and do not include all of the information and disclosures required by U.S. Generally Accepted Accounting Principles. Therefore, these financial statements should be read in conjunction with the consolidated financial statements and related footnotes included in the Company's Form 10-KSB for the year ended December 31, 2004. These financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the results for the interim periods reported. Certain amounts from the prior period have been reclassified to be consistent with the current period presentation.

2. The Company's consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company and its subsidiaries have reported recurring losses from operations, including a net loss of \$1,732,994 during the six months ended June 30, 2005, a working capital deficit of \$4,936,355, and a stockholders' deficit balance of \$2,326,651 as of June 30, 2005. These factors indicate the Company and its subsidiaries' ability to continue in existence is dependent upon their ability to obtain additional long-term debt and/or equity financing and achieve profitable operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company and its subsidiaries be unable to continue in existence. The results of operations for the six months ended June 30, 2005 were affected by rainy weather in California and are not necessarily indicative of the results to be expected for the full year.

3. A Private Placement of restricted stock with attached three year warrants was closed in June 2005. Terms of the Placement included an offering price of \$0.05 per share, plus an attached three year warrant for one half the number of shares with an exercise price of \$0.085 for the first year, double that amount for the second year, and triple that amount for the third year. During the six months ended June 30, 2005 \$570,000 was received from this private placement.

4. In June 2005 the Company obtained short term financing totaling \$125,000. Subsequent to June 30, 2005, the Company arranged convertible debt financing from four unrelated Investors totaling up to \$3,250,000. The first funding of the loan was for \$1,250,000 and the Company received net proceeds after financing costs of \$866,200 plus payment of the above mentioned short term loan and accrued interest. The second funding, for gross proceeds of \$1,000,000, will be received once a registration statement is filed with the U.S. Securities and Exchange Commission, and the third funding, for gross proceeds of \$1,000,000, will be received once the registration statement becomes effective. The loans are for three years and they accrue interest at 8% per annum. The Investors will receive five year warrants to acquire 3,000,000 Company common shares at an exercise price of \$0.15 per share. The warrants will be issued proportionally as each of the fundings is completed. The loans are convertible into common shares at the lesser of \$0.10 or 55% of the average of the lowest 3 trading prices during the 20 trading day period ending one trading day before the conversion date. The loans are secured by a

F-38

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2005  
(UNAUDITED)

security interest in substantially all of the Company's assets, including the assets of its wholly owned subsidiaries, and intellectual property. The loans are further secured by 14,550,558 Company common shares owned by an officer/stockholder.

During the second quarter of 2005, the Company renegotiated its account receivable factoring arrangement. The Company now factors specified raw material inventory items, the related finished GOLD'n GRO fertilizer products, and the related accounts receivable from the sale of the specified GOLD'n GRO fertilizers. The Company also factored the sale of two Photochemical Concentrators during the quarter. The balance due under these arrangements was \$144,310 at June 30, 2005. These loans are secured by a security interest in the related inventory and account receivable items.

5. The Company may become involved in a lawsuit or legal proceeding at any time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an unexpected adverse result may arise that may adversely affect our business. Certain lawsuits have been filed against us for collection of funds due that are delinquent, as described below. The Company is currently not aware of any litigation pending or threatened for any reason other than collection of funds due and already recorded. The Company is not aware of any additional legal proceeding or claims that the Company believes will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

As of June 30, 2005 total recorded liabilities of \$802,166 including accrued interest to June 30, 2005, were subject to a total of 15 separate lawsuits for the collection of the funds due. These include 12 leases totaling \$604,896 (reflected in Current Maturities of Capital Lease Obligations) plus \$56,960 in additional interest (reflected in Accrued Interest) and three trade payables totaling \$129,191 (reflected in Accounts Payable) plus \$11,119 in additional interest (reflected in Accrued Interest). The leases are individually secured by specified equipment.

The accrued interest noted above was recorded based on our assessment of additional amounts the Company believes is probable and is related to four cases originally seeking \$423,375; the creditors have received judgments in three of these cases and the fourth is in litigation. The Company will continue to accrue interest until these cases are settled or paid in full.

The Company estimates an additional \$48,600 interest may be possible on other cases; however, the Company has not accrued this amount because it does not believe it is likely to be incurred. This estimate is related to four cases, three of which, originally seeking a total of \$181,672, are presently in settlement negotiations with creditors' counsel. An offer to settle the three cases for less than our recorded liability has been received; if the Company accepts the offer, the Company will incur a small gain. The fourth case, seeking \$35,210, was filed in March 2003, and no further contact has taken place since then. During the third quarter of 2005, the Company paid off one suit totaling \$36,626 including interest and costs of \$17,200 that had not been accrued; this loss will be recorded in the third quarter.

As of June 30, 2005, the Company was delinquent on previously negotiated payment terms for six cases with a recorded liability of \$95,383. All six have since been brought current.

Successful settlement of the above claims is dependent on future financing.

As of December 31, 2004 certain subsidiaries were delinquent on approximately \$206,200 in federal payroll taxes. These amounts are included Accrued expenses in the Balance Sheet. Subsequent to June 30, 2005, the taxes were paid

in full.

F-39

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2005  
(UNAUDITED)

6. As of June 30, 2005 lease payments totaling \$796,216 were in arrears. As required by U.S. Generally Accepted Accounting Principles, the principal balance of the leases that are in default have been classified as current liabilities. The Company is in ongoing communication with the lessors to avoid action that may be adverse to the Company.

In 2003 an offer was made to extend the Series 2000 Convertible Promissory Notes. The holders of \$80,000 of the Notes have not responded to the offer and that amount, plus \$55,452 in accrued interest, remains in default.

As of June 30, 2005, the Company was delinquent on real property taxes in the amount of \$14,630 plus interest and penalties and was delinquent two monthly payments totaling \$13,202 plus late charges on the promissory note. This is a default of the promissory note and deed of trust secured by the Stead manufacturing facility. The lender was aware of the situation and took no collection action. Subsequent to June 30, 2005 the taxes and payments were brought current. In accordance with U.S. Generally Accepted Accounting Principles, the long term portion of the principal balance of the note, in the amount of \$458,081, which would otherwise have been classified as a current liability, has been classified as a long term liability.

7. During the six months ended June 30, 2005 convertible promissory notes totaling \$626,100 principal and \$256,596 accrued interest were converted into common stock at \$0.10 per share.

8. Significant non-cash operating, investing, and financing activities for the six months ended June 30, 2005 include the conversion of \$882,696 in convertible promissory notes and accrued interest into restricted common stock and the acquisition of the product rights to GOLD'n GRO Guardian fertilizer for \$71,500 in restricted common stock.

F-40

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ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2005  
(UNAUDITED)

9. Warrants, options, and shares to be issued, totaling 62,553,670 and 66,217,576 shares as of June 30, 2005 and 2004, respectively, would dilute future Earnings Per Share (EPS). No diluted EPS is presented as the effect of including these shares is antidilutive.

10. Following is financial information for each of the Company's segments. No changes have occurred in the basis of segmentation since December 31, 2004.

Reconciliation of segment revenues, gross profit (loss), operating income (loss), other income (expense), and net income (loss) before taxes to the respective consolidated amounts follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
<b>Revenues:</b>				
Photochemical Fertilizer	\$ 523,667	\$ 573,511	\$ 783,841	\$ 900,507
Mining Technical Services	33,661	52,659	83,460	132,503
<b>Consolidated Revenues</b>	<b>\$ 557,328</b>	<b>\$ 626,170</b>	<b>\$ 867,301</b>	<b>\$ 1,033,010</b>
<b>Gross Profit (Loss):</b>				
Photochemical Fertilizer	\$ 20,718	\$ 42,372	\$ (21,446)	\$ 6,733
Mining Technical Services	(10,048)	(4,800)	(9,019)	(2,894)
<b>Consolidated Gross Profit (Loss)</b>	<b>\$ 10,670</b>	<b>\$ 37,572</b>	<b>\$ (30,465)</b>	<b>\$ 3,839</b>
<b>Operating Income (Loss):</b>				
Photochemical Fertilizer	\$ (494,262)	\$ (508,586)	\$ (1,097,807)	\$ (992,089)
Mining Technical Services	(118,706)	(113,810)	(261,029)	(207,920)
<b>Consolidated Operating Income (Loss)</b>	<b>\$ (612,968)</b>	<b>\$ (622,396)</b>	<b>\$ (1,358,836)</b>	<b>\$ (1,200,009)</b>
<b>Other Income (Expense):</b>				
Photochemical Fertilizer	\$ (201,722)	\$ (202,325)	\$ (365,774)	\$ (411,095)
Mining Technical Services	(4,699)	22,049	(8,384)	97,815
<b>Consolidated Other Income (Expense)</b>	<b>\$ (206,421)</b>	<b>\$ (180,276)</b>	<b>\$ (374,158)</b>	<b>\$ (313,280)</b>
<b>Net Income (Loss) before taxes:</b>				
Photochemical Fertilizer	\$ (695,984)	\$ (710,911)	\$ (1,463,581)	\$ (1,403,184)
Mining Technical Services	(123,405)	(91,761)	(269,413)	(110,105)
<b>Consolidated Net Income (Loss) before taxes</b>	<b>\$ (819,389)</b>	<b>\$ (802,672)</b>	<b>\$ (1,732,994)</b>	<b>\$ (1,513,289)</b>



ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2005  
(UNAUDITED)

Identifiable assets by business segment for the major asset classifications and reconciliation to total consolidated assets are as follows:

	June 30, 2005	December 31, 2004
<b>Current Assets:</b>		
Photochemical Fertilizer	\$ 768,540	\$ 684,754
Mining Technical Services	129,433	157,603
	897,973	842,357
<b>Property and Equipment, net:</b>		
Photochemical Fertilizer	2,924,166	3,010,749
Mining Technical Services	107,210	122,342
	3,031,376	3,133,091
<b>Other Assets, net:</b>		
Photochemical Fertilizer	116,199	52,697
Mining Technical Services	826,117	1,246,824
	942,316	1,299,521
<b>Total Assets:</b>		
Photochemical Fertilizer	3,808,905	3,748,200
Mining Technical Services	1,062,760	1,526,769
	4,871,665	5,274,969
<b>Total Segment Assets</b>	<b>4,871,665</b>	<b>5,274,969</b>
Itronics Inc. assets	23,373,109	22,504,867
Less: inter-company elimination	(24,096,595)	(23,631,896)
<b>Consolidated Assets</b>	<b>\$ 4,148,179</b>	<b>\$ 4,147,940</b>

ITRONICS INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2005  
(UNAUDITED)

11. The Company holds marketable securities that are available for sale, which consist solely of equity securities. The carrying amount on the balance sheets of these securities is adjusted to fair value at each balance sheet date. The adjustment to fair value is an unrealized holding gain or loss that is reported in Other Comprehensive Income. At present, these unrealized gains or losses are the only component of Accumulated and Other Comprehensive Income. The Company had Accumulated Unrealized Holding Losses of \$19,642 at June 30, 2005 and \$9,568 at December 31, 2004. No gains were reclassified out of accumulated other comprehensive income into earnings during 2005 and no losses were reclassified out of accumulated other comprehensive income into earnings during 2004. The table below illustrates the amount of unrealized holding gains and losses included in other comprehensive income, net of tax effects of \$0. The reclassification adjustment listed in the below table represents unrealized holding gains and losses transferred into earnings as securities are sold.

