CANAMEX RESOURCES CORP.

Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2011

Expressed in Canadian Dollars

CANAMEX RESOURCES CORP.
Condensed interim consolidated statements of financial position
(Expressed in Canadian dollars – unaudited)

	Note	March 31, 2011	December 31, 2010 (Note 11)	January 1, 2010 (Note 11)
ASSETS				
Current assets				
Cash and cash equivalents	3	$ 803,011	$ 281,351	$ 19,911
Tax credits receivable		32,077	28,376	3,936
		835,088	309,727	23,847
Non-current assets				
Exploration and evaluation assets	4	353,653	320,939	-
Deferred share issuance costs	12	7,632	-	-
TOTAL ASSETS		**$ 1,196,373**	**$ 630,666**	**$ 23,847**
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	5	$ 177,184	$ 248,620	$ 35,427
Shareholders' loans		-	-	64,000
TOTAL LIABILITIES		**177,184**	**248,620**	**99,427**
SHAREHOLDERS' EQUITY				
Share capital	6	2,743,049	2,518,799	1,773,591
Share subscriptions	12	575,233	-	-
Contributed surplus		318,789	287,083	199,357
Deficit		(2,617,882)	(2,423,836)	(2,048,528)
TOTAL EQUITY		**1,019,189**	**382,046**	**(75,580)**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 1,196,373**	**$ 630,666**	**$ 23,847**

Subsequent Events (Note 12)

On behalf of the Board:

"Basil Pantages" Director *"Mike Stark"* Director

See accompanying notes to the condensed interim consolidated financial statements

CANAMEX RESOURCES CORP.
Condensed interim consolidated statements of operations and comprehensive loss
(Expressed in Canadian dollars – unaudited)

		Three months ended	
	Note	**March 31, 2011**	**March 31, 2010** (Note 11)
Expenses			
Consulting		$ 72,500	$ -
Management fees	7	11,000	-
Office and administrative		41,829	7,611
Professional fees		4,907	2,500
Share-based payments		31,706	-
Shareholder communications		2,219	634
Transfer agent and filing fees		8,098	2,337
Travel		21,787	9,500
		194,046	22,582
Net loss and comprehensive loss for the period		**(194,046)**	**(22,582)**
Loss per share – basic and diluted		**$ (0.00)**	**$ (0.00)**
Weighted average number of common shares outstanding		**34,368,858**	**18,203,969**

See accompanying notes to the condensed interim consolidated financial statements

CANAMEX RESOURCES CORP.
Condensed interim consolidated statements of changes in shareholders' equity
(Expressed in Canadian dollars – unaudited)

		Share capital					
	Note	Number of shares	Amount	Share Subscriptions	Contributed Surplus	Deficit	Total
Balance at January 1, 2010	11	**18,092,858**	**$1,773,591**	**$ -**	**$ 199,357**	**$(2,048,528)**	**$ (75,580)**
Shares issued for cash – private placement		10,000,000	500,000	-	-	-	500,000
Share issue costs		-	(34,341)	-	-	-	(34,341)
Net loss for the period		-	-	-	-	(22,582)	(22,582)
Balance at March 31, 2010		**28,092,858**	**$2,239,250**	**$ -**	**$ 199,357**	**$(2,071,110)**	**$ 367,497**
Balance at December 31, 2010	11	**34,092,858**	**$2,518,799**	**$ -**	**$ 287,083**	**$(2,423,836)**	**$ 382,046**
Shares issued for cash – warrant exercise		1,495,000	224,250	-	-	-	224,250
Share subscriptions received	12	-	-	575,233	-	-	575,233
Share-based payments		-	-	-	31,706	-	31,706
Net loss for the period		-	-	-	-	(194,046)	(194,046)
Balance at March 31, 2011		**35,587,858**	**$2,743,049**	**$ 575,233**	**$ 318,789**	**$(2,617,882)**	**$1,019,189**

See accompanying notes to the condensed interim consolidated financial statements

CANAMEX RESOURCES CORP.
Condensed interim consolidated statements of cash flows
(Expressed in Canadian dollars – unaudited)

