

ITRONICS INC
Form 10QSB
November 14, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-QSB

(Mark One)

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

For the quarterly period ended September 30, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission File Number 33-18582

ITRONICS INC.

(Exact name of small business issuer as specified in its charter)

TEXAS

75-2198369

(State or other jurisdiction of (IRS Employer Identification Number)
incorporation or organization)

6490 S. McCarran Blvd., Bldg C-23, Reno, Nevada 89509

(Address of principal executive offices)

Issuer's telephone number, including area code: (775)689-7696

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 during the past 90 days. Yes (x) No ()

APPLICABLE ONLY TO CORPORATE ISSUERS

As of November 11, 2007, 802,466,402 shares of common stock were outstanding.

Transitional Small Business Disclosure Format (Check one): Yes () No (X)

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ITRONICS INC. AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

ITRONICS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2007 AND DECEMBER 31, 2006
(UNAUDITED)
ASSETS

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	Sept. 30,	December 31,
	<u>2007</u>	<u>2006</u>
CURRENT ASSETS		
Cash	\$ 20,304	\$ -
Accounts receivable, less allowance for doubtful accounts, 2007, \$4,600; 2006, \$4,600	161,212	36,493
Inventories	737,914	548,399
Prepaid expenses	250,222	316,872
Total Current Assets	1,169,652	901,764
PROPERTY AND EQUIPMENT		
Land	215,000	215,000
Building and improvements	1,312,409	1,167,315
Design and construction in progress, manufacturing facility	76,330	234,347
Equipment and furniture	2,878,567	2,543,682
Vehicles	222,298	200,557
Equipment under capital lease-equipment and furniture	466,571	692,438
Equipment under capital lease-vehicles	-	21,741
	5,171,175	5,075,080
Less: Accumulated depreciation and amortization	2,288,555	2,131,542
Total Property and Equipment	2,882,620	2,943,538
OTHER ASSETS		
Intangibles	76,500	76,500

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Deferred loan fees, less accumulated amortization 2007,

\$521,727; 2006, \$328,120	314,164	335,629
Deposits	8,108	8,108
Total Other Assets	398,772	420,237
	\$4,451,044	\$4,265,539

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LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	Sept. 30,	December 31,
	<u>2007</u>	<u>2006</u>
CURRENT LIABILITIES		
Bank overdraft	\$ -	\$ 13,834
Accounts payable	563,699	521,188
Accrued management salaries	732,294	799,948
Accrued expenses	268,965	206,830
Insurance contracts payable	39,545	12,597
Interest payable to officer/stockholders	108,419	87,211
Interest payable, long-term debt and lease obligations	219,522	202,366
Current maturities of long-term debt	52,705	45,065
Current maturities of capital lease obligations	349,556	389,032
Advances from stockholder	143,025	161,525
Current maturities of capital lease due stockholder	-	3,333
Current maturities of convertible notes and accrued interest	3,600,271	3,304,027
Convertible debt derivatives	4,549,282	4,876,175
Warrant and option liability	282,487	380,083

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Other	36,610	38,166
Total Current Liabilities	10,946,380	11,041,380
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	475,444	504,131
Capital lease obligations, less current maturities	118,433	149,533
Total Long-Term Liabilities	593,877	653,664
Commitments and Contingencies (see Note 4)	-	-
Total Liabilities	11,540,257	11,695,044
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, par value \$0.001 per share; authorized 999,500 shares; issued and outstanding 2007, 0 shares; 2006, 0 shares	-	-
Common stock, par value \$0.001 per share; authorized 1,000,000,000 shares; issued and outstanding, 546,596,891 at September 30, 2007; 337,581,957 at December 31, 2006	546,597	337,582
Additional paid-in capital	24,379,246	23,305,788
Accumulated deficit	(32,821,101)	(31,661,456)
Common stock to be issued	806,045	583,868
Common stock options outstanding, net	-	4,713
Total Stockholders Equity (Deficit)	(7,089,213)	(7,429,505)
	\$4,451,044	\$ 4,265,539

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

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ITRONICS INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
 (UNAUDITED)

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
REVENUES				
GOLD n GRO fertilizer	\$535,352	\$ 294,849	\$1,913,976	\$1,393,223
Mining technical services	8,329	3,300	14,957	25,211
Total Revenues	543,681	298,149	1,928,933	1,418,434
COST OF REVENUES (exclusive of depreciation and amortization shown separately below)				
GOLD n GRO fertilizer	516,291	303,080	1,751,031	1,267,654
Mining technical services	10,238	6,951	25,968	29,616
Total Cost of Revenues	526,529	310,031	1,776,999	1,297,270
Gross Profit (Loss) (exclusive of depreciation and amortization shown separately below)	17,152	(11,882)	151,934	121,164

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OPERATING EXPENSES

Depreciation and amortization	52,392	57,414	157,013	171,042
Research and development	92,053	80,106	280,907	221,101
Sales and marketing	423,962	182,118	984,876	543,198
Delivery and warehousing	20,606	19,186	111,742	89,298
General and administrative	301,681	232,843	776,077	688,405
Total Operating Expenses	890,694	571,667	2,310,615	1,713,044
Operating (Loss)	(873,542)	(583,549)	(2,158,681)	(1,591,880)

OTHER INCOME (EXPENSE)

Interest expense	(341,216)	(297,204)	(943,774)	(884,347)
Gain (loss) on derivative instruments	1,762,907	(2,222,810)	1,594,154	(730,404)
Gain (loss) on sale of investments	(3,983)	-	348,026	97,728
Other	159	-	630	91
Total Other Income (Expense)	1,417,867	(2,520,014)	999,036	(1,516,932)

Income (Loss) before provision

for income tax	544,325	(3,103,563)	(1,159,645)	(3,108,812)
Provision for income tax	-	-	-	-
Net Income (Loss)	544,325	(3,103,563)	(1,159,645)	(3,108,812)

Other comprehensive income (loss)

Unrealized gains(losses) on

securities	(3,115)	-	-	39,889
Comprehensive Income (Loss)	\$541,210	\$(3,103,563)	\$(1,159,645)	\$(3,068,923)

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Weighted average number of shares

Outstanding (1,000 s)- Basic	466,067	253,718	407,278	226,831
Diluted	2,753,976	253,718	407,278	226,831
Earnings (Loss) per share, basic	\$0.001		\$(0.003)	\$(0.014)
		\$(0.012)		
Earnings (Loss) per share, diluted	\$0.0002	\$(0.012)	\$(0.003)	\$(0.014)

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

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ITRONICS INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND THE YEAR ENDED DECEMBER 31, 2006

(UNAUDITED)

	<u>COMMON STOCK</u>			COMMON	ACCUMULATED
	NUMBER		ADDITIONAL	STOCK	OTHER
	OF		PAID-IN	TO	
	SHARES			BE	COMPREHENSIVE
	(1,000 s)	<u>AMOUNT</u>	<u>CAPITAL</u>	<u>ISSUED</u>	<u>INCOME</u>
Balance, Dec. 31, 2005	197,148	\$197,148	\$21,646,307	\$573,993	\$(39,889)
Issue of common stock:					
For cash	100	100	7,400	-	-
For services	24,350	24,350	412,703	(3,725)	-
For debt conversion	108,723	108,723	1,114,839	13,600	-
For asset acquisition	7,261	7,261	124,539	-	-
Net (loss) for the year					

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ended Dec. 31, 2006	-	-	-	(3,809,885)	-	-
Other comprehensive						
income for the year						
ended Dec. 31, 2006	-	-	-	-	-	39,889
Common stock options						
outstanding	-	-	-	-	-	-
Balance, Dec. 31, 2006	337,582	337,582	23,305,788	(31,661,456)	583,868	-
Issue of common stock						
For services	35,400	35,400	491,833	-	217,277	-
For debt conversion, related party	-	-	-	-	18,500	-
For debt conversion	165,884	165,884	481,538	-	(13,600)	-
For asset acquisition	7,731	7,731	100,087	-	-	-
Net (loss) for the nine months ended Sept. 30, 2007	-	-	-	(1,159,645)	-	-
Common stock options						
outstanding	-	-	-	-	-	-
Balance, Sept. 30, 2007	546,597	\$546,597	\$24,379,246	\$(32,821,101)	\$806,045	\$ -