Following are the components of Other Comprehensive Income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Unrealized holding gains (losses) arising during the period	\$ (13,031)	\$ (57,886)	\$ (18,043)	\$ (110,588)
Reclassification adjustment	11,839	(47,213)	7,969	(179,265)
Other Comprehensive Income (Loss)	\$ (1,192)	\$ (105,099)	\$ (10,074)	\$ (289,853)

Following is a summary of gross proceeds and gains and losses from sales of available for sale marketable securities:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Gross proceeds from sales of securities	\$ 5,947	\$ 69,744	\$ 10,177	\$ 223,139
Gross gains from sale of securities	\$ -	\$ 22,044	\$ -	\$ 97,802
Gross losses from sale of securities	(6,431)	-	(10,116)	-
Net Gains (Losses) from sale of securities	\$ (6,431)	\$ 22,044	\$ (10,116)	\$ 97,802

12. The Company applies APB Opinion 25 in accounting for stock options. The following table shows a comparison of option compensation expense between this method compared to the Fair Market Value method under FASB Statement No. 123. The table also indicates the impact on net loss and loss per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Option Compensation Expense:				
As reported	\$ 4,178	\$ -	\$ 37,112	\$ 123

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Adjustment for additional expense				
for fair value of options	623	38,296	3,755	39,418
Pro forma	\$ 4,801	\$ 38,296	\$ 40,867	\$ 39,541
Net Income (Loss):				
As reported	\$ (819,389)	\$ (802,672)	\$ (1,732,994)	\$ (1,513,289)
Adjustment for additional expense				
for fair value of options	(623)	(38,296)	(3,755)	(39,418)
Pro forma	\$ (820,012)	\$ (840,968)	\$ (1,736,749)	\$ (1,552,707)
Earnings (Loss) per share,				
basic and diluted				
As reported	\$ (0.004)	\$ (0.006)	\$ (0.009)	\$ (0.011)
Pro forma	\$ (0.004)	\$ (0.006)	\$ (0.009)	\$ (0.012)

F-43

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TABLE OF CONTENTS

	Page
Prospectus Summary	3
Recent Developments	
Risk Factors	6
Use of Proceeds	12
Market For Common Equity And Related Stockholder Matters	15
Management's Discussion And Analysis or Plan Of Operation	17
Business	37
Description of Property	51
Legal Proceedings	53
Management	54
Executive Compensation	56
Certain Relationships And Related Transactions	23
Security Ownership Of Certain Beneficial Owners And Management	60
Description of Securities	61
Indemnification for Securities Act Liabilities	61
Plan of Distribution	61
Selling Stockholders	64
Legal Matters	69
Experts	69
Available Information	69
Index To Financial Statements	70

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UP TO 40,000,000 SHARES  
OF OUR  
OF COMMON STOCK

Itronics Inc.

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PROSPECTUS

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November 10, 2005

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Texas law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our right and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in its Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.**

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

**NATURE OF EXPENSE AMOUNT**

SEC Registration fee	\$ 376.64
Accounting fees and expenses	10,000.00*
Legal fees and expenses	45,000.00*
Miscellaneous	3,745.70*
<b>TOTAL</b>	<b>\$ 59,122.34*</b>

\* Estimated and previously paid.



**ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.**

Following is a summary of unregistered securities issued during the period July 1, 2002 through August 31, 2005.

In August 2002, we issued a 2002 Series Convertible Promissory Note in the amount of \$10,000 to one accredited investor. The Note is due in three years, accrues interest at 12% per annum, and the Note and accrued interest are convertible into restricted common stock at a conversion price of \$0.25 per share at any time during the three years.

In August 2002, an aggregate of 2,500 restricted shares of common stock valued at \$750 were issued to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2002.

In August 2002, we issued shares of common stock to the following employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	5,158 shares valued at \$1,527
Michael C. Horsley, Controller	2,301 shares valued at \$690
Duane H. Rasmussen, Vice President	7,721 shares valued at \$2,295

In August 2002, we issued an aggregate of 5,350 shares of common stock to Taylor Hard Money Advisors, Inc., valued at \$750, as compensation for consulting services performed on our behalf.

In September 2002, we issued a 2002 Series Convertible Promissory Note in the amount of \$10,000 to one accredited investor. The Note is due in three years, accrues interest at 12% per annum, and the Note and accrued interest are convertible into restricted common stock at an conversion price of \$0.15 per share at any time during the three years.

In October 2002, we issued an aggregate of 2,500 shares of common stock valued at \$525 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2002.

In October 2002, we issued shares of common stock to the following employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	12,322 shares valued at \$2,466
Michael C. Horsley, Controller	2,884 shares valued at \$581
Duane H. Rasmussen, Vice President	15,474 shares valued at \$3,105

In October 2002, we issued an aggregate of 26,302 shares of common stock, valued at \$6,242, to three employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In November 2002, we issued an aggregate of 15,000 shares of common stock, valued at \$1,500, to Taylor Hard Money Advisors, Inc. as compensation for consulting services performed on our behalf.

In December 2002, we issued an aggregate of 531,250 shares of common stock to four accredited investors at \$0.08 per share for a total of \$42,500. In addition, three year warrants to purchase an aggregate of 531,250 shares of common stock were granted to these investors. The exercise price for the warrants is \$0.08 per share for the first year, \$0.16 per share for the second year, and \$0.24 per share for the third year.



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We issued an option to purchase 3,000,000 shares of common stock on July 1, 2002 to John W. Whitney, our President, as compensation for services performed on our behalf. The option is exercisable at \$0.30 per share and expires one year after his employment with our company is terminated.

On October 2, 2002, we issued a compensatory option to purchase 250,000 shares of common stock to John W. Whitney, our President. The option is exercisable at \$0.20 per share, and expires five years from the date of issuance.

On September 30, 2002 and December 31, 2002, we issued three year options to purchase an aggregate of 6,000 shares of our common stock to Michael C. Horsley, our Controller, as compensation for services performed on our behalf. The options are exercisable at \$0.50 per share.

During the period September 1, 2002 through December 31, 2002, we issued options to purchase an aggregate of 20,000 shares of our common stock to four of our employees as compensation for services performed on our behalf. The options are for three to ten years and are exercisable at prices ranging from \$0.50 to \$0.90 per share.

In October 2002, we issued an aggregate of 2,500 shares of common stock, valued at \$525, to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2002.

In November 2002, John W. Whitney, our President, assigned options to acquire an aggregate of 1,050,000 shares of common stock of Golden Phoenix Minerals, Inc. (GPXM) to Whitney & Whitney, Inc., one of our subsidiaries. The options were valued at \$109,275 and payment for the options was with 1,365,938 shares of common stock, which included a warrant for an equal number of restricted common shares. The warrant expires three years after the date of issuance and is exercisable at \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year. The shares and warrant were issued under the same terms and conditions as for other investors in the aforementioned private placement. The shares were issued in June 2003.

During the year ended December 31, 2002, we issued options to purchase an aggregate of 9,442,557 shares of common stock to the holders of our 2000 through 2002 Series Convertible Promissory Notes as payment of accrued interest on such notes. The options are exercisable at prices ranging from \$0.10 to \$1.18.

During the first quarter of 2003, we issued an aggregate of 1,862,500 shares of common stock to nine accredited investors at \$0.08 per share for a total of \$149,000. These investors also received three year warrants to purchase an aggregate of 1,862,500 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In January 2003, an investor in the 2000 Series Convertible Promissory Notes converted an aggregate of \$25,900 in principal and accrued interest payable under the notes. Accordingly, we issued an aggregate of 322,500 shares of common stock at \$0.08 per share to the investor plus a three year warrant to purchase an aggregate of 322,500 shares of common stock at an exercise price of \$0.08 during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In January 2003, we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, one of our directors, at \$0.08 per share for a total of \$5,000, as compensation for services performed on our behalf in his capacity as a director of our company. In addition, we issued three year warrants to purchase an aggregate of 62,500 shares of common stock to Mr. Durckel at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In March 2003, we issued an aggregate of 13,400 shares of common stock to Paul H. Durckel, one of our directors, at \$0.08 per share for a total of \$1,072 in short term loans and accrued interest. In addition, issued a three year warrant to Mr. Durckel to purchase an aggregate of 13,400 shares of our common stock at an exercise price of \$0.08 during the

first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

53

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During the first quarter of 2003, we issued an aggregate of 1,085,289 shares of our common stock to four accredited investors who converted an aggregate of \$201,457 of principal and interest payable under certain convertible promissory notes into common stock at a conversion price \$0.20 per share. The number of shares includes an aggregate of 78,000 shares of our common stock that were issued to one accredited investor at a price adjustment for a Note he converted in 2001.

In January 2003, we issued an aggregate of 2,500 shares of common stock valued at \$275 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the fourth quarter of 2002.

In January 2003, we issued shares of our common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	29,484 shares valued at \$3,402
Michael C. Horsley, Controller	8,087 shares valued at \$927
Duane H. Rasmussen, Vice President	33,869 shares valued at \$3,915

In January 2003, we issued an aggregate of 44,301 shares of common stock, valued at \$5,104, to three employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

During the second quarter of 2003, we issued an aggregate of 325,000 shares of common stock to two accredited investors at \$0.08 per share for a total of \$26,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 325,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

During the second quarter of 2003, we issued an aggregate of 987,833 shares of common stock to six accredited investors who converted \$176,676 in convertible promissory notes, including principal and accrued interest into common stock at conversion prices ranging from \$0.15 to \$0.20 per share.

In May 2003, we issued an aggregate of 2,500 shares of common stock, valued at \$300, to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the first quarter of 2003.

In May 2003, shares of common stock were issued to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	20,331 shares valued at \$2,316
Michael C. Horsley, Controller	10,750 shares valued at \$1,238
Duane H. Rasmussen, Vice President	40,298 shares valued at \$4,635

In May 2003 we issued an aggregate of 66,296 shares of common stock, valued at \$7,709, to four employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In June 2003, we issued an aggregate of 1,365,938 shares of common stock to John W. Whitney, our President, valued at \$109,275 in exchange for the assignment of certain options to acquire common stock of Golden Phoenix Minerals,

Inc..

During the third quarter of 2003, we issued an aggregate of 4,562,500 shares of common stock to nineteen investors at \$0.08 per share for a total of \$365,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 4,562,500 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

54

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During the third quarter of 2003, we issued an aggregate of 8,336,610 shares of common stock to eighteen accredited investors who converted \$928,342 in convertible promissory notes, including principal and accrued interest, into common stock at conversion prices ranging from \$0.125 to \$0.15 per share.

In July 2003, we issued an aggregate of 400,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$32,000. In addition, we issued Mr. Whitney three year warrants to purchase an aggregate of 400,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year

In August 2003 we issued an aggregate of 400,000 shares of common stock to Mr. Whitney at \$0.08 per share for a total of \$32,000. In addition, we issued Mr. Whitney three year warrants to purchase an aggregate of 400,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In July 2003 we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, our Director, at \$0.08 per share for a total of \$5,000. In addition, we issued Mr. Durckel a three year warrant to purchase an aggregate of 62,500 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In August 2003, we issued an aggregate of 300,000 shares of common stock to one accredited investor, valued at \$40,500.

In August 2003, we issued an aggregate of 2,500 shares of common stock valued at \$275 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2003.

In September 2003, we issued an aggregate of 1,000,000 shares of common stock at \$0.08 per share for a total of \$80,000 to John W. Whitney, our President, upon his exercise of warrants.

In September 2003, we issued an aggregate of 250,000 shares of common stock to three accredited investors at \$0.08 per share for a total of \$20,000 upon the exercise of warrants.

