

Thorium Power, Ltd
Form 10QSB
May 10, 2007

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended: March 31, 2007

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

For the transitional period from _____ to _____

Commission File No. 000-28543

THORIUM POWER, LTD.

(Name of Small Business Issuer in Its Charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

91-1975651
(I.R.S. Employer Identification No.)

8300 Greensboro Drive, Suite 800
McLean, Virginia 22102
(Address of Principal Executive Office)

703.918.4904
(Issuer Telephone No. Including Area
Code)

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

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

The number of shares outstanding of each of the issuer's classes of common equity, as of May 4, 2007 are as follows:

Class of Securities	Shares Outstanding
Common Stock, \$0.001 par value	297,692,991

Transitional Small Business Disclosure Format (check one): Yes No

ITEM 1. FINANCIAL STATEMENTS

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Thorium Power, Ltd.
(A Development Stage Company)
Condensed Consolidated Balance Sheets

	(Unaudited) March 31, 2007	(Audited) December 31 2006
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 9,026,195	\$ 10,927,775
Prepaid expenses & other current assets	146,667	394,443
Total Current Assets	9,172,862	11,322,218
Property Plant and Equipment -net	20,312	21,290
Other Assets		
Patent costs - net	217,875	217,875
Security deposits	2,049	2,049
Total Other Assets	219,924	219,924
Total Assets	\$ 9,413,098	\$ 11,563,432
Liabilities and Stockholders' Deficiency		
Current Liabilities		
Current portion long term debt	\$ 4,449	\$ 4,739
Accounts payable and accrued liabilities	947,866	1,121,083
Other current liabilities	0	347,690
Warrant liability	0	1,132,440
Total Current Liabilities	952,315	2,605,952
Notes Payable - long term	9,296	10,433
Total Liabilities	961,611	2,616,385
Commitments and contingencies		
Common Stock with Registration Rights		
Common Stock subject to continuing registration, \$0.001 par value, 36,659,837 shares issued and outstanding at March 31, 2007 and December 31, 2006	12,041,373	12,041,373
Stockholders' Deficiency		
Preferred stock, \$0.001 par value, 50,000,000 authorized shares, no shares issued and outstanding	0	0
Common stock, \$0.001 par value, 500,000,000 authorized, 260,340,554 shares issued and 259,490,554 shares outstanding at March 31, 2007 and 257,291,709 shares issued and 256,441,709 shares outstanding at December 31, 2006	260,341	257,292
Additional paid in capital - stock and stock equivalents	26,460,130	23,148,560
Deficit accumulated during the development stage	(29,955,382)	(27,177,989)

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Common stock reserved for issuance, 1,000,000 shares at March 31, 2007 and 4,000,000 shares at December 31, 2006	350,000	1,200,000
Accumulated other comprehensive income	27,581	18,861
Deferred stock compensation	(476,706)	(285,200)
Treasury stock - 850,000 shares	(255,850)	(255,850)
Total Stockholders' Deficiency	(3,589,886)	(3,094,326)
Total Liabilities and Stockholders' Deficiency	\$ 9,413,098	\$ 11,563,432

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

Thorium Power, Ltd.
(A Development Stage Company)
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

	Three Months Ended March 31,		Cumulative Period from January 8, 1992 (Inception) to March 31, 2007
	2007	2006	
Revenue:			
License revenue	\$ 0	\$ 0	\$ 624,985
Total Revenue	0	0	624,985
Operating Expenses			
General and administrative	1,554,462	330,973	14,709,023
Research and development expenses	0	0	3,926,558
Stock-based compensation	1,335,517	0	12,697,134
Total Operating Loss	2,889,979	330,973	30,707,730
Other (Income) and Expenses			
Gain on fair value of warrant derivatives	0	0	(1,902,286)
Other (income)/expense	(112,586)	866	(259,415)
Stock settlement expense	0	0	92,260
Registration right expense	0	0	353,706
Warrant expense			