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

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
(UNAUDITED)

	Nine Months Ended Sept. 30,	
	<u>2007</u>	<u>2006</u>
Cash flows from operating activities		
Net loss	\$(1,159,645)	\$(3,108,812)
Adjustments to reconcile net loss to		
cash used by operating activities:		
Depreciation and amortization	350,620	368,153
Interest on convertible notes	507,799	434,417
(Gain) loss on change in fair value of derivative		
instruments	(1,594,154)	730,404
Gain on sale of investments	(348,026)	(97,728)
Addition of silver in solution inventory by		
offsetting photochemical processing fees	(253,545)	(27,411)
Stock and option compensation	13,161	3,881
Expenses paid with issuance of common stock:		
Consulting expenses	350,155	22,619
Director fees	13,388	863
Salaries	215,607	72,817
(Increase) decrease in:		
Trade accounts receivable	(124,719)	(32,265)
Inventories	115,030	46,315
Prepaid expenses, deposits and other	(24,930)	589
Increase (decrease) in:		

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Accounts payable	42,509	82,405
Accrued management salaries	178,346	139,540
Accrued expenses and contracts payable	87,527	(25,254)
Accrued interest	38,364	24,337
Net cash used by operating activities	(1,592,513)	(1,365,130)
Cash flows from investing activities:		
Acquisition of property and equipment	(39,277)	(29,095)
Sale of investments	348,026	229,374
Net cash provided by investing activities	308,749	200,279
Cash flows from financing activities:		
Proceeds from sale of stock	-	7,500
Proceeds from officer/stockholder advances	8,000	10,212
Proceeds from debt	1,515,000	1,446,167
Debt issuance costs	(102,142)	(185,378)
Bank overdraft	(13,834)	-
Account receivable/inventory factoring, net	-	65,000
Payments on debt	(102,956)	(175,203)
Net cash provided by financing activities	1,304,068	1,168,298
Net increase in cash	20,304	3,447
Cash, beginning of period	-	24,260
Cash, end of period	\$20,304	\$27,707

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

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006

(UNAUDITED)

(continued)

	Nine Months Ended Sept. 30,	
	<u>2007</u>	<u>2006</u>
Supplemental Disclosures of Cash Flow		
Information:		
Cash paid during the period for interest	\$ 198,732	\$210,982
Non-cash financing and investing activities:		
Marketable securities received for sale of investment	138,353	-
Common stock issued to settle:		
Convertible notes	633,822	780,182
Accrued management salaries	246,000	-
Short term notes-officer/stockholder	18,500	-
Acquisition of assets by issuance of common stock:		-
Equipment	56,818	-
Inventory	51,000	-
Warrants issued for debt issuance costs	-	17,594
Amounts withheld from proceeds of debt, unrelated:		
Deferred loan costs	70,000	33,333
Accounts payable	-	20,500

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

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ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2007

(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, 2006. 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 \$1,159,645 during the nine months ended September 30, 2007, a working capital deficit of \$9,776,728, and a stockholders' deficit balance of \$7,089,213 as of September 30, 2007. 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 three and nine months ended September 30, 2007 are not necessarily indicative of the results to be expected for the full year.

3. In January, March, June, and August 2007 the Company entered into callable secured convertible debt financings (the "Notes") for a total of \$1,585,000 from the same investors as previous callable secured debt financings in 2005 and 2006. The Notes have three year terms, interest rates of 6% to 8% per annum, and are accompanied by Registration Rights Agreements. The Company received net proceeds of \$1,515,000 from the Notes and issued a total of 70,000,000 seven year warrants at exercise prices ranging from \$0.0014 to \$0.01 per share. Subsequent to September 30, 2007 the Company entered into callable secured convertible debt financing (the "Notes") for a total of \$275,000 and net proceeds of \$260,000 and issued seven year warrants to purchase 15,000,000 common shares at an exercise price of \$0.004 per share. Terms of the Notes are similar to previous callable convertible debt financings.

The Notes are convertible into common stock at the lesser of \$0.10 or 50% of the market price of the Company's common stock, as defined. Additionally, the Notes are secured by substantially all of the Company's assets and are further secured by 14,550,558 common shares of the Company which are owned by an officer/stockholder.

The Notes have an additional provision that the Company may redeem the debt prior to maturity by paying all outstanding balances plus a prepayment penalty ranging from 40% to 50%, depending on the terms of the Notes. This prepayment option is only available when a sufficient number of shares is authorized and outstanding to fully convert all the Notes and accrued interest.

ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2007

(UNAUDITED)

The face amount of all the callable secured convertible notes and accrued interest was \$4,354,491 and \$3,191,759 as of September 30, 2007 and December 31, 2006, respectively.

The Notes are potentially convertible into an unlimited number of shares of common stock. Accordingly, the Company has accounted for the Notes under SFAS 133, EITF 00-19 and DIG's B38 and B39 which require the beneficial conversion features and the prepayment penalties of each of the Notes to be treated as embedded derivatives, to be recorded as a collective liability equal to the estimated fair value of the embedded derivatives. The Notes were convertible into 2,271,908,504 and 586,181,548 common shares at September 30, 2007 and December 31, 2006, respectively, and the embedded derivatives had estimated fair values of \$4,549,282 and \$4,876,175, at September 30, 2007 and December 31, 2006, respectively. Under the terms of the various agreements, the prepayment option is only available to the Company if it has sufficient authorized shares to fully convert the debt and accrued interest. Since the Company did not have sufficient shares on September 30, 2007 to convert the debt, the prepayment option was not available, and consequently, there was no value to the option. The fair value of the conversion features at September 30, 2007 was estimated using the Black-Scholes option pricing model. The fair value of the conversion features and the prepayment penalties at December 31, 2006 was estimated in a single valuation model, using the Black-Scholes option pricing model to value the estimated stream of conversions and the prepayment penalties, and computing a weighted average value based on estimated probabilities that the debt would be converted under the terms of the agreements or paid off prior to maturity. The estimated fair value of the conversion features and prepayment penalties (when applicable) exceeded the carrying value of the Notes and the change in this excess amount for each reporting period is recorded as a gain or loss on derivative instruments in the Condensed Consolidated Statements of Operations. As the Company's common stock is highly volatile, material gains or losses for the change in estimated fair value are likely to occur in future periods.

In addition, all warrants and options that are exercisable during the period in which the Notes are outstanding are required to be recorded as liabilities at their fair value. Warrants and options to acquire a total of 128,788,001 and 58,599,501 common shares were outstanding at September 30, 2007 and December 31, 2006, respectively, and had estimated fair values of \$282,487 and \$380,083 at September 30, 2007 and December 31, 2006, respectively. The fair value of warrants and options was estimated using the Black-Scholes option pricing model.

Following is a summary of the gains and (losses) on derivative instruments by reporting period:

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Convertible debt derivative	\$ 868,638	\$(1,850,664)	\$1,489,626	\$(479,444)
Warrant and option liability	894,269	(372,146)	104,528	(250,960)

\$1,762,907	\$(2,222,810)	\$1,594,154	\$(730,404)
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ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**SEPTEMBER 30, 2007****(UNAUDITED)**

Assumptions used to value these instruments included assuming the Notes would be converted to common stock in equal amounts on a monthly basis, beginning October 2007, until the estimated full conversion of each Note, assuming all warrants and options would be exercised on their respective expiration dates, using volatility rates ranging from 94% and 115% for September 30, 2007 and 87% to 109% for December 31, 2006, and using risk free interest rates ranging from 3.43% to 4.59% for September 30, 2007 and 4.625% to 4.75% for December 31, 2006.