In September 2003, Duane H. Rasmussen, our Vice President, converted \$170,000 of his unpaid salary. He will be issued an aggregate of 2,125,000 shares of common stock and a three year warrant to purchase an aggregate of 2,125,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year. The shares will be issued when sufficient cash is available to pay required payroll tax withholding.

In September 2003, Michael C. Horsley, our Controller, converted \$50,000 of his unpaid salary.. He will be issued an aggregate of 625,000 shares of common stock and he was issued a three year warrant to purchase an aggregate of 625,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year. The shares will be issued when sufficient cash is available to pay required payroll tax withholding.

During the fourth quarter of 2003, we issued an aggregate of 931,250 shares of common stock to four accredited investors at \$0.08 per share for a total of \$74,500. In addition, we issued to these investors three year warrants to purchase an aggregate of 931,250 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

During the fourth quarter of 2003, we issued an aggregate of 1,023,511 shares of common stock to five accredited investors who converted \$130,145 in convertible promissory notes, including principal and accrued interest, into

common stock at conversion prices ranging from \$0.125 to \$0.15 per share.

In November and December 2003, we issued an aggregate of 706,250 shares of common stock to three accredited investors at \$0.08 per share for a total of \$56,500 upon the exercise of their warrants.



In October 2003, we issued an aggregate of 150,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$12,000 upon the exercise of a warrant.

In November 2003 we issued an aggregate of 215,938 shares of common stock to Mr. Whitney, at \$0.08 per share for a total of \$17,275 upon the exercise of a warrant.

In October 2003, we issued an aggregate of 2,500 shares of common stock valued at \$425 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2003.

In November 2003, we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, our Director, at \$0.08 per share for a total of \$5,000. In addition, we issued Mr. Durckel a three year warrant to purchase an aggregate of 62,500 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In December 2003, we issued an aggregate of 300,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$24,000. In addition, we issued Mr. Whitney three year warrants to purchase an aggregate of 300,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In December 2003, we issued an aggregate of 1,215,000 shares of common stock to three employees who converted \$121,500 in unpaid salary to stock.

In December 2003, we issued an aggregate of 186,972 shares of common stock to John W. Whitney, our President, valued at \$26,274, for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In December 2003, John W. Whitney, our President, converted \$260,000 of his unpaid salary. He will be issued an aggregate of 3,250,000 shares of common stock and he was issued a three year warrant to purchase an aggregate of 3,250,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year. The shares will be issued when sufficient cash is available to pay required payroll tax withholding.

Options to purchase an aggregate of 14,000 shares of common stock were granted to two employees during the year ended December 31, 2003 as compensation for services performed on our behalf. The options are for three to ten years and are exercisable at prices ranging from \$0.50 to \$0.90 per share.

During the year ended December 31, 2003, the accrued interest on the 2000 through 2002 Series Convertible Promissory Notes resulted in the granting of additional options to acquire an aggregate of 24,291,862 shares of common stock. The options are exercisable at prices ranging from \$0.10 to \$1.18. The 2000 Series Convertible Promissory Notes were due in 2003, and during that and subsequent years, we negotiated three year extensions on all but \$80,000 of the Notes. Revised terms of the extended Notes included a reduction of the conversion prices from a range of \$0.65 to \$1.18 down to \$0.125 and an increase in the interest rate from 9% to 12%.

During the first quarter of 2004, we issued an aggregate of 2,137,500 shares of common stock to three accredited investors at \$0.08 per share for a total of \$171,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 2,137,500 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

During the first quarter of 2004, we issued an aggregate of 1,070,000 shares of common stock to four accredited investors at \$0.10 per share for a total of \$107,000. In addition, we issued to these investors three year warrants to

purchase 535,000 shares of common stock at an exercise price of \$0.10 per share during the first year, \$0.20 per share during the second year, and \$0.30 per share during the third year.

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In January 2004, we issued an aggregate of 200,000 shares of common stock to one accredited investor at \$0.10 per share for a total of \$20,000. In addition, we issued to this investor a three year warrant to purchase 200,000 shares of common stock at an exercise price of \$0.10 per share during the first year, \$0.20 per share during the second year, and \$0.30 per share during the third year.

During the first quarter of 2004, we issued an aggregate of 260,000 shares of common stock to two accredited investors at \$0.125 per share for a total of \$32,500. In addition, we issued to these investors three year warrants to purchase 130,000 shares of common stock at an exercise price of \$0.125 per share during the first year, \$0.25 per share during the second year, and \$0.375 per share during the third year.

During the first quarter of 2004, we issued an aggregate of 562,500 shares of common stock to three accredited investors at \$0.08 per share for a total of \$45,000 upon the exercise of their warrants for cash.

During the first quarter of 2004, we issued an aggregate of 3,481,774 shares of common stock to seven accredited investors who converted \$436,605 in convertible promissory notes, including principal and accrued interest into common stock at conversion prices ranging from \$0.10 to \$0.15 per share.

In January 2004, we issued an aggregate of 250,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$20,000. In addition, we issued to Mr. Whitney three year warrants to purchase an aggregate of 250,000 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In January 2004, we issued an aggregate of 150,461 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$12,037 in short term debt and accrued interest. In addition, we issued to Mr. Whitney three year warrants to purchase an aggregate of 150,461 shares of common stock at an exercise price of \$0.08 per share during the first year, \$0.16 per share during the second year, and \$0.24 per share during the third year.

In January 2004, we issued an aggregate of 2,500 shares of common stock valued at \$375 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the fourth quarter of 2003.

In March 2004, we issued an aggregate of 200,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$16,000 upon the exercise of a warrant for cash.

In March 2004, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	60,871 shares valued at \$8,976
Michael C. Horsley, Controller	85,868 shares valued at \$12,080
Duane H. Rasmussen, Vice President	191,794 shares valued at \$26,635

In March 2004, we issued an aggregate of 144,912 shares of common stock, valued at \$19,427, to four employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

During the second quarter of 2004, we issued an aggregate of 2,844,000 shares of common stock to six accredited investors at \$0.125 per share for a total of \$355,500. In addition, we issued to these investors three year warrants to purchase 1,422,000 shares of common stock at an exercise price of \$0.125 per share during the first year, \$0.25 per share during the second year, and \$0.375 per share during the third year.

During the second quarter of 2004, we issued an aggregate of 4,738,962 shares of common stock to fifteen accredited investors who converted \$707,812 in convertible promissory notes, including principal and accrued interest, into common stock at prices ranging from \$0.125 to \$0.15 per share.

57

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In April 2004, we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, our Director, at \$0.08 per share for a total of \$5,000 upon the exercise of a warrant for cash.

In April 2004, we issued an aggregate of 2,500 shares of common stock valued at \$475 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the first quarter of 2004.

In April 2004, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	54,269 shares valued at \$9,912
Michael C. Horsley, Controller	17,236 shares valued at \$3,150
Duane H. Rasmussen, Vice President	42,926 shares valued at \$7,845

In April 2004 we issued an aggregate of 5,909 shares of common stock, valued at \$1,081, to one employee for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In June 2004, we issued an aggregate of 47,768 shares of common stock to Paul H. Durckel, our Director, upon his conversion of \$7,165 in convertible promissory notes, including principal and accrued interest at a conversion price of \$0.15 per share.

In June 2004, we issued an aggregate of 200,000 restricted common shares valued at \$21,000 to Westport Strategic Partners, Inc. for professional consulting services.

In July 2004, we issued an aggregate of 200,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$16,000. Mr. Whitney exercised a warrant by converting that amount of accrued interest on short term loans into common stock.

In August 2004, we issued an aggregate of 950,000 shares of common stock to John W. Whitney at \$0.08 per share for a total of \$76,000 upon his exercise of warrants for cash.

In August 2004, we issued an aggregate of 2,500 shares of common stock valued at \$300 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2004.

In August 2004, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

	93,541 shares valued at
John W. Whitney, President	\$10,851
Michael C. Horsley, Controller	27,078 shares valued at \$3,150
Duane H. Rasmussen, Vice President	67,439 shares valued at \$7,845

In August 2004, we issued an aggregate of 8,350 shares of common stock, valued at \$977, to one employee for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using

the weighted average of the closing bid prices.

In September 2004, we issued an aggregate of 400,461 shares of common stock to John. W. Whitney, our President, at \$0.08 per share for a total of \$32,037 upon his exercise of warrants for cash.

In September 2004, we issued an aggregate of 1,875,000 shares of common stock to John. W. Whitney, our President, at \$0.08 per share for a total of \$150,000 upon his exercise of warrants. The \$150,000 consists of \$20,971 paid in cash and \$129,029 in short term loans and accrued interest.

58

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In September 2004, we issued an aggregate of 83,627 shares of common stock to one accredited investor who converted \$12,544 in convertible promissory notes, including principal and accrued interest into common stock at a conversion price of \$0.15 per share.

During the fourth quarter of 2004, we issued an aggregate of 3,300,000 shares of common stock to eight accredited investors at \$0.05 per share for a total of \$165,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 1,650,000 shares of common stock at an exercise price of \$0.075 per share during the first year, \$0.15 per share during the second year, and \$0.225 per share during the third year.

During the fourth quarter of 2004, we issued an aggregate of 7,757,236 shares of common stock to four accredited investors who converted \$798,094 in convertible promissory notes, including principal and accrued interest at conversion prices ranging from \$0.10 to \$0.15 per share.

In October 2004, we issued an aggregate of 250,000 shares of common stock to John W. Whitney, our President, at \$0.8 per share for a total of \$20,000 upon the exercise of a warrant for cash.

In October 2004, we issued an aggregate of 200,000 shares of common stock valued at \$13,700 to Sussex Avenue Partners LLC for professional consulting services performed on our behalf.

In November 2004, we issued an aggregate of 350,000 shares of common stock valued at \$24,850 to Ken Weiner for professional consulting services performed on our behalf.

In November 2004, we issued an aggregate of 2,500 shares of common stock valued at \$200 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2004.

In November 2004, we issued an aggregate of 141,515 shares of common stock valued at \$11,787 to John W. Whitney, our President, for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In November 2004, we issued an aggregate of 250,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$20,000 upon the exercise of a warrant for cash.

In May 2004 we granted options to certain management and employees as compensation for services performed on behalf of our company. The options are exercisable at \$0.15 per share and expire one year after the employment of the respective employee is terminated. The number of common shares underlying the options by employee follows:

John W. Whitney, President	550,000
Duane H. Rasmussen, Vice President	425,000
Michael C. Horsley, Controller	200,000
Four other employees	425,000

We issued options to purchase an aggregate of 9,000 shares of common stock to Michael C. Horsley, our Controller on August 1 and November 1, 2004 as compensation for services performed on behalf of our company. The options are exercisable at \$0.15 per share and expire three years after grant.

Five other employees were granted options to purchase an aggregate of 57,000 shares of common stock during 2004 as compensation for services performed on behalf of our company. The options are exercisable at \$0.15 per share and expire in three to ten years from grant.

During the year ended December 31, 2004, the accrued interest on the 2000 through 2002 Series Convertible Promissory Notes resulted our issuance of additional options to purchase an aggregate of 3,784,086 shares of common stock. The options are exercisable at prices ranging from \$0.10 to \$1.18.



During the first quarter of 2005, we issued an aggregate of 11,850,000 shares of common stock to forty accredited investors at \$0.05 per share for a total of \$592,500. In addition, we issued to these investors three year warrants to purchase an aggregate of 5,925,000 shares of common stock at an exercise price of \$0.075 per share during the first year, \$0.15 per share during the second year, and \$0.225 per share during the third year.