	Three months ended March 31, 2011	Three months ended March 31, 2010 (Note 11)
Operating activities		
Loss before income taxes	$ (194,046)	$ (22,582)
Adjustments for non-cash items:		
Share-based payments	31,706	-
Changes in non-cash working capital items:		
Tax credits receivable	(3,701)	(10,000)
Accounts payable and accrued liabilities	(71,436)	(3,635)
Net cash flows (used in) operating activities	**(237,477)**	**(36,217)**
Investing activities		
Expenditures on mineral property exploration	(32,714)	-
Net cash flows (used in) investing activities	**(32,714)**	**-**
Financing activities		
Proceeds on issuance of common shares - net of share issue costs	224,250	465,659
Share subscriptions received	575,233	-
Deferred share issuance costs	(7,632)	-
Repayment of shareholder loans	-	(60,000)
Net cash flows from financing activities	**791,851**	**405,659**
Increase in cash and cash equivalents	521,660	369,442
Cash and cash equivalents, beginning	281,351	19,911
Cash and cash equivalents, ending	**$ 803,011**	**$ 389,353**

See accompanying notes to the condensed interim consolidated financial statements

1. Nature and continuance of operations

The Company was incorporated under the laws of Alberta on May 26, 1987 On August 18, 2009, the Shareholders approved both the continuation of the Company from the Business Corporations Act (Alberta) to the Business Corporations Act (British Columbia) and the new articles of the Company. The Shareholders also approved the name change of the Company to Canamex Silver Corp., and on October 6, 2009 the name change and continuation were completed. On October 18, 2010, in connection with an Option Agreement and Change of Business (Note 4), the Company was reinstated as a Tier 2 mining issuer on the TSX Venture Exchange ("TSX-V") and changed its name to Canamex Resources Corp. (the "Company") (TSX-V symbol "*CSQ*").

The Company's head office and principal place of business is located at 595 Howe Street, Suite 303, Vancouver, British Columbia, Canada, V6C 2T5.

These unaudited condensed interim consolidated financial statements have been prepared on the assumption that the Company and its subsidiary will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company is in the process of acquiring mineral resource properties and has not yet determined whether the properties contain reserves that are economically recoverable. As at March 31, 2011 the Company had not advanced any property to commercial production and is not able to finance day to day activities through operations. The recoverability of the amounts shown for exploration and evaluation assets and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. Management intends to finance operating costs over the next twelve months through private placement of common shares. The Company has been successful in the past in raising funds for operations but there is no assurance that it will be able to continue to do so.

The Company incurred a loss of $194,046 for the period ended March 31, 2011 and had an accumulated deficit of $2,617,882 at March 31, 2011, which has been funded primarily by the issuance of shares.

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on June 28, 2011 by the directors of the Company.

Statement of compliance

These condensed interim consolidated financial statements are prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board. These are the Company's first IFRS condensed interim consolidated financial statements for a portion of the period covered by the Company's first IFRS annual financial statements for year ending December 31, 2011. Subject to certain IFRS transition elections disclosed in Note 11, the Company has consistently applied the same accounting policies in its opening IFRS balance sheet at January 1, 2010 and throughout all periods presented, as if the policies have always been in effect. These condensed interim consolidated financial statements do not contain all of the information required for full annual financial statements. The Company prepared its previous 2010 annual and interim financial statements in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") and these condensed interim consolidated financial statements should be read in conjunction with the Company's 2010 annual consolidated financial statements considering the IFRS transition disclosures included in Note 11.

2. Significant accounting policies and basis of preparation (continued)

Basis of preparation

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

Consolidation

The consolidated financial statements include the accounts of the Company and its 100% wholly owned subsidiary, Canamex Resources US Inc. ("Canamex US"). Canamex US was incorporated in the State of Nevada and as at March 31, 2011 is 100% owned by Canamex Resources Corp. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the determination of the useful lives of property, plant and equipment, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for restoration and environmental liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

Foreign currency translation

The functional currency of the Company and its subsidiary is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of Canamex US is also the Canadian dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

2. Significant accounting policies and basis of preparation (continued)

Exploration and evaluation expenditures

Amounts reported in exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity. Exploration and evaluation expenditures are capitalized and are classified as intangible assets. Costs incurred before the Company has obtained the legal rights to explore an area are expensed.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to the mineral resource property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Share-based payments

The Company has adopted a 10% rolling stock option plan whereby it can grant options to directors, officers, employees, and consultants of the Company. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

2. Significant accounting policies and basis of preparation (continued)

Financial instruments *(continued)*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

Impairment of assets

The carrying amounts of the Company's assets (which include exploration and evaluation assets) are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of income and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to depreciation and are tested annually for impairment.