During the period of January 1, 2007 to September 30, 2007, the Noteholders converted a total of \$633,822 of the Notes into 163.8 million common shares. Subsequent to September 30, 2007 through November 11, 2007 the Noteholders converted a total of \$271,827 of the Notes into 225.2 million common shares.

In connection with the above described Notes, the Company entered into Registration Rights Agreements (the "Agreements") with the Noteholders, whereby the Company has agreed to use its best efforts to file, and have declared effective, registration statements with the Securities and Exchange Commission (SEC) within a specified number of days from the date of the Notes. The Company is required under the Agreements to register a number of shares no less than 2 times the number of shares required to convert all the convertible Notes. Each of the Notes have three year terms and the last Notes were issued on August 21 27, 2007.

These arrangements are classified as registration payment arrangements under FSP EITF 00-19-2. This standard became effective for the first quarter of 2007 and requires the Company to evaluate the probability of incurring penalties related to non-performance of the requirements of the Agreements. The Agreements provide for a penalty of 2% per month of the outstanding principal balance of the Notes if various provisions of the Agreements are not met, which amounted to \$78,696 as of September 30, 2007. The penalties would be incurred for as long as the terms of the Agreements are not met. At the Company's election, the penalties may be settled in either cash or in the Company's common stock priced at the Conversion Price as defined in the Notes. As of September 30, 2007 our evaluation of the Agreements and the penalty provisions determined that the probability of incurring the penalties is remote, and accordingly, no amount for these penalties has been accrued.

The Securities Purchase Agreements require the Company to have at least twice the number of shares authorized and outstanding as is needed to fully convert all the outstanding debt and warrants. As of September 30, 2007 this requirement is not being met. The investors could require the Company to pay standard liquidated damages of 3% per month of all outstanding obligations, either in cash or shares. This would amount to \$130,635 per month as of September 30, 2007. Our assessment of the penalty is that it is reasonably possible it would be incurred, but not probable. Accordingly, no accrual has been made for the penalty. This is also a breach of covenants under the terms of the Notes and would be an event of default if not cured within 10 days of notice from the investors. No notice has

been given to date, so no event of

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ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2007

(UNAUDITED)

default has occurred. If the investors were to give notice of default, the Company could be required to pay 130% to 140% of the outstanding balances of the Notes and accrued interest, depending on the terms of each Note. The investors have the option to demand these amounts be paid in common stock.

4.

As of September 30, 2007 we have accrued for liabilities, including interest, of \$539,954 which relate to various lawsuits and claims for the collection of the funds due. These include 8 leases totaling \$367,127 (reflected in Capital Lease Obligations) plus \$58,635 in additional interest (reflected in Accrued Interest) and one trade payable totaling \$85,801 (reflected in Accounts Payable) plus \$28,391 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 three cases that are seeking \$251,522, which we believe are probable. The creditors have received judgments in these cases, but have taken no further collection action. The Company will continue to accrue interest until these cases are settled or paid in full.

The Company has two cases, that originally sought \$171,853, that we deem to have a remote possibility of incurring an additional unrecorded loss. The Company has negotiated payment agreements on these cases and, as of September 30, 2007, the recorded liability for these cases was \$163,897. We are current in our payments under the respective settlement agreements.

In addition to the above leases that are subject to litigation, there are four leases, with a recorded liability of \$188,910, that are in default. 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.

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

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 its business. Certain lawsuits have been filed against the Company for collection of funds due that are delinquent, as described above. The Company is not aware of any additional legal proceeding or claims that it believes will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2007

(UNAUDITED)

5. In the first quarter of 2006 all of the Series 2000 Convertible Promissory Notes became due and are now in default. The total principal and interest due at September 30, 2007 is \$3,600,271. The Company is formulating a plan to seek extensions of these notes and has recorded these notes as current liabilities. No collection action has been taken to date.

6. Following is a summary of finished goods, work in progress, and raw materials inventories as of September 30, 2007 and December 31, 2006. The raw material and work in progress balances below include \$606,127 and \$405,631 in silver bearing unprocessed photochemicals or partially processed materials as of September 30, 2007 and December 31, 2006, respectively.

	Sept. 30, <u>2007</u>	Dec. 31, <u>2006</u>
Finished goods	\$45,607	\$ 19,275
Work in progress	471,607	340,594
Raw materials	324,861	292,691
	842,075	652,560
Less: Silver recoverability and slow moving reserves	104,161	104,161
Net Inventory	\$737,914	\$548,399

7. The Company has outstanding three categories of warrants and options that may be exercised to acquire common stock; these include warrants, convertible debt options, and employee options. The following table summarizes warrant and option activity for the period January 1, 2006 through September 30, 2007:

	Convertible	Employee	
<u>Warrants</u>	<u>Debt Options</u>	<u>Options</u>	<u>Total</u>

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Under option, December 31, 2005	27,313,260	134,823,379	6,108,000	168,244,639
Granted	41,496,924	584,810,362	226,000	626,533,286
Exercised	(100,000)	(111,222,642)	-	(111,322,642)
Expired/Adjusted	(10,110,683)	(22,229,551)	(12,000)	(32,352,234)
Under option, December 31, 2006	58,599,501	586,181,548	6,322,000	651,103,049
Granted	70,000,000	1,849,559,442	181,000	1,919,740,442
Exercised	-	(163,832,486)	-	(163,832,486)
Expired/Adjusted	(6,284,500)	-	(30,000)	(6,314,500)
Under option, Sept. 30, 2007	122,315,001	2,271,908,504	6,473,000	2,400,696,505

The average price for all warrants and options granted and exercised was \$0.0023 for the nine months ended September 30, 2007 and \$0.0146 for the year ended December 31, 2006.

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ITRONICS INC. AND SUBSIDIARIES

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The 22,229,551 in expired/adjusted convertible debt options in 2006 listed above is related to the 2000 Series Convertible Promissory Notes discussed in Note 5 above. If the Company is successful in negotiating extensions of these notes, the convertible options may be renewed and the eventual number of potential options could be significantly higher than the amount that was adjusted.

The following table summarizes the warrants and options outstanding as of September 30, 2007:

	No. of	Exercise	Weighted Average Exercise
--	--------	----------	---------------------------------

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<u>Expiration Dates</u>	<u>Shares</u>	<u>Price</u>	<u>Price</u>
<u>Warrants:</u>			
August 2014	20,000,000	\$0.0014	
January to June 2014	50,000,000	0.010	
November 2013	20,000,000	0.040	
July 2013	20,000,000	0.050	
March 2010	1,000,000	0.100	
June 2008	100,000	0.150	
July 2010 to February 2011	3,740,001	0.150	
January to March 2008	5,625,000	0.225	
December 2007	1,850,000	0.375	
Total Warrants	122,315,001		\$0.0406
<u>Convertible Debt Options:</u>			
July 2008 to August 2010	2,271,908,504	\$0.0019	\$0.0019
<u>Employee Options:</u>			
August 2007 to February 2017	456,000	\$0.150	
One year after employment ends	1,600,000	0.150	
May 2017	25,000	0.160	
October 2007	250,000	0.200	
January 2015 to August 2017	125,000	0.200	
One year after employment ends	1,000,000	0.250	
One year after employment ends	3,000,000	0.300	
October 2012 to October 2013	17,000	0.500	
Total Employee Options	6,473,000		\$0.2388

Total Warrants and Options	2,400,696,505	\$0.0045
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ITRONICS INC. AND SUBSIDIARIES

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The 2,271,908,504 convertible debt options listed above relate to the callable secured convertible debt discussed in Note 3 above. As of September 30, 2007 \$4,354,491 of principal and accrued interest were convertible into common stock at the lower of \$0.10 per share or 50% of a calculated market price. Consequently, the number of shares and the conversion price can vary up or down materially, depending on the Company's stock price at any point in time.