During the first quarter of 2005, we issued an aggregate of 8,193,081 shares of common stock to twenty-two accredited investors who converted \$835,230 in convertible promissory notes, including principal and accrued interest into common stock at conversion prices ranging from \$0.10 to \$0.15 per share.

In January 2005, we issued an aggregate of 2,400,000 shares of common stock at \$0.05 per share to John W. Whitney, our President, for a total of \$120,000. Mr. Whitney converted short term loans. In addition, we issued to Mr. Whitney warrants to purchase an aggregate of 1,200,000 shares of common stock at an exercise price of \$0.075 per share during the first year, \$0.15 per share during the second year, and \$0.225 per share during the third year.

In January 2005, we issued an aggregate of 625,000 shares of common stock to John W. Whitney, our President, at \$0.08 per share for a total of \$50,000 upon the exercise of a warrant. Mr. Whitney exercised the warrant by converting \$50,000 in short term loans into common stock.

In February 2005, we issued an aggregate of 2,500 shares of common stock valued at \$175 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the fourth quarter of 2004.

In February 2005, we issued an aggregate of 191,864 shares of common stock valued at \$12,726 to John W. Whitney, our President, for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In March 2005, we issued an aggregate of 41,667 shares of common stock valued at \$3,750 to Cervelle Group LLC as compensation for consulting services performed on our behalf.

In March 2005, we issued an aggregate of 200,000 shares of common stock valued at \$16,200 to Sussex Avenue Partners, LLC as compensation for consulting services performed on our behalf. In addition, we issued to Sussex Avenue Partners, LLC a two year warrant to purchase an aggregate of 2,000,000 shares of common stock at an exercise price of \$0.10 per share.

In June 2005, we issued an aggregate of 200,000 shares of common stock to one accredited investor at \$0.05 per share for a total of \$10,000. In addition, we issued to this investor a three year warrant to purchase an aggregate of 100,000 shares of common stock at an exercise price \$0.075 per share during the first year, \$0.15 per share during the second year, and \$0.225 per share during the third year.

During the second quarter of 2005, we issued an aggregate of 474,660 shares of common stock to three accredited investors who converted \$47,466 in convertible promissory notes and accrued interest into common stock at a conversion price of \$0.10 per share.

In May 2005, we issued an aggregate of 1,000,000 shares of common stock valued at \$71,500 to Howland S. Green, our Director, for the purchase of his product rights in the GOLD'n GRO Guardian fertilizers. In addition, we issued to Mr. Green also a warrant to purchase an aggregate of 1,000,000 shares of common stock at an exercise price of \$0.10 per share. The first 500,000 shares of the warrant will vest when the Federal EPA accepts the registration application for the GOLD'n GRO Guardian and the second 500,000 shares of the warrant will vest when the Federal EPA issues the registration for the GOLD'n GRO Guardian. The entire warrant is exercisable for two years after the EPA registration is received.

In May 2005, we issued an aggregate of 2,500 shares of common stock valued at \$250 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the first quarter of 2005.

60

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In June 2005, we issued an aggregate of 62,500 shares of common stock valued at \$3,750 to Cervelle Group LLC as compensation for consulting services performed on our behalf.

In August 2005, we issued an aggregate of 2,500 shares of common stock valued at \$150 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2005.

In August 2005, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	371,232 shares valued at \$28,263
Michael C. Horsley, Controller	212,538 shares valued at \$15,890

In August 2005, we issued an aggregate of 21,444 shares of common stock, valued at \$1,664, to one employee for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In August 2005, we issued an aggregate of 1,200,000 shares of common stock to John W. Whitney, our President, at \$0.075 per share for a total of \$90,000 upon the exercise of warrants. Mr. Whitney exercised the warrant by converting \$90,000 in short term loans into common stock.

We issued options to purchase an aggregate of 9,000 shares of common stock to Michael C. Horsley, our Controller on February 1, May 1, and August 1, 2005. The options are exercisable at \$0.15 per share and expire three years after grant.

We issued options to purchase an aggregate of 108,000 shares of common stock to seven of our employees during 2005. The options are exercisable at \$0.15 to \$0.20 per share and expire in three to ten years from grant.

During the eight months ended August 31, 2005, the accrued interest on the 2000 through 2002 Series Convertible Promissory Notes resulted in the granting of additional options to purchase an aggregate of 4,793,136 shares of common stock. The options are exercisable at prices ranging from \$0.10 to \$1.18.

Unpaid salary due two management employees in the amount of \$60,800 is to be paid with an aggregate of 692,936 shares of common stock. These shares were earned as part of the employee savings plan during the period July 1, 2003 through June 30, 2005 and will be issued when sufficient cash is available to pay the required payroll tax withholding. The number of shares are calculated each month for all employees participating in the plan by using the weighted average of the closing bid prices for the respective month. The amounts and related number of shares earned by quarter for each of the employees follows:

Duane H. Rasmussen, Vice President	Amount	Shares
3 <sup>rd</sup> Quarter 2004	\$ 6,000	72,036
4 <sup>th</sup> Quarter 2004	6,000	90,373
1 <sup>st</sup> Quarter 2005	6,000	62,051
2 <sup>nd</sup> Quarter 2005	6,000	94,518
	\$ 24,000	318,978

Michael C. Horsley, Controller	Amount	Shares
3 <sup>rd</sup> Quarter 2003	\$ 3,200	18,677
4 <sup>th</sup> Quarter 2003	4,800	32,572
1 <sup>st</sup> Quarter 2004	4,800	26,264

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2 <sup>nd</sup> Quarter 2004	4,800	41,263
3 <sup>rd</sup> Quarter 2004	4,800	57,629
4 <sup>th</sup> Quarter 2004	4,800	72,297
1 <sup>st</sup> Quarter 2005	4,800	49,641
2 <sup>nd</sup> Quarter 2005	4,800	75,615
	\$ 36,800	373,958

Interest earned by Duane H. Rasmussen, our Vice President, on his unpaid salary during the period July 1, 2004 through June 30, 2005 amounted to \$37,430 and will be paid with 500,703 restricted common shares. The shares remain unissued due to income tax considerations.

On July 15, 2005, we entered into a Securities Purchase Agreement with four accredited investors (the "Investors") for up to an aggregate amount of (i) \$3,250,000 in secured convertible notes, and (ii) warrants to purchase 3,000,000 shares of our common stock (the "Financing"). The Financing will be completed in three separate closings. The first closing consisted of gross proceeds of \$1,250,000 less financing costs of \$245,000 for net proceeds of \$1,005,000. The second closing of the Financing will take place within five (5) business days after we file the registration statement required to be filed pursuant to a certain Registration Rights Agreement. Upon filing of the registration statement, we will receive gross proceeds of \$1,000,000. The third closing of the Financing will occur within five (5) business days after we have caused the Securities and Exchange Commission to declare the registration statement effective. In the third closing, we will receive gross proceeds of \$1,000,000.

The Investors received three year convertible notes (the "Notes") bearing simple interest at 8% per annum. The Notes are convertible into our common stock at a price equal to the lesser of (i) \$0.10 or (ii) a 45% discount to the average of the lowest 3 trading prices during the 20 trading day period ending one trading day before the conversion date. Further, the Investors received five year warrants to purchase a total of 1,153,846 shares of our common stock at an exercise price of \$0.15 per share. The Investors will receive warrants to acquire an additional 923,077 shares of our common stock at an exercise price \$0.15 per share at each of the remaining two additional closings of the Financing.

\* All of the above offerings and sales were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of Itronics Inc. or executive officers of Itronics Inc., and transfer was restricted by Itronics Inc. in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

Except as expressly set forth above, the individuals and entities to whom we issued securities as indicated in this section of the registration statement are unaffiliated with us.

**ITEM 27. EXHIBITS.**

The following exhibits are included as part of this Form SB-2. References to "the Company" in this Exhibit List mean Itronics Inc., a Texas corporation.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Incorporation of Itronics, Inc. (filed herewith)
3.2	Articles of Incorporation of Itronics, Inc. (incorporated by reference to the Company's Form 10-KSB filed on March 30, 1998).
3.3	Bylaws of Itronics, Inc. (filed herewith)
5.1	Sichenzia Ross Friedman Ference LLP Opinion and Consent (filed herewith)
10.1	Securities Purchase Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.2	Callable Secured Convertible Note dated July 15, 2005. (1)
10.3	Callable Secured Convertible Note dated July 15, 2005. (1)
10.4	Callable Secured Convertible Note dated July 15, 2005. (1)
10.5	Callable Secured Convertible Note dated July 15, 2005. (1)
10.6	Stock Purchase Warrant dated July 15, 2005. (1)
10.7	Stock Purchase Warrant dated July 15, 2005. (1)
10.8	Stock Purchase Warrant dated July 15, 2005. (1)
10.9	Stock Purchase Warrant dated July 15, 2005. (1)
10.10	Registration Rights Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.11	Guaranty and Pledge Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.12	Security Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.13	Intellectual Property Security Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.14	Manufacturing Agreement dated as of March 6, 1998 by and between Itronics Inc. and Western Farm Service, Inc. (filed herewith).
23.1	Cacciamatta Accountancy Corporation (filed herewith).
23.2	Consent of legal counsel (see Exhibit 5.1).

(1) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 20, 2005.

**ITEM 28. UNDERTAKINGS.**

The undersigned registrant hereby undertakes to:

(1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement, and

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For purposes of determining any liability under the Securities Act, treat the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act as part of this registration statement as of the time it was declared effective.

(5) For determining any liability under the Securities Act, treat each post-effective amendment that contains a form of prospectus as a new registration statement for the securities offered in the registration statement, and that offering of the securities at that time as the initial bona fide offering of those securities.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant, Itronics Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and has duly caused this Registration Statement on Form SB-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reno, State of Nevada on the 10th day of November 2005.

**ITRONICS INC.**

*Name: /s/ John W. Whitney  
John W. Whitney*

*Title: President, Treasurer and Director  
(Principal Executive and Financial Officer)*

*Name: /s/ Michael C. Horsley  
Michael C. Horsley*

*Title: Controller (Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form SB-2 has been signed below by the following persons in the capacities and on the dates indicated:

	<i>SIGNATURE</i>	<i>TITLE</i>	<i>DATE</i>
<i>By:</i>	<i>/s/ John W. Whitney John W. Whitney</i>	<i>President, Treasurer and Director (Principal Executive and Financial Officer)</i>	<i>November 10, 2005</i>
<i>By:</i>	<i>/s/ Paul H. Durckel Paul H. Durckel</i>	<i>Director</i>	<i>November 10, 2005</i>
<i>By:</i>	<i>/s/ Howland S. Green Howland S. Green</i>	<i>Director</i>	<i>November 10, 2005</i>



## ARTICLES OF INCORPORATION

### ITRONICS INC.

#### ARTICLE I

The name of the CORPORATION is Itronics Inc.

#### ARTICLE II

The period of duration is perpetual.

#### ARTICLE III PURPOSES

The purposes of which the CORPORATION is organized are:

A. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, chooses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of indebtedness any government or subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, characters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

B. To establish, maintain and conduct any sales, service or merchandising business in all its aspects for the purpose of selling, purchasing, licensing, renting, leasing, operating, franchising, and otherwise dealing with personal services, instruments, machines, appliances, inventions, trademarks, tradenames, patents, privileges, processes, improvements, copyright and personal property of all kinds and descriptions.

C. To serve as manager, consultant, representative, agent or advisor for other persons, associations, corporations, partnerships and firms.