2. Significant accounting policies and basis of preparation (continued)

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probably that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. At each financial position reporting date presented the Company has not incurred any decommissioning costs related to the exploration and evaluation of its mineral properties and accordingly no provision has been recorded for such site reclamation or abandonment.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, at the Company's Canadian banking institution.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2. Significant accounting policies and basis of preparation (continued)

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2010, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective January 1, 2012

Amendments to IFRS 7 *Financial Instruments: Disclosures* - In October 2010, the IASB issued amendments to IFRS 7 that improve the disclosure requirements in relation to transferred financial assets. The amendments are effective for annual periods beginning on or after July 1, 2011, with early adoption permitted. The Company does not anticipate this amendment to have a significant impact on its condensed interim financial statements.

IAS 12 *Income taxes* - In December 2010, the IASB issued an amendment to IAS 12 that provides a practical solution to determining the recovery of investment properties as it relates to the accounting for deferred income taxes. This amendment is effective for annual periods beginning on or after July 1, 2011, with early adoption permitted. The Company does not anticipate this amendment to have a significant impact on its condensed interim financial statements.

New accounting standards effective January 1, 2013

IFRS 9 *Financial Instruments* - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company:

IFRS 10 *Consolidated Financial Statements* - IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 *Consolidation - Special Purpose Entities* and parts of IAS 27 *Consolidated and Separate Financial Statements.*

(Expressed in Canadian dollars - unaudited)

2. Significant accounting policies and basis of preparation (continued)

IFRS 11 *Joint Arrangements* - IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers*.

IFRS 12 *Disclosure of Interests in Other Entities* - IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 *Fair Value Measurement* - IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

Amendments to other standards - In addition, there have been other amendments to existing standards, including IAS 27 *Separate Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

Each of the new standards, IFRS 9 to 13 and the amendments to other standards, is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its condensed interim financial statements or whether to early adopt any of the new requirements.

3. Cash and cash equivalents

The components of cash and cash equivalents are as follows:

	March 31, 2011	December 31, 2010
Cash at bank	$ 803,011	$ 281,351

(Expressed in Canadian dollars - unaudited)

4. Exploration and evaluation assets

On May 28, 2010, the Company entered into a property option agreement with Provex Resources Inc., a company with a director in common with the Company, granting an exclusive right and option to acquire up to a 75% interest in certain mineral claims in Nye County, Nevada (*"Bruner Property"*).

To earn a 70% interest in the property, the Company must complete a total of US$6,000,000 in expenditures on the property in stages over a seven year period, US$200,000 of which must be completed within the first year. After expending the initial US$200,000, the Company shall be under no further obligation if it elects not to proceed with this option. Upon completing all expenditures, the Company can acquire a further 5% undivided interest in the property by producing a bankable feasibility study.

To earn its interest in the property, the Company must complete the following expenditures over a seven year period.

Exploration expenditures to be incurred during 12 months ended		**Expenditures**	
May 28, 2011 (completed)	Required	US $	200,000
May 28, 2012	Optional		400,000
May 28, 2013	Optional		600,000
May 28, 2014	Optional		800,000
May 28, 2015	Optional		1,000,000
May 28, 2016	Optional		1,500,000
May 28, 2017	Optional		1,500,000
Total expenditures required		US $	6,000,000

On August 10, 2010 the Company received conditional TSX-V approval of the Change of Business and the Company resumed trading on the NEX board of Exchange effective August 11, 2010. On September 9, 2010 the Company received shareholder approval for the acquisition and a change of name to Canamex Resources Corp., and on October 18, 2010 was reinstated on the TSX-V under the symbol "CSQ".