8. Earnings (Loss) per Common Share:

Basic Earnings (loss) per common share is calculated based on the consolidated net income (loss) for the period divided by the weighted average number of common shares outstanding during the three and nine months ended September 30, 2007 and 2006.

Diluted Earnings (loss) per common share assumes that any dilutive convertible debt outstanding and stock options and warrants were converted on the first day of the period. Interest expense (net of tax) incurred the period that is related to convertible debt is added back to net income for purposes of the computation. Any stock options or warrants with exercise prices below the weighted average market price for the quarter are excluded from the computation. For purposes of computing diluted earnings per common share, common stock equivalents are excluded for periods with net losses as their effect would be antidilutive.

Following is a reconciliation of Net Income (Loss) and Weighted average number of shares outstanding, in the computation of basic and diluted earnings (loss) per common share (EPS) for the three and nine months ended September 30, 2007 and 2006.

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ITRONICS INC. AND SUBSIDIARIES

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	Three months Ended Sept 30,		Nine months Ended Sept 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Net Income (Loss)	\$ 544,325	\$(3,103,563)	\$(1,159,645)	\$(3,108,812)
Less: Preferred stock dividends	-	-	-	-
Basic EPS income (loss) available to common stockholders	544,325	(3,103,563)	(1,159,645)	(3,108,812)
Interest on convertible securities, net of tax	75,464	-	-	-
Diluted EPS income (loss) available to common shareholders	\$ 619,789	\$(3,103,563)	\$(1,159,645)	\$(3,108,812)
Weighted average number of shares outstanding (1,000 s)	466,067	253,718	407,278	226,831
Common equivalent shares (1,000 s)	2,287,909	N/A	N/A	N/A
Diluted average number of shares outstanding (1,000 s)	2,753,976	253,718	407,278	226,831
Per share amount -basic	\$0.001	\$(0.012)	\$(0.003)	\$(0.014)
Per share amount- diluted	\$0.0002	\$(0.012)	\$(0.003)	\$(0.014)

Warrants, options, and shares to be issued, totaling 2,424,844,738 and 387,068,823 shares as of September 30, 2007 and 2006, respectively, would dilute EPS, and accordingly are not included in the computation of EPS for the nine months ended September 30, 2007 and the three and nine months ended September 30, 2006.

9. The Company adopted the provisions of SFAS 123R, *Share-Based Payments*, on January 1, 2006. Accordingly, compensation costs for all share-based awards to employees are measured based on the grant date fair value of those awards and recognized over the period during which the employee is required to perform service in exchange for the award (generally over the vesting period of the award). We have no awards with market or performance conditions. Effective January 1, 2006 and for all periods subsequent to that date, SFAS 123R supersedes our previous accounting under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"). In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 ("SAB 107") relating to SFAS 123R. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123R.

Total estimated share-based compensation expense recognized under SFAS 123R for the three months ended September 30, 2007 and 2006 was \$11,436 and \$591, respectively, and is included in general and administrative

expenses. Total estimated share-based compensation expense recognized under SFAS 123R for the

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ITRONICS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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nine months ended September 30, 2007 and 2006 was \$13,161 and \$3,881, respectively.

10. Following is financial information for each of the Company's segments. No changes have occurred in the basis of segmentation since December 31, 2006.

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 Sept. 30,		Nine Months Ended Sept. 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Revenues:				
GOLD n GRO Fertilizer	\$ 535,352	\$ 294,849	\$1,913,976	\$1,393,223
Mining Technical Services	8,329	3,300	14,957	25,211
Consolidated Revenues	\$ 543,681	\$ 298,149	\$1,928,933	\$1,418,434
Gross Profit (Loss):				
GOLD n GRO Fertilizer	\$ 19,061	\$ (8,231)	\$162,945	\$125,569
Mining Technical Services	(1,909)	(3,651)	(11,011)	(4,405)
Consolidated Gross Profit				
(Loss)	\$ 17,152	\$(11,882)	\$151,934	\$121,164

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Operating Income (Loss):

GOLD n GRO Fertilizer	\$(669,758)	\$(440,231)	\$(1,589,561)	\$(1,209,785)
Mining Technical Services	(203,784)	(143,318)	(569,120)	(382,095)
Consolidated Operating				
Income (Loss)	\$(873,542)	\$(583,549)	\$(2,158,681)	\$(1,591,880)

Other Income (Expense):

GOLD n GRO Fertilizer	\$1,421,691	\$(2,520,014)	\$ 856,318	\$(1,614,751)
Mining Technical Services	(3,824)	-	142,718	97,819
Consolidated Other Income				
(Expense)	\$1,417,867	\$(2,520,014)	\$ 999,036	\$(1,516,932)

Net Income (Loss) before taxes:

GOLD n GRO Fertilizer	\$751,933	\$(2,960,245)	\$(733,243)	\$(2,824,536)
Mining Technical Services	(207,608)	(143,318)	(426,402)	(284,276)
Consolidated Net Income				
(Loss) before taxes	\$544,325	\$(3,103,563)	\$(1,159,645)	\$(3,108,812)

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ITRONICS INC. AND SUBSIDIARIES

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Identifiable assets by business segment for the major asset classifications and reconciliation to total consolidated

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assets are as follows:

	Sept. 30, <u>2007</u>	December 31, <u>2006</u>
Current Assets:		
GOLD n GRO Fertilizer	\$975,932	\$ 638,562
Mining Technical Services	7,204	4,304
	983,136	642,866
Property and Equipment, net:		
GOLD n GRO Fertilizer	2,795,309	2,857,051
Mining Technical Services	87,311	86,487
	2,882,620	2,943,538
Other Assets, net:		
GOLD n GRO Fertilizer	109,134	111,573
Mining Technical Services	3,483	3,483
	112,617	115,056
Total Assets:		
GOLD n GRO Fertilizer	3,880,375	3,607,186
Mining Technical Services	97,998	94,274
Total Segment Assets	3,978,373	3,701,460
Itronics Inc. assets	28,453,162	27,028,313
Less: inter-company elimination	(27,980,491)	(26,464,234)
Consolidated Assets	\$4,451,044	\$4,265,539

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 market value at each balance sheet date. The adjustment to market 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 Gains of \$-0- at September 30, 2007 and \$-0- at December 31, 2006. No losses were reclassified out of accumulated other comprehensive income into earnings during the three and nine months ended September 30, 2007. No gains were reclassified out of accumulated other comprehensive income into earnings during the three and nine months ended September 30, 2006. 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

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ITRONICS INC. AND SUBSIDIARIES

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(UNAUDITED)

represents unrealized holding gains and losses transferred into earnings as securities are sold.

Following are the components of Other Comprehensive Income:

	<u>Three Months Ended Sept 30.</u>		<u>Nine Months Ended Sept 30.</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Unrealized holding gains (losses)				
arising during the period	\$ -	\$ -	\$ 2,246	\$ -
Reclassification adjustment	(3,115)	-	(2,246)	39,889
Other Comprehensive Income (Loss)	\$(3,115)	\$ -	\$ -	\$ 39,889

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

:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Gross proceeds from sale of securities	\$ 35,870	\$ -	\$142,088	\$229,374

Gross gains from sale of securities	\$ -	\$ -	\$ 7,718	\$ 97,728
Gross losses from sale of securities	(3,983)	-	(3,983)	-
Net Gains (Losses) from sale of Securities	\$(3,983)	\$ -	\$3,735	\$ 97,728

12. In February 2007 the Company exchanged its membership interest in its worker's compensation mutual insurance company for \$205,938 cash and \$138,353 in marketable securities of a New York Stock Exchange traded stock insurance company. The total of \$344,291 is included as a gain on sale of investments in the Condensed Consolidated Statements of Operations.