D. To purchase, take, receive, lease or otherwise acquire, own, hold, use, improve and otherwise deal in and with, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of liens, real estate, real property, chattels real and estates, interests, and rights and equities of all kinds of lands; and to engage in the business of managing, supervising and operating real property, buildings and structures to negotiate and consummate for itself or for others leases with respect to such properties, to enter into contracts and arrangements either as principal or as agent for the maintenance, repair and improvement of any property managed, supervised, or operated by the CORPORATION; to engage in and conduct or authorize, license and permit others to engage in and conduct any business or activity incident, necessary, ; advisable or advantageous to the ownership of property, buildings, and the structures: managed,

supervised or operated by the CORPORATION.

E. To enter into or become an associate, member, shareholder, or partner in any firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate or corporation, domestic or foreign, formed or to be formed to accomplish any lawful purpose, and to allow or cause the title to any estate, right or interest in any property (whether real, personal or mixed), owned, acquired, controlled, or operated by or in which the CORPORATION has an interest, to remain or be vested or registered in the name of or operated by any firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate, or corporation, domestic or foreign, formed to accomplish any of the purposes enumerated herein.

F. To acquire the goodwill, rights, assets and property, and to undertake or assume the whole, or any part of, the obligations for liabilities of any person, firm, association or corporation.

G. To hire and employ agents, servants, and employees, to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, factor, or otherwise, either alone or in company with others.

H. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, including its employees, officers and directors if such aid reasonably may be expected to benefit, directly or indirectly, the CORPORATION.

I. To let concessions to others to do any of the things that this CORPORATION is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

J. To carry on any business whatsoever that this CORPORATION may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this CORPORATION, and to have and to exercise all powers conferred by the laws of the State of Texas on corporations formed under the laws pursuant to which and under which this CORPORATION is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either along or in connection with other persons, firms, associations, or corporations, and in any part of the world.

K. To transact any business and to do and perform any and all acts and things authorized by Article 2.02 of the Texas Business Corporation Act, as amended, or which may be authorized in the future by amendment thereto.

L. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this CORPORATION, and the powers and purposes stated in each clause shall not, except where otherwise stated, be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

##### SHARES

The total number of shares of stock which the CORPORATION shall have authority to issue is Twenty Five Million (25,000,000) shares of Common Stock. The par value of each of such shares is One Mill (\$.001) amounting in the aggregate to Twenty Five Thousand Dollars (\$25,000).

#### ARTICLE V

##### COMMENCE BUSINESS

The CORPORATION will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

#### ARTICLE VI

##### MAJORITY VOTE

With respect to any action to be taken by the shareholders of the CORPORATION under the Texas Business Corporation Act or otherwise, the vote or concurrence of the holders of a majority of the issued and outstanding shares of the CORPORATION shall control.

#### ARTICLE VII

##### CUMULATIVE VOTE

Cumulative voting is expressly prohibited. At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote; no shareholders shall be entitled to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VIII

PRE-EMPTIVE RIGHTS

No holder of any stock of the CORPORATION shall be entitled as a matter of right to purchase or subscribe for any part of any stock of the CORPORATION authorized by these Articles or of any additional stock of any class to be issued by reason of any increase of the authorized stock of the CORPORATION or of any bonds, certificates of indebtedness, debentures, warrants, options or other securities convertible into any class or stock of the CORPORATION, but any stock authorized by these Articles or any such additional authorized issue of any stock or securities convertible into any stock may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations for such consideration and upon such terms and in such manner as the Board of Directors may in its discretion without offering any thereof on the same terms or on any terms to the shareholders then of record or to any class of shareholders, provided only that such issuance may not be inconsistent with any provision of law or with any of the provisions of these Articles.

ARTICLE IX

CERTAIN INSIDER TRANSACTIONS

Any contract or other transaction between the CORPORATION and one or more of its directors, or between the CORPORATION and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the CORPORATION and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the CORPORATION that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization of ratification. This Article shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE X

INDEMNIFICATION

The CORPORATION may indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her testator, or intestate, is or was a director, officer, or employee of the CORPORATION, or of any CORPORATION which he or she served in such capacity at the request of the CORPORATION, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit or proceeding or in connection with any appeal in it. This right of indemnification shall be more fully delineated in the Bylaws of the CORPORATION. This right to indemnification conferred by this Article shall not restrict the power of the CORPORATION to make any other type of indemnification permitted by law.

ARTICLE XI

INSURANCE

The CORPORATION shall have power to purchase and maintain an insurance on behalf of any person who is or was a director, officer, employee or agent of the CORPORATION, or who is or was serving at the request of the CORPORATION as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the CORPORATION would have the power to indemnify him against such liability by statute.

ARTICLE XII

LIMITATION ON LIABILITY

No person shall be liable to the CORPORATION for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director, officer or employee of the CORPORATION in good faith, if, in the exercise of ordinary care, this person:

A. Relied upon financial statements of the CORPORATION represented to him to be correct by the President or the officer of the CORPORATION having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the CORPORATION; or considered the assets to be of their book value; or

B. Relied upon the written opinion of an attorney of the CORPORATION.

ARTICLE XIII  
BYLAWS

Except to the extent such power may be modified or divested by action of the shareholders representing a majority of the issued and outstanding shares of the Common Stock of the CORPORATION taken at a regular or special meeting of the shareholders, the power to adopt, alter, amend or repeal the Bylaws of the CORPORATION shall be vested in the Board of Directors.

ARTICLE XIV

REGISTERED OFFICE AND REGISTERED AGENT

The post office address of its initial registered office and the name of its initial registered agent at such address are:

Registered Office: 7441 Marvin D. Love Freeway, Suite 2000

Dallas, Texas 75237

Registered Agent: Kevin B. Halter Jr.

ARTICLE XV

DIRECTORS

The number of Directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until the successor is elected and qualified is:

Name Address

Kevin B. Halter, Jr. 7441 Marvin D. Love Freeway, Suite 2000 Dallas, Texas 75237

ARTICLE XVI

INCORPORATOR

The name and address of the Incorporator is:

Name Address

Kevin B. Halter, Jr. 7441 Marvin D. Love Freeway, Suite 2000 Dallas, Texas 75237

WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20 day of October, 1987.

ITRONICS INC.

/S/ Kevin B. Halter, Jr.

EXHIBIT "A"

AMENDMENT TO THE ARTICLES OF INCORPORATION OF

ITRONICS INC.

ARTICLE IV

SHARES

The total number of shares of capital stock which the Corporation is authorized to issue is to consist of fifty million (50,000,000) shares of Common Stock, with a par value of one mill (\$0.001) per share (the "Common Stock"), and

one million (1,000,000) shares of Preferred Stock, with a par value of one mill (\$0.001) per share (the "Preferred Stock"). The Board of Directors is authorized to issue the capital stock of the Corporation from time to time in such amounts as the Board of Directors may determine for any purpose allowed by law.

A. Common Stock .

Subject to the provisions of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors out of any funds legally available for the purpose, such dividends as may be declared from time to time by the Board of Directors. In the event of the liquidation of the Corporation, or upon the distribution of its assets, after the payment in full or the setting apart for payment of such preferential amounts, if any, as the holders of any series of Preferred Stock at the time out-standing shall be entitled, the remaining assets of the Corporation available for payment and distribution to shareholders shall be distributed ratably among the holders of Common Stock at the time outstanding. Cumulative voting is expressly prohibited. Each share of Common Stock shall be entitled to one (1) vote, on a non-cumulative basis, at all meetings of shareholders, and shall have no preference, conversion, exchange, preemptive or redemption rights.



B. Designation of Rights and Privileges .

Except for the Series A Preferred Stock the Board of Directors shall have authority, by resolution or resolutions, to divide the Preferred Stock into series, to establish and fix the distinguishing designation of each such series and the number of shares thereof (which number, by like action of the Board of Directors from time to time thereafter, may be increased except when otherwise provided by the Board of Directors in creating such series, or may be decreased but not below the number of shares thereof then outstanding) and, within the limitations of applicable law or as otherwise set forth in this article, to fix and determine the relative rights and preferences of the shares of each series so established prior to the issuance thereof, and particularly with respect to:

- (i) The rate of dividend and the initial original issue date or other date from which such dividends shall be cumulative;
- (ii) The price or prices at, the period or periods within, and the terms and conditions on, which shares may or shall be redeemed;
- (iii) The amounts payable upon shares in the event of voluntary liquidation or of involuntary liquidation;
- (iv) The terms of the sinking fund provisions or redemption repurchase account, if any, for the redemption or purchase of shares;
- (v) The terms and conditions on which shares may be converted into shares of common stock, or of authorized shares of any other class or series, if the shares of any series are issued with the privilege of conversion; and
- (vi) Whether or not shares shall have voting rights, and the terms and conditions upon which any voting rights may be exercised.

The holders of the preferred stock do not have the right to subscribe for or purchase or receive any part of any issue of shares or of bonds, debentures or other securities of the corporation except as provided in the rights, privileges, restrictions and conditions attached to the preferred shares prior to their issuance by the directors.

No class of shares may be created ranking as to capital or dividends prior to or on a parity with the Preferred Stock of any series without the approval of the holders of the Preferred Stock of such series, nor shall any additional preferred shares be created without such approval.

Upon completion of any filing and recording of a resolution of the board of directors adopted pursuant to this paragraph (B), which may be required in order that the same shall constitute and amendment to the Articles of Incorporation, the terms of the new series as set forth therein shall be deemed to become an appropriately numbered or lettered additional paragraph to this part, and may be so certified by an officer of the Corporation or by any public official whose duty it may be to certify copies of the articles of incorporation or amendments thereto.

C. Series "A" Preferred Stock

Five Hundred (500) shares of Preferred Stock are designated "Series "A" Cumulative Convertible Redeemable Preferred Non-voting shares" (hereinafter called "Series "A" Preferred shares") and shall, in addition to the preferences, rights, privileges, restrictions, conditions and limitations attaching to the preferred shares as a class, carry and be subject to the following preferences, rights, privileges, restrictions, conditions and limitations:

- (1) No Voting Rights . The holders of the Series "A" Preferred shares are not, as such, entitled to receive notice of or to attend meetings of shareholders of the corporation or to vote at any meeting unless the provisions of Subparagraph 11 of this Article shall be applicable.

(2) Dividends . The holders of the Series "A" Pre-ferred shares are entitled to receive and the Corporation shall pay thereon, in arrears, out of the money of the Corporation properly applicable to the payment of dividends, a fixed, cumulative, preferential cash dividend thereon at the rate of one hundred sixty dollars (\$160.00) per annum per share and no more, payable in four quarterly installments with payment dates of July 31, October 31, January 31 and April 30, commencing October 31, 1990. Prior to July 31, 1990, dividends shall accrue pro rata from the date of issuance of any of the Series "A" Preferred shares and such dividends shall be cumulative and not be paid out until redemption or liquidation as provided herein. The holders of Series "A" Preferred shares are not entitled to any further or other dividends than those expressly provided for herein.

(3) Dividend Payment Procedures . Checks of the Corporation, shall be issued in respect of such dividends, and payment thereof shall satisfy such dividends. However, the Corporation may at any time or from time to time appoint a bank or trust company as an agent for the purpose of disbursing such dividends. Dividends shall be paid to the registered holders of Series "A" Preferred shares appearing of record on the books of the Corporation at the close of business on: December 31 for the January 31 dividend payment date; March 31 for the April 30 dividend payment date; June 30 for the July 31 dividend payment date; and September 30 for the October 31 payment date. If on any dividend payment date the dividend payable on such date is not paid in full on all of the Series "A" Preferred shares then issued and outstanding, such dividend or the unpaid part thereof shall be paid on a subsequent date or dates determined by the directors on which the corporation shall have sufficient money properly applicable to the payment of the same.