During the year ended December 31, 2010, the Company completed the initial $200,000 requirement under the option agreement. For the period ended March 31, 2011, and December 31, 2010 the Company has had the following expenditures on the property:

(Expressed in Canadian dollars - unaudited)

4. Exploration and evaluation assets (continued)

Bruner, Nevada		**Total for three months ended March 31, 2011**		**Total for year ended December 31, 2010**
Property acquisition costs				
Balance, beginning of period	$	61,735	$	-
Additions		-		61,735
Balance, end of period	$	61,735	$	61,735
Exploration and evaluation costs				
Balance, beginning of period	$	259,204	$	-
Costs incurred during period:				
Drilling and related costs		11,471		142,834
Field work		3,524		7,727
Geological		15,670		85,479
Travel and accommodation		2,049		23,164
		32,714		259,204
Balance, end of period	$	291,918	$	259,204
Total	$	353,653	$	320,939

5. Trade payables and accrued liabilities

		March 31, 2011		**December 31, 2010**
Trade payables	$	124,752	$	138,267
Amounts due to related parties (Note 7)		36,138		22,800
Accrued liabilities		16,294		87,553
	$	177,184	$	248,620

6. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

Disclosures on any common shares issued are provided in the Consolidated Statements of Changes in Shareholders' Equity.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the three month period ended March 31, 2011 was based on the loss attributable to common shareholders of $194,046 (2010 - $22,582) and the weighted average number of common shares outstanding of 34,368,858 (2010 – 18,203,969).

Diluted loss per share did not include the effect of 2,750,000 stock options and 6,000,000 warrants as the effect would be anti-dilutive.

(Expressed in Canadian dollars - unaudited)

6. Share capital (continued)

Stock options

The Company has adopted a 10% rolling stock option plan whereby it can grant options to directors, officers, employees, and consultants of the Company. On March 10, 2011, the Company granted 250,000 stock options to a director entitling him to purchase common shares at a price of $0.15 per share on or before March 9, 2016. The options vested immediately upon grant.

The estimated fair value of these options was $25,000 based on the following weighted average assumptions: an expected life of 5 years, volatility of 111%, a risk free rate interest rate of 2.68% and a dividend yield rate of 0%. The Company also recorded share-based payments in the amount of $6,706 relating to previously granted options that vested during the period.

The changes in options during the three month period ended March 31, 2011 and the year ended December 31, 2010 are as follows:

	March 31, 2011		December 31, 2010	
	Number of options	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
Options outstanding, beginning of period	2,500,000	$ 0.10	-	$ -
Options granted	250,000	0.15	2,500,000	0.10
Options exercised	-	-	-	-
Options forfeited or expired	-	-	-	-
Options outstanding, end of period	2,750,000	$ 0.10	2,500,000	$ 0.10
Options exercisable, end of period	2,356,250	$ 0.11	1,975,000	$ 0.10

Details of options outstanding as at March 31, 2011 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding
$0.10	1.55 years	2,500,000
$0.15	4.95 years	250,000
$0.10	1.86 years	2,750,000

(Expressed in Canadian dollars - unaudited)

6. Share capital (continued)

Warrants

The changes in warrants during the three month period ended March 31, 2011 and the year ended December 31, 2010 are as follows:

	March 31, 2011		December 31, 2010	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of period	11,000,000	$ 0.15	-	$ -
Warrants issued	-	-	11,000,000	0.15
Warrants exercised	(1,495,000)	0.15	-	-
Warrants expired	(3,505,000)	0.15	-	-
Warrants outstanding, end of period	6,000,000	$ 0.15	11,000,000	$ 0.15

At March 31, 2011 there are 6,000,000 warrants outstanding entitling the holder to acquire one common share until October 7, 2011 at a price of $0.15 per share.

7. Related party transactions

The following amounts due to related parties are included in accounts payable and accrued liabilities:

	March 31, 2011	December 31, 2010
Directors and corporations controlled by directors of the Company	$ 12,000	$ 6,000
Officers and corporations controlled by officers of the Company	24,138	16,800
	$ 36,138	$ 22,800

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The Company incurred the following transactions with directors/officers of the Company and corporations that are controlled by directors/officers of the Company.