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Item 2. Management's Discussion and Analysis or Plan of Operations

Some of the information in this report 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.

Results of Operations

We reported consolidated revenues of \$543,681 for the quarter ended September 30, 2007, compared to \$298,149 for the prior year quarter, an increase of 82%. The increase was due primarily to an increase in GOLD n GRO Fertilizer segment revenue of \$240,500, or 82%. The consolidated net income was \$544,325, or \$0.001 per share, for the quarter ended September 30, 2007, compared to a net loss of \$3,103,563 or \$0.012 per share for the comparable 2006 period, an improvement of \$3,647,900. Consolidated revenues for the first nine months of 2007 were \$1,928,933 compared to \$1,418,434 for the prior year period, an increase of 36%. The consolidated net loss was \$1,159,645 or \$0.003 per share, for the nine months ended September 30, 2007, compared to a net loss of \$3,108,812 or \$0.014 per share for the comparable 2006 period, a decreased loss of \$1,949,200.

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

GOLD n GRO FERTILIZER

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Revenues				
Fertilizer	\$ 241,693	\$ 145,828	\$ 1,411,442	\$ 1,046,103
Photochemical services	\$ 206,265	\$ 22,953	\$ 294,243	\$ 60,310
Silver	\$ 87,394	\$ 126,068	\$ 208,291	\$ 286,810
Total Revenue	\$ 535,352	\$ 294,849	\$ 1,913,976	\$ 1,393,223
Gross profit (loss)	\$ 19,061	\$ (8,231)	\$ 162,945	\$ 125,569
Operating income (loss)	\$(669,758)	\$ (440,231)	\$(1,589,561)	\$(1,209,785)
Other income (loss)	\$1,421,691	\$(2,520,014)	\$ 856,318	\$(1,614,751)
Net income (loss) before taxes	\$ 751,933	\$(2,960,245)	\$ (733,243)	\$(2,824,536)

Total segment revenues for the third quarter of 2007 were approximately \$535,400, an increase of 82% from the third quarter of 2006. Total fertilizer sales for the quarter were \$241,700 (317 tons), compared to \$145,800 (219 tons) for the 2006 third quarter, an increase of 66% in

dollars and an increase of 44% in tonnage. Sales of bulk Chelated Liquid Micro-nutrients were \$185,000 (200 tons) and \$93,700 (108 tons) for the third quarter of 2007 and 2006, respectively, an increase of 98% in dollars and 85% in tonnage. Sales of bulk Chelated Liquid Multi-nutrients were \$49,000 (115 tons) and \$41,300 (110 tons) for the third quarter of 2007 and 2006, respectively, an increase of 19% in dollars and 5% in tonnage. A new Chelated Secondary Nutrient product was introduced in the second quarter of 2006. Sales of this product were \$1,900 (1 ton) and \$1,800 (1 ton) for the third quarter of 2007 and 2006, respectively, a nominal increase in dollars. The overall increase in sales was due to a combination of price increases of the GOLD n GRO fertilizers, sales to new customers within our distribution network, and a shift in sales efforts toward higher value products. Total photochemical services revenue for the quarter increased \$183,300 due primarily to Photochemical Silver Concentrator sales of \$164,500. Photochemical services revenue, excluding the Concentrator sales, increased 82% on an increased volume of 312% from the third quarter of 2006 due to the addition of several new wholesale customers in the fourth quarter of 2006 and early 2007. Silver sales were \$87,400 (6,337 ounces) for the quarter, compared to \$126,100 (10,352 ounces) for the prior year third quarter, a decrease of 31% in dollars and 39% in ounces. The decrease is primarily from decreased sales of processed silver bullion due to reduced furnace availability caused by power surges in the electrical supply. We are working with the local power company to solve the electrical surge problem.

Cost of sales increased \$213,200 due primarily to increases in raw materials costs of \$181,700 resulting from increased sales and payroll costs of \$17,800 related to increased volume in photochemical services. The segment

recorded a gross profit of \$19,100 for the quarter, compared to a gross loss of \$8,200 for the third quarter of 2006, an increased gross profit of \$27,300.

We are continuing our efforts on sales of Photochemical Silver Concentrators in order to provide a long term base of used photochemical supply. In March 2007 we received a deposit on a Photochemical Silver Concentrator and it was delivered in July 2007. We also are now aggressively seeking new large scale photochemical recycling customers, and between August 2006 and April 2007, we obtained three new significant wholesale customers. As a result of these new customers, we expect the rate of growth in sales volume will be significantly greater than the rate of growth in sales dollars. The addition of these customers is expected to increase photochemical raw material (on an unconcentrated basis) up to 400% greater than the volume in 2006.

We have also initiated discussions with other large scale potential customers. We anticipate that the new customers, along with our existing suppliers, will provide sufficient raw material for fertilizer production into the spring 2008 fertilizer season. If we are successful in gaining some of the other potential customers, we expect raw material needs to be met well into the future.

Segment operating expenses increased \$256,800 from the third quarter of 2006. This was primarily due to increases of \$180,700 in sales and marketing expenses related to increased corporate marketing and the addition of an agronomist to the staff in May 2006 and \$71,100 in general and administrative costs of related to consulting expenses for capital raising and other general corporate purposes.

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These factors resulted in a 2007 third quarter segment operating loss of \$669,800 compared to a loss of \$440,200 for the third quarter of 2006, an increased operating loss of \$229,500, or 52%.

Other income (expense) was an income of \$1,421,700 for the quarter, compared to an expense of \$2,520,000 for the 2006 third quarter, an improved other income of \$3,941,700. The increase in other income is due primarily to an increase in gain on derivative instruments of \$3,985,700. The gain or loss on derivatives is calculated each quarter and is subject to material changes, either up or down, based on changes in our stock price, which is highly volatile.

The changes in operating loss and other income resulted in a segment net income before taxes of \$751,900 for the quarter ended September 30, 2007, compared to segment net loss before taxes of \$2,960,200 for the prior year quarter, a improvement of \$3,712,200.

For the first nine months of 2007, segment revenues were \$1,914,000, compared to \$1,393,200 for the comparable 2006 period, an increase of 37%. The increase is due to increases in fertilizer and photochemical services revenues. Gross profit for the first nine months of 2007 was \$162,900, compared to \$125,600 for the comparable prior year period, an improvement of 30%. Operating loss for the first nine months of 2007 was approximately \$1,589,600 compared to \$1,209,800 for the first nine months of 2006, an increased loss of \$379,800, or 31%.

Other income (expense) was an income of \$856,300 for the first nine months of 2007, compared to an expense of \$1,614,800 for the comparable 2006 period, an increased income of \$2,471,100. The increased income is due to an increased gain on derivative instruments of \$2,324,600 and an increase in gains on sale of investments of \$206,000. The gain or loss on derivatives is calculated each quarter and is subject to material changes, either up or down, based on changes in our stock price, which is highly volatile.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of \$733,200 for the nine months ended September 30, 2007, compared to \$2,824,500 for the prior year period, a decreased loss of \$2,091,300, or 74%.

MINING TECHNICAL SERVICES

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Revenues	\$ 8,329	\$ 3,300	\$ 14,957	\$ 25,211
Gross profit (loss)	\$ (1,909)	\$ (3,651)	\$ (11,011)	\$ (4,405)
Operating income (loss)	\$(203,784)	\$(143,318)	\$(569,120)	\$(382,095)
Other income (expense)	\$ (3,824)	\$ -	\$ 142,718	\$ 97,819
Net income (loss) before taxes	\$(207,608)	\$(143,318)	\$(426,402)	\$(284,276)

Mining technical services revenue was \$8,300 for the quarter ended September 30, 2007, compared to \$3,300 for the comparable quarter of 2006, a nominal increase. Cost of sales increased nominally. These factors resulted in a third quarter gross loss for the segment of \$1,900 compared to \$3,700 for the prior year third quarter, a nominal decreased loss.