(4) Limitation on the Payment of Dividends . Unless all the Series "A" Preferred shares are being redeemed, no dividends (other than stock dividends) shall at any time be declared or paid on any other shares of the Corporation ranking below the Series "A" Preferred shares unless all cumulative dividends on the Series "A" Preferred shares then accrued for all previous dividend periods other than the dividends accrued for the period prior to July 31, 1990, together with those in respect of the then current quarter, have been declared and paid or provided for at the date of such declaration or payment.

(5) Optional Redemption . Subject to applicable laws, the Corporation may, after October 31, 1992 and in its discretion upon giving notice in the manner herein provided, redeem at any time the whole or from time to time any part of the outstanding Series "A" Preferred shares at a redemption price for each share to be redeemed consisting of One Thousand Dollars (\$1,000) per share plus an amount equal to all unpaid cumulated dividends thereon and, in addition thereto, commencing after the October 31, 1993 and each year thereafter, a premium of one hundred dollars (\$100) per annum (hereinafter called "the redemption price"). If the Corporation desires to redeem part only of the Series "A" Preferred shares, the shares to be redeemed may be selected by lot in such manner as the directors may determine or may be selected (as nearly as possible proportionately to the holdings of Series "A" Preferred shares, but disregarding fractions).

(6) Procedures for Optional Redemption . In case of any redemption of Series "A" Preferred shares under the provisions of sub-paragraph (5) hereof, the Corporation shall mail to each person who at the time of mailing is a registered holder of Series "A" Preferred shares to be redeemed a notice in writing of the intention of the Corporation to redeem such shares. Not less than thirty (30) days prior to the date specified for such redemption such notice shall be mailed, postage prepaid, addressed to each such holder at his address as it appears on the books of the Corporation or, if the address of any such share-holder does not so appear, then to the last known address for such shareholder; provided, however, that the accidental failure to give any such notice to one or more such holders shall not affect the validity of such redemption as to the other holders, but when such failure is discovered, notice shall be given forth-with and shall have the same force and effect as if given in due time. Such notice shall set out the redemption price, the place or places at which the redemption price is to be paid and the day on which redemption is to take place and, of part only of the Series "A" Preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or before the date so specified for redemption, the Corporation shall deposit the redemption price of the Series "A" Preferred shares to be redeemed in a special account in any bank or trust company to be paid without interest to, or to the order of, the respective holders of such Series "A" Preferred shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Providing that such deposit has been made, Series "A" Preferred shares so called for redemption shall on the date specified for redemption be deemed to be redeemed. If only a part of the Series "A" Preferred shares represented by any certificate are redeemed, a new certificate for the remainder shall be issued at the expense of the Corporation. Providing that the redemption price has been deposited, as aforesaid, the Series "A" Preferred shares so called for redemption ceases from after the date specified for redemption to be entitled to dividends and the holders thereof are not entitled to exercise any of the rights of shareholder in respect thereof, and their rights are limited to receiving without interest, their proportionate part of the total redemption price so deposited against presentation and surrender of the certificates held by them. If the redemption price has not been deposited, the rights of the holders of the Series "A" Preferred shares so called for redemption shall remain unaffected.

(7) Mandatory Redemption. Subject to all applicable laws, the Corporation shall redeem and pay the full redemption price for all issued and outstanding Series "A" Preferred shares effective as of October 31, 1998.

(8) Liquidation Preference . In the event of any distribution of the assets of the Corporation among shareholders (whether voluntary or involuntary), the holders of the Series "A" Preferred shares are entitled to receive an amount equal to the redemption price for the Series "A" Preferred shares before any amount shall be paid to or any property or assets of the Corporation distributed among the holder of any other shares of the Corporation. After payment of the holders of the Series "A" Preferred shares of the amount so payable to them they shall not be entitled to share in any further distribution of the property or assets of the corporation.

(9) Conversion Rights . Any holder of the Series "A" Preferred shares may at any time (unless the shares have been redeemed) convert all or any part of his Series "A" Preferred shares into the Common Stock of the Corporation at the rate of 3,000 shares of Common Stock per one share of Series "A" Preferred stock, plus an amount of Common Stock determined by dividing all accrued dividends on each share if any, by thirty-three and one-third cents (\$.33 1/3). The number of shares of Common Stock issuable upon conversion shall be subject to an increase or decrease as provided herein. No fractional shares of Common Stock shall be issued upon conversion of Series "A" Preferred shares. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by thirty-three and one-third cents (\$.33 1/3). Before any holder of Series "A" Preferred shares shall be entitled to convert the same into full shares of Common Shares, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series "A" Preferred shares, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series "A" Preferred shares, or to the nominee of such holder, a certificate or certificates for the number of shares of Common Stock to which such certificates for the number of shares of Common Stock to which such holder is entitled and a check payable to such holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series "A" Preferred to be converted, and the person or persons entitled to receive the shares of common issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

So long as any of the Series "A" Preferred shares remains outstanding, no reorganization of the corporation and no consolidation, merger or exchange thereof with or into any other corporation or corporations and no conveyance of all or substantially all of its properties and business, as an entirety, to any other corporation shall be made unless, as part of such reorganization, consolidation, merger, exchange or conveyance, arrangements shall be made whereby the holders of the series "A" Preferred series then outstanding shall thereafter be entitled to convert such preferred stock into any stock or securities given in exchange for the Common Stock of the Corporation, on such reorganization, or in connection with such consolidation, merger, exchange or conveyance on the same basis of conversion as obtained prior to any such new arrangement or transaction.

(10) Adjustment of Shares . If prior to the exercise by any holder of Series "A" Preferred shares of his right to convert such shares and cumulated but unpaid dividends into Common Stock, the Corporation shall have effected one or more stock splits, stock dividends, or other increases or reductions of the number of shares of Common Stock outstanding without receiving compensation therefor in money, services or property: (a) if a net increase shall have been effected in the number of shares of outstanding Common Stock, the number of shares of Common Stock issuable shall, upon conversion, be proportionately increased with the thirty three and one-third cents (\$.33 1/3) conversion price on cumulated but unpaid dividends being proportionately reduced; and (b) if a net reduction shall have been effected in the number of outstanding shares of Common Stock, the number of shares of Common Stock issuable upon conversion shall be proportionately decreased with the thirty three and one-third cents (\$.33 1/3) conversion price on accumulated but unpaid dividends being proportionately increased.

11) Without the prior approval of the holder of the Series "A" Preferred shares, the Corporation shall not

(a) issue any preferred shares ranking in priority to the Series "A" Preferred shares;

(b) issue any preferred shares ranking equally with the Series "A" Preferred shares unless either the proceeds of such issue are to be used in whole or on part for the redemption of all of the Series "A" Preferred shares then outstanding, or

(12) Payment of All Dividends Upon Redemption or Less Than Are Shares . No purchase or redemption of less than all the outstanding Series "A" Preferred shares shall be made by the Corporation at any time unless all accrued dividends on said shares then outstanding shall have been declared and paid or set apart for payment in respect of all dividend periods preceding the then current quarterly dividend period.

(13) Possible Contractual Registration Rights Upon Conversion . The Corporation may grant by agreement to the holders of Common Stock received upon conversion of the Series "A" Preferred shares "piggy-back" registration rights under the Securities Act of 1933, as amended (the "Act"), which will allow the holders of such Common Stock to register their Common Stock if at any time the Corporation proposed to register any of its Common Stock under the Act in connection with the public offering of such securities solely for cash.

(14) No Limitation in Common Stock . Nothing herein contained shall affect or restrict the right of the Corporation to increase the number of common shares or to sub-divide or consolidate its common shares in accordance with the provisions of law or to issue its common shares from time to time for any lawful purpose.

EXHIBIT "A"

AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
ITRONICS INC.

ARTICLE IV  
SHARES

The total number of shares of capital stock which the Corporation is authorized to issue is to consist of two hundred fifty million (250,000,000) shares of Common Stock, with a par value of one mill (\$.001) per share (the "Common Stock"), and one million (1,000,000) shares of Preferred Stock, with a par value of one mill (\$.001) per share (the "Preferred Stock"). The Board of Directors is authorized to issue the capital stock of the Corporation from time to time

in such amounts as the Board of Directors may determine for any purpose allowed by law.

BY-LAWS  
OF  
ITRONICS INC.

Adopted by the Board of Directors

On

October 30, 1987

ARTICLE 1.

GENERAL

1.1 GENERAL OFFICES . Unless otherwise determined by resolution of the Board of Directors, the principal office of the Corporation shall be located in the City of Dallas, County of Dallas, State of Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2 REGISTERED OFFICE . The Corporation shall have and continuously maintain in the State of Delaware a registered office which may be, but need not be, the same as the principal office in the State of Texas. The address of the registered office may be changed from time to time by the Board of Directors. The present registered office of the Corporation is 725 Market Street, Wilmington, Delaware.

1.3 REGISTERED AGENT . The Corporation shall have and continuously maintain in the State of Delaware a registered agent, which agent may be either an individual resident of the State of Delaware whose business office is identical with the Corporation's registered office, or a domestic corporation, or a foreign corporation authorized to transact business in the State of Delaware which has a business office identical with the Corporation's registered office. The registered agent may be changed from time to time by the Board of Directors. The present registered agent of the Corporation is The Company Corporation.

ARTICLE II.

SHAREHOLDERS

2.1 ANNUAL SHAREHOLDERS' MEETINGS . An annual meeting of the Shareholders shall be held each year on a day and hour to be selected by the President or the Board of Directors within six months after the end of the Corporation's fiscal year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The annual meeting shall not be held on a date declared a legal holiday by the State of Delaware. If the election of the Directors shall not be held ;on the date selected for any annual meeting of Shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as conveniently may be held.

2.2 SPECIAL MEETING . Special meetings of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute or these Bylaws, may be called by the President, the Board of Directors, or the holders of not less than one tenth of all the outstanding shares of the Corporation entitled to vote at the meeting. Business translated at a special meeting shall be limited to the purposes stated in the notice of the meeting.

2.3 PLACE OF MEETING . The Board of Directors or the President may designate any place, either within or without the State of Delaware, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting of Shareholders. A waiver of notice signed by all Shareholders entitled to vote at a meeting may designate any place, either within or without the State of Delaware, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Delaware.

2.4 NOTICE OF MEETING . Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each Shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Shareholder at this address as it appears on the stock transfer book of the Corporation, with postage thereon prepaid.

2.5 CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE . For the purpose of determining Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of Shareholders for any other proper purpose, the Board of Director's of the Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty (50) days. If the stock transfer books shall be closed for the purpose of determining Shareholders entitled to notice of or to vote at a meeting of Shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for such determination of Shareholders, such date in any case to be not more than fifty (50) days and, in case of a meeting of Shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of Shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of Shareholders entitled to notice of or to vote at a meeting of Shareholders, or Shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Shareholders. When a determination of Shareholders entitled to vote at any meeting of Shareholders has been made as provided in this Section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of stock J. books and the stated period of closing has expired.



## 2.6 VOTING LISTS .

A. The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the Shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of: the Corporation or the principal office of the Corporation, if it be other than the registered office, and shall be subject to inspection by any Shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the Shareholders entitled to examine such list or transfer books or to vote at any meeting of Shareholders.

B. Failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

C. An officer or agent of the stock transfer books who shall fail to prepare the list of Shareholders or keep the same on file for a period of ten (10) days, or produce or keep it open for inspection at the meeting, as provided in this Section, shall be liable to any Shareholder suffering damage on account of such failure, to the extent of such damage. In the event that such officer or agent does not receive notice of a meeting of Shareholders sufficiently in advance of the date of such meeting reasonable to enable him or her to comply with the duties prescribed by this Section, the Corporation, but not such officer or agent, shall be liable to any Shareholder suffering damage on account of such failure, to the extent of such damage.

2.7 QUORUM OF SHAREHOLDERS . The holders of a majority of the shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. The vote of the holders of a majority of the shares entitled to vote, and thus represented at a meeting at which a quorum is present, shall be the act of the Shareholders' meeting, unless the vote of a greater number is required by law.

## 2.8 VOTING OF SHARES .

A. Each outstanding share, regardless of class, shall be entitled to one vote on such matter submitted to a vote of a meeting of Shareholders, except to the extent that the Articles of Incorporation provide for more or less than one vote per share or limit or deny voting rights to the holders of the shares of any class or series, and except as otherwise provided by the General Corporation Law of Delaware Business Corporation Act.

B. Treasury shares, shares of this Corporation's stock owned by another corporation, the majority of the voting stock of which is owned or controlled by this Corporation, and shares of this Corporation's stock held by this Corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

C. A Shareholder may vote either in person or by proxy executed in writing by the Shareholder or by the Shareholder's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

D. At each election for Directors every Shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by the Shareholder for as many persons as there are Directors to be elected and for whose election the Shareholder has a right to vote. (For cumulative voting see Section 2.13 below.)

E. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the Bylaws of such corporation may authorize or, in the absence of such authorization, as the Board of

Directors of such corporation may determine; provided, however, that when any foreign corporation without a permit to do business in this State lawfully owns or may lawfully own or acquire stock in the Corporation, it shall not be unlawful for such foreign corporation to vote said stock and participate in the management and control of the business and affairs of the Corporation, subject to all laws, rules and regulations governing Delaware corporations and especially subject to the provisions of the antitrust laws of the State of Delaware.

F. Shares held by an administrator, executor, guardian, or conservator may be voted by him or her so long as such shares forming a part of the estate being served by him or her, either in person or by proxy, without a transfer of such shares into his or her name. Shares standing in the name of a trustee may be voted by that trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by him or her without a transfer of such shares into his or her name as trustee.

G. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

H. A Shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pedigree and thereafter, the pledgee shall be entitled to vote the shares so transferred.

2.9 METHOD OF VOTING . Voting on any question or in any election may be by voice or show *of* hands unless the presiding officer shall order, or any Shareholder shall demand, that voting be by written ballot.

2.10 RULES OF PROCEDURE . To the extent applicable, Robert's Rules *of* Order may govern the conduct and procedure at all Shareholders' meetings.

2.11 WAIVER BY UNANIMOUS CONSENT IN WRITING . Any action required by the General Corporation Law of Delaware Act to be taken at a meeting of the Shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by 'all of the Shareholders entitled to vote with respect to the subject matter thereof, and then delivered to the Secretary of the Corporation for inclusion in the minute book of the Corporation. Such consent shall have the same force and effect as any unanimous vote of Shareholders, and may be stated as such in any articles or documents filed with the Secretary *of* State.

2.12 TELEPHONE MEETINGS . Subject to the provisions required or permitted by the General Corporation Law of Delaware for Notice of Meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws, Shareholders may participate in and hold a meeting of Shareholders, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.13 CUMULATIVE VOTING . Cumulative voting is expressly prohibited by the Articles of Incorporation.

2.14 PRE-EMPTIVE RIGHTS . No holder of any stock of the Corporation shall be entitled as a matter of right to purchase or subscribe for any part of any stock of the Corporation authorized by the Articles of Incorporation or of any additional stock of any class to be issued by reason of any increase of the authorized stock of the Corporation, or of any bonds, certificates of indebtedness, debentures , warrants, options or other securities convertible into any class of stock of the Corporation, but any stock authorized by the Articles of Incorporation or any such additional authorized issue of any stock or securities convertible into any stock may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations for such consideration and upon such terms and in such manner as the Board of Directors may in its discretion determine without offering any thereof on the same terms or on any terms to the Shareholder then of record or to any class of Shareholders, provided only that such issuance may not be inconsistent with any provision of law or with any of the provisions of the Articles of Incorporation.

### ARTICLE III.

#### DIRECTORS

3.1 MANAGEMENT . The business and affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Delaware or Shareholders of the Corporation in order to qualify as a Director.

3.2 NUMBER . The number of directors of the Corporation shall consist of from one to nine members as shall be elected by the Shareholders from time to time. The number of Directors may be increased or decreased from time to time by amendment to this section of the Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

3.3 ELECTION . At the first annual meeting of Shareholders and at each annual meeting thereafter, the Shareholders shall elect Directors to hold office until the next succeeding annual meeting.

3.4 TERM OF OFFICE . Unless removed in accordance with these Bylaws each Director shall hold office for the term of which the Director is elected and until the Director's successor shall have been elected and qualified.

3.5 REMOVAL . The entire Board of Directors or any Director may be removed from office either with or without cause at any special meeting of Shareholders by the affirmative vote of a majority in number of shares of the shareholders present in person or by proxy at such meeting and entitled to vote for the election of such Director or Directors if notice of intention to act upon the question of removing such Director shall have been stated as one of the purposes for the calling of such meeting and such meeting shall have been called in accordance with these Bylaws.

3.6 VACANCY .

A. Any vacancy occurring in the Board of Directors may be filled in accordance with paragraph C of this section or may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

B. A Directorship to be filled by reason of an increase in the number of Directors may be filled in accordance with paragraph C of this section or may be filled by the Board of Directors for a term of office continuing only until the next election of one or more Directors by the Shareholders; provided that the Board of Directors may not fill more than two such Directorship during the period between any two successive annual meetings of Shareholders.

C. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by election at an annual or special meeting of Shareholders called for that purpose.

3.7 QUORUM . A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business unless a greater number is required by law or these Bylaws. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or these Bylaws.

3.8 ANNUAL DIRECTORS' MEETINGS . Immediately after the annual meeting of the Shareholders and at the place such meeting of the Shareholders has been held, the Board of Directors shall meet each year for the purpose of election of officers and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for this annual meeting shall be necessary

3.9 REGULAR MEETINGS . The Board of Directors may provide by resolution the time and place, either within or without the State of Delaware, for the holding of regular meetings without other notice than such resolution.

3.10 SPECIAL MEETINGS . Special meetings of the Board of Directors may be called by the President or shall be called at the request of any two members of the Board of Directors and shall be held upon notice by letter, telegram, cable, or radiogram, delivered for transmission not later than during the third day immediately preceding the day for the meeting, or by word of mouth, telephone, or radiophone received not later than during the second day immediately preceding the day for the meeting. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice, whether before or after the time of the meeting. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them.

3.11 NO STATEMENT OF PURPOSE OF MEETING REQUIRED . Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.12 COMPENSATION . By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at such meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.13 ATTENDANCE AND PRESUMPTION OF ASSENT . Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the

adjournment thereof or shall forward such dissent by registered mail to the Secretary or the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.14 EXECUTIVE AND OTHER COMMITTEES . The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution or in these Bylaws, shall have and may exercise all of the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation of the Corporation, approving a plan of merger or consolidation, recommending to the Shareholders the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the usual and regular course of the Corporation's business, recommending to the Shareholders a voluntary dissolution of the Corporation or a revocation thereof, amending, altering, or repealing these Bylaws or adopting new Bylaws, filling vacancies in the Board of Directors of any such committee, filling any Directorship to be filled by reason of an increase in the number of Directors, electing or removing officers or members of any such committee, fixing the compensation of any member of such committee, or altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be so amendable or repealable; and, unless such resolution or these Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of shares of the Corporation. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3.15 REMOVAL OF COMMITTEE MEMBERS . Any member of a committee elected by the Board of Directors whenever in its judgement the best interests of the Corporation will be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a member of a committee shall not of itself create contract rights.

3.16 WAIVER BY UNANIMOUS CONSENT IN WRITING . Any action required or permitted to be taken at a meeting of the Board of Directors, any Executive Committee or any other committee of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the Board of Directors, any Executive Committee or any other committee of the Board of Directors as the case may be, and then delivered to the Secretary of the Corporation for inclusion in the Minute Book of the Corporation. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.

3.17 TELEPHONE MEETINGS . Subject to the provisions required or permitted by the General Corporation Law of Delaware for Notice of Meetings, unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors, or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### ARTICLE IV.

##### OFFICERS

4.1 NUMBER . The principal officers of the Corporation shall consist of a President, one or more Vice President (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person. No officer need be a Shareholder, a Director, or a resident of Delaware.

4.2 ELECTION AND TERM OF OFFICE . The officers of the Corporation shall be elected by the Board of Directors at its annual meeting or as soon thereafter as conveniently possible. New or vacated offices may be filled at any meeting of the Board of Directors. The subordinate officers and agents not elected or appointed by the Board of Directors shall be appointed by the President or any other principal officer to whom the President shall delegate the authority. Each officer shall hold office until that officer's successor shall have been fully elected and shall have qualified or until that officer's death or until that office shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

4.3 REMOVAL . Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.4 VACANCIES . A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term as herein provided.

4.5 AUTHORITY . Officers and agents shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

4.6 PRESIDENT . The President shall be the principal executive officer of the Corporation and shall have general and active management of the business and affairs of the Corporation. The President shall preside at all meetings of the Shareholders and of the Board of Directors, and may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.7 VICE PRESIDENT . In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors or in the absence of any designation then in the order of their election, shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.8 SECRETARY . The Secretary shall keep the minutes of the Shareholders' and Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for shares prior to the issue thereof and to the execution of which on behalf of the Corporation under its seal is duly authorized of the in accordance with the provisions of these Bylaws; keep a register of the post office address of each Shareholder which shall be furnished to the Secretary by such Shareholder; sign with the President certificates for shares of the Corporation, the issue of which shall have been authorized by resolution of the Board of Directors; have general charge of the stock transfer books of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.



4.9 TREASURER . The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; render to the President and the Board of Directors, whenever the same shall be required, an account of all transactions as Treasurer and of the financial condition of the Corporation; if required so to do by the Board of Directors for the faithful performance of the duties of this office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under his or her control belonging to the Corporation; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.10 ASSISTANT TREASURER AND ASSISTANT SECRETARY . The Assistant Treasurer shall, if required by the Board of Directors, give bond for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary as thereunto authorized by the Board of Directors may sign with the President certificates for shares of the Corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurer and Assistant Secretary, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

4.11 SALARIES . The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a Director of the Corporation.

## ARTICLE V.

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 CONTRACTS, DEEDS, MORTGAGES, ETC . Subject always to the specific direction of the Board of Directors, all deeds and mortgages made by the Corporation and all other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by the President or Vice President (or one of the Vice Presidents if there are more than one), and , when requested, the Secretary shall attest to such signatures and affix the corporate seal to the instruments.

5.2 LOANS . No indebtedness, other than for office furniture and equipment which does not exceed \$10,000.00 in amount, shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 CHECKS, DRAFT, ETC . All checks, drafts, notes, bonds, bills of exchange, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4 DEPOSITS . All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VI.

### CERTIFICATES FOR SHARES AND THEIR TRANSFER

6.1 CERTIFICATES FOR SHARES . The Corporation shall deliver certificates representing all shares to which Shareholders are entitled in such form as may be determined by the Board of Directors. Each certificate representing shares shall state upon the face thereof that the Corporation is organized under the laws of the State of Delaware; the name of the person to whom it is issued; the number and class *of* shares and the designation of the series, if any, which such certificate represents; the par value of each share represented by such certificate, or a statement that the shares are without par value; and such other matters as may be required by law. Such certificates shall be signed by the President or Vice President and either the Secretary or Assistant Secretary or such officer or officers as the Board of Directors shall designate, and may be sealed with the seal of the Corporation or a facsimile thereof.