	Three months ended	
	March 31, 2011	March 31, 2010
Management fees	$ 11,000	$ -
Administration fees	15,000	-
	$ 26,000	$ -

8. Financial risk management

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using a major bank that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Foreign exchange risk

Foreign exchange risk is the risk that the future fair value of cash flows of a financial instrument will fluctuate because of changes in the foreign exchange rates. The Company's financial results are reported in Canadian dollars while it conducts a significant portion of its business activities in US dollars. The assets, liabilities and expenses that are denominated in US Dollars will be affected by changes in the exchange rate between the Canadian dollar and the US Dollar. If the Canadian dollar changes by one percent against the US dollar, with all other variables held constant, the impact on the Company's foreign denominated financial instruments would result in a reduction or increase of after tax net loss of less than $3,000 for the period ending March 31, 2011.

Interest rate risk

The Company is not exposed to significant interest rate risk.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

(Expressed in Canadian dollars - unaudited)

8. Financial risk management (continued)

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

	March 31, 2011	December 31, 2010
Cash and cash equivalents	$ 803,011	$ 281,351

Financial liabilities included in the statement of financial position are as follows:

	March 31, 2011	December 31, 2010
Accounts payable and accrued liabilities	$ 177,184	$ 248,620

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at March 31, 2011:

	As at March 31, 2011		
	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 803,011	$ -	$ -

9. Segmented information

Operating segments

The Company operates in a single reportable operating segment – the acquisition, exploration and development of mineral properties.

Geographic segments

The Company's non-current assets are located in the following countries:

	As at March 31, 2011		
	Canada	US	Total
Exploration and evaluation assets	$ -	$ 353,653	$ 353,653

	As at December 31, 2010		
	Canada	US	Total
Exploration and evaluation assets	$ -	$ 320,939	$ 320,939

(Expressed in Canadian dollars - unaudited)

10. Non-cash transactions

During the three month period ended March 31, 2011, the Company incurred the following non-cash transactions that are not reflected in the statement of cash flows:

	Three months ended	
	March 31, 2011	**March 31, 2010**
Fair value of share-based payments	$ 31,706	$ -

11. First time adoption of IFRS

a) Transition to IFRS

The Company has adopted IFRS effective January 1, 2011 with a transition date of January 1, 2010. Prior to the adoption of IFRS the Company prepared its financial statements in accordance with Canadian GAAP.

The comparative information presented in these first condensed interim financial statements for the three months ended March 31, 2010, year ended December 31, 2010 and the opening financial position as at January 1, 2010 (the "Transition Date") have been prepared in accordance with the accounting policies referenced in Note 3 and IFRS 1, *First-Time Adoption of International Financial Reporting Standards* ("IFRS 1").

b) Initial elections upon adoption

The Company adopted IFRS in accordance with IFRS 1 which requires the retrospective application of IFRS at the Transition Date with all adjustments to assets and liabilities taken to deficit, subject to mandatory exceptions and the application of optional exemptions. The IFRS 1 exceptions applied in the conversion from Canadian GAAP to IFRS by the Company are explained as follows:

(i) Share-based payments – The Company elected under IFRS 1 to apply IFRS 2, *Share-Based Payments* only to equity instruments that were issued after November 7, 2002 and had not vested by the Transition Date.

(ii) Business combinations – The Company elected under IFRS 1 to not to apply IFRS 3, *Business Combinations* retrospectively to any business combinations that may have occurred prior to its Transition Date and such business combinations have not been restated.

(iii) Compound financial instruments – The Company has elected under IFRS 1 not to retrospectively separate the liability and equity components of any compound instruments for which the liability component is no longer outstanding at the Transition Date.

c) Estimates

IFRS 1 does not permit changes to estimates previously made. Accordingly, estimates used at the Transition Date are consistent with estimates made at the same date under Canadian GAAP.

(Expressed in Canadian dollars - unaudited)

11. First time adoption of IFRS (continued)

d) Reconciliation between Canadian GAAP and IFRS

In preparing the Company's IFRS Transition Date statement of financial position management noted that adjustments related to share-based payments were necessary to be made by the Company previously in its financial statements prepared in accordance with previous Canadian GAAP.

The adjustment was the result of a revaluation of stock options granted to individuals that were considered to be non-employees under Canadian GAAP. Under IFRS, these individuals are considered to be employees as they provide services that are similar in nature to services provided by employees. This resulted in an adjustment of $8,743 in the fourth quarter of 2010.