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 occurred in August 2005. Revenues from the website have been nominal to date.

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 GOLD n GRO fertilizer 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 GOLD n GRO fertilizer 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 three months ended September 30, 2007 and 2006 we allocated costs of approximately \$60,900 and \$57,600, respectively, 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 into at least the first quarter of 2008. As improvements to the site are completed and information maintenance becomes routine, we will reduce or redirect staff resources as needed. In recent months traffic volume has expanded to a level that we believe makes it worthwhile for gold exploration companies to begin paid advertising on the website. A program to solicit advertising customers is being developed and is being offered to gold exploration companies. We hired a manager of marketing and sales in October 2006. He is responsible for marketing efforts for both the insidemetals.com website and for technical consulting services to the

mining industry.

Total segment operating expenses for the third quarter of 2007 increased \$62,200, due primarily to increased sales and marketing costs related to corporate marketing and to the insidemetals.com website discussed above.

The combination of these factors resulted in a 2007 third quarter segment operating loss of \$203,800, compared to an operating loss of \$143,300 for the third quarter of 2006, an increased operating loss of \$60,500, or 42%.

Other income (expense) for the third quarter of 2007 was an expense of \$3,800 compared to no gain for the prior year third quarter, a nominal change.

The changes in operating loss and other income resulted in a segment net loss before taxes of \$207,600 for the quarter ended September 30, 2007, compared to a loss of \$143,300 for the prior year quarter, an increased loss of \$64,300, or 45%.

For the first nine months of 2007, segment revenue totaled \$15,000 compared to \$25,200 for the first nine months of 2006, a decrease of 41%. This is primarily attributable to completion of a technical services project in the first quarter 2006. Gross loss for the first nine months of 2007 was \$11,000, compared to a gross loss of \$4,400 for the comparable prior year period, an

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increased gross loss of \$6,600. Operating loss for the period was \$569,100 compared to an operating loss of \$382,100 for the comparable 2006 period, an increased operating loss of \$187,000, or 49%.

Other income (expense) for the first nine months of 2007 was income of \$142,700 compared to income of \$97,800 for the prior year period. This increase is due to the sale of a membership interest in the Company's worker's compensation mutual insurance company.

The changes in operating loss and other income resulted in a segment net loss before taxes of \$426,400 for the nine months ended September 30, 2007, compared to a net loss of \$284,300 for the prior year period, an increased loss of \$142,100, or 50%.

SUMMARY

On a consolidated basis, the various changes in revenues and operating expenses resulted in a third quarter 2007 operating loss of \$873,500, compared to \$583,500 for the third quarter of 2006, an increased operating loss of \$290,000, or 50%. Net income before taxes for the third quarter 2007 was \$544,300 compared to a net loss before taxes of \$3,103,600 for the prior year third quarter, an improvement of \$3,647,900. For the nine month period ended September 30, 2007 the operating loss was \$2,158,700 compared to \$1,591,900 for the prior year comparable period, an increased operating loss of \$566,800, or 36%. Net loss before taxes for the nine months ended September 30, 2007 was \$1,159,600 compared to \$3,108,800 for the prior year nine month period, a decreased loss of \$1,949,200, or 63%.

Changes in Financial Condition; Capitalization

Cash amounted to \$20,300 as of September 30, 2007, compared to \$27,700 as of September 30, 2006. Net cash used for operating activities was approximately \$1,592,500 for the first nine months of 2007. The cash used for operating

activities during the period was financed primarily by proceeds of \$1,515,000 from the issuance of callable secured convertible notes, less \$102,100 in debt issuance costs, and sale of investments of \$348,000.

Total assets increased \$185,500 during the nine months ended September 30, 2007 to \$4,451,000. Current assets increased \$267,900 due to increases in cash of \$20,300, accounts receivable of \$124,700, and inventory of \$189,500. These increases were partially offset by a decrease in prepaid expenses of \$66,700. Inventory increased primarily due to a combination of a build-up of silver in solution resulting from greater volume coming from the new customers discussed above. Net property and equipment decreased \$60,900 due to investment in equipment totaling \$96,100, primarily costs related to an air purification system in the refinery, which was offset by current period depreciation and amortization. Other assets decreased \$21,500 due to amortization of deferred loan fees related to the callable secured convertible note financing.

Current liabilities decreased during the nine months ended September 30, 2007 by \$95,000 and total liabilities decreased by \$154,800. The decrease is primarily due to a decrease of \$424,500 in the estimated fair value of derivative instruments. The major components of this decrease include \$1,585,000 in new convertible debt borrowing, \$210,700 in accrued interest,

which were offset by a net decrease in estimated fair value of derivative instruments of \$1,594,200 and the conversion of \$633,800 of convertible debt into common stock. Other changes in current liabilities include increases of \$296,200 in current maturities of convertible notes and accrued interest, \$42,500 in accounts payable, \$62,100 in accrued expenses, and \$38,400 in accrued interest. These increases were partially offset by decreases of \$67,700 in accrued management salaries and \$39,500 in current maturities of capital lease obligations.

Liquidity and Capital Resources

During the nine months ended September 30, 2007, working capital improved by \$362,900 to a deficit balance of \$9,776,700. The improvement is due primarily to the decrease in estimated fair value of derivative instrument liabilities discussed above.

In order to solve the Company's liquidity problems, management has implemented a plan of financing its operations through the private placements of common shares, convertible debt, conversion of debt to common shares, and payment of consulting and other labor services with common shares. The Company obtained financing of \$2 million and \$2.25 million in 2006 and 2005, respectively, through the issuance of callable secured convertible debt. During the first nine months of 2007, the Company obtained \$1.585 million from the issuance of callable secured convertible debt. Subsequent to September 30, 2007, the Company issued Notes for \$275,000 and received net proceeds of \$260,000. We anticipate these funds will provide for our working capital needs until late November 2007. For the immediate future, the Company plans to obtain additional debt financing from this investor group.

We are actively working to establish a longer term financing plan that will identify capital sources for the Company's financing needs over a three to five year period. Once this plan is established, needs for financing will be adjusted and the plan will be extended annually.

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.

In addition, to meet short term cash needs, we have negotiated a 10 day payment period on invoices to our primary distributor, at a cost of 1% of the invoice amount. We also periodically factor certain inventory items and receivables to help with short term cash needs. These arrangements are with unrelated individuals, carry interest at 2% to 3% per month, and the lenders are secured by a blanket UCC on specified inventory items and on specified invoices. As of September 30, 2007, no factored inventory and receivables were outstanding.

The Company is focusing on expanding GOLD n GRO fertilizer sales and the related photochemical and silver sales necessary to achieve profitability, but this growth is subject to a number of uncertainties, including the annual seasonal nature of fertilizer sales related to crop cycles,

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short term weather patterns in specific markets, the rate of GOLD n GRO fertilizer adoption in existing and new markets, and the availability of funding to support sales growth.

Growth Plans and Implementation

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

The Mining Technical Services segment 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 has been 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 and can be accessed 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 GOLD n GRO Fertilizer segment, and with the launch of the insidemetals.com 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.

GOLD n GRO Fertilizer Segment (Itronics Metallurgical, Inc.)

Our manufacturing plant is presently configured to produce 2.4 million gallons of GOLD n GRO fertilizer annually (about 11,400 tons) and can be expanded to produce 7.2 million gallons of GOLD'n GRO per year, (approximately 36,000 tons). GOLD'n GRO fertilizer production in 2006 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.

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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, 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 a new 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.

We are performing field trials in Idaho, Oregon, and Washington for applications on onions, potatoes, and winter wheat. We also have begun field trials in Rhode Island for lawn, landscape, and nursery application and have started several new trials in California for silage corn applications.

We are marketing a GOLD'n GRO base liquid nutrition program. 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 is expected to produce substantial increases in the tonnage of GOLD'n GRO fertilizer sales.