6.2 FACSIMILE SIGNATURES . The signatures of the President or Vice President, Secretary or Assistant Secretary or such officer or officers as these Bylaws or the Board of Directors of the Corporation shall prescribe upon a certificate may be facsimiles, if the certificate is countersigned by a transfer agent or registered by a registrar, either of which is other than the Corporation itself or an employee of the Corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer at the date of its issuance.

6.3 ISSUANCE . Shares (both treasury and authorized but unissued) may be issued for such consideration, not less than par value, and to such persons as the Board of Directors may determine from time to time.

6.4 SUBSCRIPTIONS . Unless otherwise provided in the subscription agreement, subscriptions for shares, whether made before or after organization of the Corporation,, shall be paid in full at such time or in such installments and at such times as shall be determined by the Board of Directors. Any call made by the Board of Directors for payment on subscriptions shall be uniform as to all shares of the same class or as to all shares of the same series, as the case may be. In case of default in the payment on any installment or call when payment is due, the Corporation may proceed to collect the amount due in the same manner as any debt due to the Corporation.

6.5 PAYMENT . The consideration paid for the issuance of shares of the Corporation shall consist of money actually paid, labor or services actually performed, or property, both tangible and intangible, actually received. Certificates for shares may not be issued until the full amount of the consideration, fixed as provided by law, has been paid. When such consideration shall have been paid to the Corporation or to a corporation of which all of the outstanding shares of each class are owned by the Corporation, the shares shall be deemed to have been issued and the subscriber or Shareholder entitled to receive such issue shall be a Shareholder with respect to such shares; and the shares shall be considered fully paid and, non-assessable. Neither promissory notes nor the promise of future services shall constitute payment or partial payment for shares of the Corporation. In the absence of fraud in the transaction, the judgement of the Board of Directors or the Shareholders as the ease may be, as to the value of the consideration received for shares shall be conclusive.

6.6 LIEN . The Corporation shall have a first and prior lien on all shares of its stock and upon all dividends being declared upon the same for any indebtedness of the respective holders thereof to the Corporation.

6.7 REPLACEMENT OF LOST OR DESTROYED CERTIFICATES . The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates thereto-fore issued by the Corporation alleged to have been lost or destroyed, ;'upon the making of an affidavit of that fact by the person claiming the certificate or certificates representing shares to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond with a surety or sureties satisfactory to the Corporation with respect to the certificate or certificates alleged to have been lost or destroyed.

6.8 TRANSFER OF SHARES . Shares of stock shall be transferable only on the books of the Corporation by the holder thereof in person or by the holder's duly authorized attorney. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the Corporation or its transfer agent shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

6.9 REGISTERED SHAREHOLDERS . The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

## ARTICLE VII.

### DIVIDENDS AND RESERVES

7.1 DECLARATION AND PAYMENT . Subject to provisions of the statutes and the Articles of Incorporation (if any), dividends may be declared by the Board of Directors at any regular or special meeting and may be paid in cash, property, or in shares of the Corporation. Such distribution and payment shall be at the direction of the Board of

Directors.

7.2 RECORD DATE . The Board of Directors may fix in advance a record date for the purpose of determining Shareholders entitled to receive payment of any dividend, such record date to be not more than fifty (50) days prior to the payment date of such dividend, or the Board of Directors may close the stock transfer books for such purpose for a period of not more than fifty (50) days prior to the payment date of such dividend. In the, absence of any action by the Board of Directors, the date upon which the Board of Directors adopt the resolution declaring such dividend shall be the record date.

7.3 RESERVES . There may be created by resolution of the Board of Directors out of the earned surplus of the Corporation such reserve or reserves as the Directors from time to time, in their discretion, think proper to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the Corporation, or for such other purpose as the Directors shall think beneficial to the Corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.

79

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ARTICLE VIII.

INDEMNIFICATION

8.1 DEFINITIONS . In this Article:

A. "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the Corporation by operation of law and in any other transaction in which the Corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Article VIII.

B. "Director" means any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary or another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

C. "Expenses" include court costs and attorneys' fees.

D. "Official capacity" means:

1. When used with respect to a Director, the office of Director in the Corporation, and

2. When used with respect to a person other than a Director, the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the Corporation, but

3. In both Paragraphs (1) and (2) does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

E. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

8.2 POWER TO INDEMNIFY . The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director only if it is determined in accordance with Section 8.6 of this Article that the person:

A. Conducted himself in good faith;

B. Reasonably believed:

1. In the case of conduct in his official capacity as a Director of the Corporation, that his conduct was in the Corporation's best interests; and

2. In all other cases, that his conduct was at least not opposed to the Corporation's best interests; and

C. In the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

8.3 DIRECTOR LIMITATION . A Director may not be indemnified under Section 8.2 of this Article for obligations resulting from a proceeding:

A. In which the person is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity; or

B. In which the person is found liable to the Corporation.

8.4 TERMINATION OF A PROCEEDING . The termination of a proceeding by judgement, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Section 8.2 of this Article.

8.5 PROCEEDING BROUGHT BY THE CORPORATION . A person may be indemnified under Section 8.2 of this Article against judgements, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the proceeding was brought by or in behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

8.6 DETERMINATION OF INDEMNIFICATION . A determination of indemnification under Section 8.2 of this Article must be made:

A. By a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding;

B. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named as defendants or respondents in the proceedings.

C. By special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in Subsection A or B of this Section 8.6, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors; or

D. By the Shareholders in a vote that excludes the shares held by Directors who are named defendants or respondents in the proceeding.

8.7 AUTHORIZATION OF INDEMNIFICATION . Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified by Subsection C of Section 8.6 of this Article for the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, a resolution of Shareholders or Directors, or an agreement that makes mandatory the indemnification permitted under Section 8.2 of this Article shall be deemed to constitute authorization of indemnification in the manner required by this Section 8.7 even though such provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

#### 8.8 INDEMNIFICATION OF A DIRECTOR.

A. The Corporation shall indemnify a Director against reasonable expenses incurred by him' or her in connection with a proceeding in which he or she is a named defendant or respondent because he or she is or was a Director if her or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

B. If, in a suit for the indemnification required by Section 8.8 of this Article, a court of competent jurisdiction determines that the Director is entitled to indemnification under that section, the court shall order indemnification and shall award to the director the expenses incurred in securing the indemnification.

C. If, upon application of a Director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the requirements set forth in Section 8.2 of this Article or has been adjudged liable in the circumstances described in Section 8.3 of this Article, the court may order the indemnification that the court determines is proper and equitable. The court shall limit indemnification to reasonable expenses if the proceeding is brought by or in behalf of the Corporation or if the Director is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity.

D. Reasonable expenses incurred by a Director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding after:

1. The Corporation receives a written affirmation by the Director of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it is ultimately determined that he has not met those requirements; and
2. A determination that the facts then known to those making the determination would not preclude indemnification under this Article.

E. The written undertaking required by Subsection D of this Section 8.8 must be an unlimited general obligation of the Director but need not be secured. It may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payment under Subsection D of this Section 8.8 must be made in the manner specified by Section 8.6 of this Article for determining that indemnification is permissible.

F. Notwithstanding any other provision of this Article, a Corporation may pay or reimburse, expenses incurred by a Director in connection with his appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

8.9 INDEMNIFICATION OF OTHERS .

A. An officer of the Corporation shall be indemnified as, and to the same extent, provided by Subsections A, B and C of this Section 8.9 for a Director and is entitled to seek indemnification under those Subsections to the same extent as a Director: The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation to the same extent that it may indemnify and advance expenses to Directors under this Article.

B. The Corporation, may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise to the same extent that it may indemnify and advance expenses to Directors under this Article.



C. The Corporation may indemnify and advance expenses to an officer, employee, agent, or person identified in Subsection B of this Section 8.9 and who is not a Director to such further extent, consistent with law, as may be provided by the Corporation's Articles of Incorporation, Bylaws, general or specific action of its Board of Directors, or contract or as permitted or required by common law.

8:10 INDEMNITY INSURANCE . A Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under this Article.

8.11. REPORTS TO SHAREHOLDERS . Any indemnification of or advance of expenses to a Director in accordance with this Article shall be reported in writing to the Shareholders with or before the notice or waiver of notice of the next Shareholders' meeting or with or before the next submission to Shareholders of a consent to action without a meeting pursuant to The General Corporation Law of Delaware and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

8.12 EMPLOYEE BENEFIT PLAN . For purposes of this Article, the Corporation is deemed to have requested a Director to serve an employee benefit plan whenever the performance by him or her of his or her duties to the Corporation also imposes duties on or otherwise involves services by him or her to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a Director with respect to an employee benefit plan pursuant to applicable law are deemed fines. Action taken or omitted by him or her with respect to an employee benefit plan in the performance of his or her duties for a purpose reasonably believed by him or her to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose which is not opposed to the best interests of the Corporation.

## ARTICLE IX.

### MISCELLANEOUS

9.1 LIMITATION OF LIABILITY . No person shall be liable to the Corporation for any loss or damage' suffered by it on account of any action taken or omitted to be taken by that person as a director, officer or employee of the Corporation in good faith, if, in the exercise of ordinary care, this person:

A. Relied upon financial statements of the Corporation represented to this person to be correct by the President or the officer of the Corporation having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation; or considered the assets to be of their book value; or

B. Relied upon the written opinion of an attorney for the Corporation.

9.2 FISCAL YEAR . The Fiscal Year of the Corporation shall be fixed by resolution of the Board of Directors.

9.3 SEAL . The corporate seal shall be in such form as may be determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

9.4 BOOKS AND RECORDS . The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Shareholders and the Board of Directors, and shall keep at its registered

office or principal place of business, or at the office of its transfer agent or registrar, a record of its Shareholders, giving the names and addresses of all Shareholders and the number and class of the shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. Any person who shall have been a holder of record of shares for at least six (6) months immediately preceding demand, or shall be the holder of record of at least five percent (5%) of all of the outstanding shares of a corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent, accountant, or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of account, minutes and records of Shareholders, and to make extracts therefrom.

9.5 ANNUAL STATEMENT . The Board of Directors shall present at each annual meeting of Shareholders a full and clear statement of the business and condition of the Corporation, including a reasonably detailed balance sheet and income statement.

9.6 RESIGNATION . Any Director, officer or agent may resign by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.7 AMENDMENT OF BYLAWS . These Bylaws may be altered, amended, or repealed either by unanimous written consent of the Board of Directors, in the manner stated in Article 3.16 herein, or at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors present at such meeting, provided notice of the proposed alteration, amendment, or repeal be contained in the notice of such meeting.

9.8 INVALID PROVISIONS . If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

9.9 HEADINGS . The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

9.10 WAIVER OF NOTICE . Whenever any notice is required to be given to any Shareholder or Director of the Corporation, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

9.11 GENDER . Words which import one gender shall be applied to any gender wherever appropriate and words which import the singular or plural shall be applied to either the plural or singular wherever appropriate.

I, the undersigned, being the Secretary of Itronics Inc., do hereby certify the foregoing to be the Bylaws of said Corporation, as adopted at a meeting of the Directors held on the \_\_\_\_\_ day of \_\_\_\_\_ , 1988.

/s/

Secretary