The January 1, 2010 Canadian GAAP statement of financial position has been reconciled to IFRS as follows:

Statement of Financial Position	January 1, 2010 Canadian GAAP	Effect of IFRS Transition	January 1, 2010 IFRS
Total Assets	$ 23,847	$ –	$ 23,847
Total Liabilities	$ 99,427	$ –	$ 99,427
Total Shareholders' Equity	(75,580)	–	(75,580)
Total Liabilities and Shareholders' Equity	$ 23,847	$ –	$ 23,847

The March 31, 2010 Canadian GAAP statement of financial position has been reconciled to IFRS as follows:

Statement of Financial Position	March 31, 2010 Canadian GAAP	Effect of IFRS Transition	March 31, 2010 IFRS
Total Assets	$ 399,353	$ –	$ 399,353
Total Liabilities	$ 31,856	$ –	$ 31,856
Total Shareholders' Equity	367,497	–	367,497
Total Liabilities and Shareholders' Equity	$ 399,353	$ –	$ 399,353

(Expressed in Canadian dollars - unaudited)

11. First time adoption of IFRS (continued)

d) Reconciliation between Canadian GAAP and IFRS (continued)

The December 31, 2010 Canadian GAAP statement of financial position has been reconciled to IFRS as follows:

Statement of Financial Position	Dec. 31, 2010 Canadian GAAP	Effect of IFRS Transition	Dec. 31, 2010 IFRS
Total Assets	$ 630,666	$ –	$ 630,666
Total Liabilities	$ 248,620	$ –	$ 248,620
Shareholders' Equity			
Share capital	2,518,799	–	2,518,799
Contributed surplus	295,826	(8,743)	287,083
Deficit	(2,432,579)	8,743	(2,423,836)
Total Shareholders' Equity	382,046	–	382,046
Total Liabilities and Shareholders' Equity	$ 630,666	$ –	$ 630,666

IFRS 1 also requires reconciliation disclosures that explain how the transition from Canadian GAAP to IFRS has affected the Company's previously reported comprehensive income (loss) for the year ended December 31, 2010 and three months ended March 31, 2010. Management noted that adjustments related to share-based payments were necessary to be made by the Company previously in its financial statements prepared in accordance with previous Canadian GAAP. This resulted in an adjustment of $8,743 in the fourth quarter of 2010.

Statement of Operations and Comprehensive Loss	Year Ended Dec. 31, 2010 Canadian GAAP	Effect of IFRS Transition	Year Ended Dec. 31, 2010 IFRS
Revenue	$ –	$ –	$ –
Expenses			
Share-based payments	96,469	(8,743)	87,726
Other operating expenses	287,582	–	287,582
Total expenses	(384,051)	8,743	(375,308)
Total other items	–	–	–
Net loss and comprehensive loss	$ (384,051)	$ 8,743	$ (375,308)

(Expressed in Canadian dollars - unaudited)

11. First time adoption of IFRS (continued)

d) Reconciliation between Canadian GAAP and IFRS (continued)

Statement of Operations and Comprehensive Loss	3 months ended March 31, 2010 Canadian GAAP	Effect of IFRS Transition	3 months ended March 31, 2010 IFRS
Revenue	$ –	$ –	$ –
Total expenses	(22,582)	–	(22,582)
Total other items	–	–	–
Net loss and comprehensive loss	$ (22,582)	$ –	$ (22,582)

12. Subsequent events

a) On April 4, 2011, the Company raised gross proceeds of $750,000 by issuing a total of 5,000,000 units at $0.15 per unit, each unit consisting of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at $0.25 per share on or before April 3, 2013. A finder's fee of $10,050 was paid in connection with this financing.

As of March 31, 2011, the Company received gross proceeds of $575,233 and incurred share issuance costs of $7,632 in connection with this financing.

b) On April 29, 2011, the Company raised gross proceeds of $262,500 by issuing a total of 1,500,000 units at $0.175 per unit, each unit consisting of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at $0.25 per share on or before April 28, 2013. A finder's fee of $9,625 was paid in connection with this financing.