In 2006 we began contributing to an ongoing Zinc Nutrition Research Program at Utah State University in Logan, Utah. To date, the research has demonstrated the effectiveness of GOLD n GRO 9-0-1+7% Zinc as a chelated liquid zinc micronutrient fertilizer for zinc deficient corn. Results include preventing visual symptoms of zinc deficiency, significantly increased tissue concentration of zinc compared to untreated plants, and doubled dry mass.

3. Expand sales to new territories.

The GOLD'n GRO products are being sold in Arizona, California, Colorado, Idaho, Nevada, Oregon, Rhode Island, Washington, and Utah, with the majority of our sales in central California. We completed registration of select GOLD n GRO fertilizers in Idaho, Oregon and Washington in 2005 and in Utah in 2006; 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

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Jersey. Based on our experience, commercial sales can be generated approximately one to two years 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.

The expansion into the Northwest states of Idaho, Oregon, Washington, and Utah is being managed by one field agronomist. The cost of maintaining that position ranges from \$120,000 to \$150,000 per year. The expansion into the Northeast states is being managed by one part time person at an annual cost of approximately \$30,000. That person is also the lead person in seeking customers for our Photochemical Silver Concentrators. We plan to increase these spending levels in 2007, depending on sales support requirements.

In general, expansion to new regions of the country will require at least one field agronomist for each new region at a cost similar to that for the Northwest region. In addition, each state has varying registration requirements for product labels and costs of registration. Development of product labels is done internally using existing staff. Registration fees for each state vary widely, ranging from \$25 to \$600 per year, largely depending on how many products are registered in the particular state. For the near term, we anticipate utilizing present staff and management for corporate support of the sales efforts for both existing regions and for the new regions. For the longer term, as we expand we will need to add corporate support personnel. In 2006 we added a Ph.D. agronomist, to support GOLD n GRO sales efforts.

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 added two types of fertilizer injectors to our "e" store, which is our first step in 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 products, a calcium plus magnesium fertilizer named GOLD n GRO 11-0-0+5% Ca (Calcium) and a high magnesium content fertilizer named GOLD n GRO 8-0-0+3% Mg (Magnesium), both targeting foliar and soil application. We have registered both products in Nevada and California. Sales development started in the second quarter of 2006.

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 deer repellent fertilizer is an example of this type of specialty fertilizer. The U.S. market for deer repellents is believed to exceed \$50 million in annual sales. Products currently in the market have limited effectiveness so we believe that 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.

We acquired ownership interest in the GOLD n GRO Guardian trademark, product rights, and the repelling product in 2005. We now own 100% of all rights related to GOLD n GRO Guardian. Currently, this product line is strictly for non-food plant applications.

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Due to the repelling ingredients in GOLD n GRO Guardian, it will need to be registered with the EPA before it can be sold to the public. We have engaged consultants experienced in the EPA registration process and are presently working with them to do the work needed to complete the registration. In July 2007 we completed the first step in the registration process by completing a draft label. In October 2007 we completed the second step of the registration process, which is to have the product tested for safety in an independent laboratory. Results of the testing indicate the GOLD n GRO Guardian to be of a low order of toxicity. Our consultants have advised us that a Caution label, which is the lowest risk category that the U.S. EPA classifies, may be required. In parallel with the registration process, we have reached agreement to enter into a long term supply arrangement with a large foreign manufacturer of the repelling ingredient. This ingredient also needs to be registered with the EPA. We submitted a registration application in July 2007 and the EPA accepted the application in early August 2007. An application for registration of a GOLD n GRO Guardian product was filed in late October 2007. Registration approval is expected to take three to four months.

We believe the users of the GOLD n GRO deer 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 complete, 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.

We are developing applications of our technology to extract silver from photoliquids to the mining sector. This work is being 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. Support for this belief is that photochemicals are specifically designed to leach silver from film and a major component of photochemicals completely detoxifies and eliminates cyanide. 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 quantitative market studies can be completed.

We plan to establish joint ventures with mining companies to research and develop these environmentally compatible gold and silver leaching chemicals and technology. We believe that the market for these leaching chemicals, once established, will be much larger and less

seasonal than the fertilizer market and that it offers a second pathway to large scale growth.

In September 2007, our Board of Directors approved the formation of a subsidiary to develop and commercialize our photochemical based thiosulfate technology to replace or neutralize cyanide in mining applications. This technology is expected to be used for mineral extraction, including mine tailings, and reclamation of heap leach operations. Our plan anticipates that shares in the subsidiary will be placed with private investors. The plan will include provisions for taking the subsidiary public to provide an exit strategy for the initial private investors.

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. The first phase, construction of a containment area, was substantially completed in late 2006. While we believe that we can handle expected growth in 2007 with the existing load-out module, we hope to complete construction on the new load out equipment during the first half of 2008, subject to the availability of financing.

In the first quarter of 2006 the Company tripled silver recovery capacity. With this expansion, the refinery operations became large enough to require the installation of an air purification system so that emissions from the expanded operation could be completely controlled. Planning and permitting for this installation were undertaken in the second and third quarters of 2006. Installation began in the fourth quarter of 2006 and operation start up was completed in mid-March 2007.

During the first quarter 2007 GOLD n GRO fertilizer manufacturing expanded to a level that requires an air purification system so that emissions can be completely controlled. Work to design and permit this system is underway and is targeted for completion in the third quarter. The schedule for installation has not yet been established.

Both the refinery air purification system and the fertilizer manufacturing air purification system perform the purification by wet scrubbing which produces water containing fertilizer ingredients. Part of the expansion planning that is now underway includes developing and implementing methods to utilize the water generated by air purification in fertilizer manufacturing. Normal industrial air purification systems generally produce waste which must be disposed off-site and requires payment of disposal fees. The Company s technology is being integrated so that the scrubbing water becomes a viable raw material for use in fertilizer manufacturing. The Company s air purification technology has the advantage of being "zero discharge" and is expected to be lower cost by producing a fertilizer raw material and by not having off-site waste disposal costs.

The Company reduced work on implementing its new iron and sulfur leach process while the refinery air purification system was being developed, installed, and started up. The work level required to complete development, specify, and size the equipment required for the new leach circuit was expanded early in the second quarter 2007, but with other higher priority planning and expansion activities that are underway, the Company has revised its plan for starting up

this operation and now expects to have the leaching circuit completed to where intermittent operations can begin in the first quarter of 2008.

The refinery currently produces three products; silver bullion, silver-bearing iron matte, and glass which contains a small amount of silver. The refinery currently has solids drying capabilities, but the iron matte and the glass, which were formerly produced in relatively small amounts have been stored for future processing. This year's projected increase in silver output and the next refinery expansion will increase production of iron matte and glass to levels that require expanded solids handling capabilities which include crushing, grinding, screening, one or more solids separation processes, liquid-solids separation, drying, and expanded storage capabilities. In addition, the stored matte and glass when combined with on-going production have now reached a volume that is sufficient to justify processing.

Because the solids handling requirements are not fully known at this time, the Company is utilizing modular development to create the individual process systems with the objective that when the actual larger scale requirements are better known it can integrate the individual processing systems into a viable solids processing flow sheet. The individual process systems for crushing and screening are in final stages of specification and sizing. The Company plans to install and start up the solids screening system during the fourth quarter of 2007 or early 2008. This system will be used initially to process silver-bearing iron matte and is expected to generate an increase in silver sales when implemented. The crushing system will be installed after the screening system is operational and is expected to produce further increases in silver output. Additional solids processing modules are being developed and will be discussed in more detail in future quarterly reports.

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. Further acquisitions will depend on the potential benefits and suitable financing.

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

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

- Continue to provide consulting services.
- "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.

a. Continue to provide consulting services

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.

b. "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 is beginning to generate revenue by

charging a subscription fee for monthly access to the site and by selling advertising to gold exploration companies. 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.

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.

In recent months, traffic volume on the website has expanded to a level that we believe is sufficient to make it worthwhile for gold exploration companies to begin paid advertising on the website. A program to solicit advertising customers is being developed and is being offered to gold exploration companies beginning in the first quarter of 2007. To assist with the sales development program of the website, we hired a manager of marketing and sales in October 2006. He is responsible for marketing efforts for both the insidemetals.com website and for technical consulting services to the mining industry.

In September 2007, our Board of Directors approved the formation of a subsidiary to acquire multi-mineral properties and strategic small specialty companies that are in early stage or commercial operation. These subsidiaries have not been formed to date. These can be combined to form a larger operating company that will utilize our advanced environmentally compatible technologies to mine, extract, and sell mineral and metal products from multi-mineral properties. Our plan anticipates that shares in the subsidiary will be placed with private investors. The plan will include provisions for taking the subsidiary public to provide an exit strategy for the initial private investors.

Item 3. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our principal executive and financial officer and principal accounting officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, our principal executive and financial officer and principal accounting officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms.

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(b) Changes in internal controls. There was no change in our internal controls or in other factors that could affect these controls during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II- OTHER INFORMATION

Item 1. Legal Proceedings

As of September 30, 2007 we have accrued for liabilities, including interest, of \$539,954 which relate to various lawsuits and claims for the collection of the funds due. These include 8 leases totaling \$367,127 (reflected in Capital Lease Obligations) plus \$58,635 in additional interest (reflected in Accrued Interest) and one trade payable totaling \$85,801 (reflected in Accounts Payable) plus \$28,391 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 three cases that are seeking \$251,522, which we believe are probable. The creditors have received judgments in these cases, but have taken no further collection action. We will continue to accrue interest until these cases are settled or paid in full.

We have two cases, that originally sought \$171,853, that we deem to have a remote possibility of incurring an additional unrecorded loss. We have negotiated payment agreements on these cases and, as of September 30, 2007, the recorded liability for these cases was \$163,897. We are current in our payments under the respective settlement agreements.

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

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 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 above. 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.

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Item 2. Changes in Securities and Use of Proceeds

(c) Recent Sales of Unregistered Securities:

In July 2007 we issued an aggregate of 10,000,000 shares of common stock valued at \$151,000 to Wakabayashi Fund, LLC. for corporate marketing services to be performed in 2007.

In August 2007, we issued an aggregate of 78,947 shares of common stock valued at \$1,500 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 2007.

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In August 2007, we issued an aggregate of 75,000 shares of common stock valued at \$6,000 to Duane H. Rasmussen, our Vice President, as compensation for services performed on our behalf in his capacity as Vice President of our Company for periods in 2003 and prior.

In August 2007, we issued an aggregate of 30,000 shares of common stock valued at \$570 to two of our employees as compensation for services performed on our behalf in their capacity as employees of our Company for the second quarter of 2007.

In August 2007, we issued an aggregate of 900,000 shares of common stock valued at \$9,000 to Cervelle Group, LLC for corporate marketing services to be performed in 2007.

In September 2007, we issued an aggregate of 23,272,722 common shares to four accredited investors upon the conversion of \$60,509 in callable secured convertible notes.

In September 2007, we issued an aggregate of 23,272,722 common shares to four accredited investors upon the conversion of \$58,182 in callable secured convertible notes.

In September 2007, we issued an aggregate of 23,272,722 common shares to four accredited investors upon the conversion of \$44,218 in callable secured convertible notes.

On September 28, 2007 John W. Whitney, our President, converted \$18,500 in short term loans into 5 million common shares.

We issued options to purchase an aggregate of 9,000 shares of common stock to Michael C. Horsley, our Controller, on August 1, 2007. The options are exercisable at \$0.15 per share and expire three years after grant.

We issued options to purchase an aggregate of 37,000 shares of common stock to four of our employees in August 2007. The options are exercisable at \$0.15 to \$0.20 per share and expire in three to ten years from grant.

In August 2007, the Company entered into a Securities Purchase Agreement with three accredited investors (the "Investors") for an aggregate amount of (i) \$250,000 in secured convertible notes, and (ii) warrants to purchase 20,000,000 shares of the Company's common stock (the "Financing"). The Company anticipates that the proceeds of the Financing will be used to advance its eight part business plan which was summarized in its press release issued by the Company on June 3, 2005. The Financing will provide working capital to expand GOLD n GRO fertilizer sales, EPA registration of the GOLD n GRO Guardian deer repellent fertilizer, certain capital improvements to expand production capacity, and payment of existing debt obligations.

The Financing was completed in one closing. The closing consisted of gross proceeds of \$250,000, less financing costs of \$25,000, for net proceeds of \$225,000.

The Investors received three year convertible notes (the "Notes") bearing simple interest at 8% per annum. The Notes are convertible into the Company's common stock at a price equal to the lesser of (i) \$0.10 or (ii) 55% of the average of the lowest 3 trading prices during the 20 trading day period ending one trading day before the conversion date. In addition, we granted

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the Investors a further security interest in substantially all of our assets, including the assets of our wholly owned subsidiaries, and intellectual property.

The parties entered into a Registration Rights Agreement whereby we are required to file a registration statement with the Securities and Exchange Commission within 180 days of closing, registering the common stock underlying the secured convertible notes and the warrants. If the registration statement is not declared effective within 180 days from the date of closing, we are required to pay liquidated damages to the investors. In the event that we breach any representation or warranty in the Securities Purchase Agreement, we may be required to pay liquidated damages in shares or cash, at our election, equal to two percent of the outstanding principal amount of the secured convertible notes per month plus accrued and unpaid interest.

The Investors received seven year warrants to purchase a total of 20,000,000 common shares of the Company at a purchase price of \$0.0014 per share.

Other than under these Agreements and under certain specified circumstances, should we issue shares of common stock below the market price, the exercise price of the warrants will be reduced accordingly.

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 Investors have 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 4.9% of the then issued and outstanding shares of common stock.

In addition to the above terms, the Company has agreed to restructure the current and all previous unpaid Callable Secured Convertible Notes ("the Notes") by increasing the discount on the conversion price from 45% to 50%, such that the conversion price is 50% of the average of the lowest 3 trading prices during the 20 trading day period ending one trading day before the conversion date, instead of the 55% as stated in the Notes and related Securities Purchase Agreements. This amendment to the various Notes and Securities Purchase Agreements will take effect when all of the remaining available common shares from the current registration statement under Form SB-2 are issued to the Noteholders upon conversion of a portion of the Notes. This occurred near the end of August 2007

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. 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

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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 Item 2 are unaffiliated with us.

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Item 3. Defaults Upon Senior Securities

In the first quarter of 2006 all of the Series 2000 Convertible Promissory Notes became due and are now in default. The total principal and interest due at September 30, 2007 is \$3,600,271. The Company is formulating a plan to seek extensions of these notes and has recorded these notes as current liabilities. No collection action has been taken to date.

In addition to the above leases that are subject to litigation, there are four leases, with a recorded liability of \$188,910, that are in default. 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.

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Item 6. Exhibits

Exhibit 31.1	CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002	39
Exhibit 31.2	CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002	41
Exhibit 32.1	CERTIFICATIONS OF PRINCIPAL EXZECUTIVE AND FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002	43
Exhibit 32.2	CERTIFICATIONS OF PRINCIPAL ACCOUNTING OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002	44

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SIGNATURES

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

ITRONICS INC.

DATED: November 13, 2007

By: /S/JOHN W. WHITNEY

John W. Whitney

President

(Principal Executive and Financial

Officer)

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Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated

DATED: November 13, 2007

By: /S/JOHN W. WHITNEY

John W. Whitney

President

(Principal Executive and Financial

Officer)

DATED: November 13, 2007

By: /S/MICHAEL C. HORSLEY

Michael C. Horsley

Controller

(Principal Accounting Officer)