

# Cuervo Resources Inc.

## Management's Discussion and Analysis

YEAR ENDED MARCH 31, 2010

### General

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Cuervo Resources Inc. (the "Company" or "Cuervo") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended March 31, 2010. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended March 31, 2010 and March 31, 2009, which were prepared in accordance with generally accepted accounting principles ("GAAP") in Canada. Additional information regarding the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). All amounts following are expressed in Canadian dollars unless otherwise stated. This discussion and analysis is dated July 26, 2010.

### Description of Business

The Company is currently focusing its exploration efforts on its iron ore properties in Perú.

The Company has two wholly-owned subsidiaries, Minera Cuervo S.A.C. ("Minera Cuervo") and Minera La Gran Posada S.A.C. ("La Gran Posada"), both of which are incorporated in Perú. The financial statements of the Company and Minera Cuervo and La Gran Posada have been combined as they are affiliated businesses.

The common shares of the Company are listed on the Canadian National Stock Exchange ("CNSX") in Canada with the trading symbol "FE". Shares of the Company are also traded on the Frankfurt Stock Exchange with the trading symbol "CRR".

### Overall Performance

The Company's cash position decreased to \$444,732 at March 31, 2010 from \$962,670 at March 31, 2009. The decrease to March 31, 2010 was the result of the exploration and overhead expenses for the year ended March 31, 2010, partially offset by the proceeds from a private placement in December 2009 of \$350,000 and the exercise of 3,244,000 warrants for cash proceeds of \$1,135,400 during May and June 2009.

The Company's main focus during the year ended March 31, 2010 continued to be the exploration of its wholly owned Cerro Ccopane iron ore property in southern Perú. The Orcopura Zone at the Cerro Ccopane project has reported an NI 43-101-compliant Mineral Resource Estimate of 55.5 million tonnes "measured and indicated" grading 46.75% iron in addition to 50.8 million tonnes "inferred" grading 43.68% iron.

The Company is engaged in the business of preliminary or early stage mineral exploration and mine development. The Company holds no interests in producing or commercial ore deposits. The Company has no production or other revenue. Commercial development of any kind will only occur in the event that sufficient quantities of ore containing economic concentrations of iron or other mineral resources are discovered. If in the future a discovery is made, substantial financial resources will be required to establish ore reserves. Additional substantial financial resources will be required to develop mining and processing for any ore reserves that may be discovered.

## Selected Annual Information

	For the years ended March 31,		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
Interest income	\$ 3,599	\$ 74,193	\$ 65,236
Loss for the year	( 3,732,702)	( 5,987,070)	( 4,546,783)
Loss per share	(0.114)	(0.202)	(0.204)
Total assets	1,179,220	2,496,320	4,240,269
Total long-term liabilities	-	-	-

The results for the fiscal year ended March 31, 2010 reflect the Company's increased focus on its exploration activities in Perú. Exploration expense during 2009 was \$1,635,623, compared to \$3,704,868 in 2009 and \$2,226,365 in 2008. During fiscal 2010 the Company acquired 3 additional mining concessions totalling 2,000 ha by staking. Mineral property acquisitions were \$nil during 2010, compared to \$nil during 2009 and \$309,625 during 2008. The Company also wrote-down approximately \$770,000 of Impuesto General a Las Ventas ("IGV") incurred on certain exploration expenditures in Perú. IGV is a value added tax charged at a rate of 19% on all goods and services in Perú. The IGV expenditures are partially refundable if recovery is applied for early. Based on management's best estimate the portion currently refundable is included in accounts receivable and the amount not currently refundable has been expensed to exploration. Cash and cash equivalents were \$444,732 as at March 31, 2010, compared to \$962,670 as at March 31, 2009 and \$2,844,154 as at March 31, 2008 with the decrease being a result of the exploration and overhead expenses for the year ended March 31, 2010, partially offset by the proceeds from a private placement in December 2009 of \$350,000 and the exercise of 3,244,000 warrants for cash proceeds of \$1,135,400 during May and June 2009.

## Results of Operations

The Company's operations involve the acquisition and exploration of its iron properties in Perú. For the year ended March 31, 2010, Cuervo had a net loss of \$3,732,702 (2009 - \$5,987,070). Details of the expenditures, comprised principally of general and administration costs and exploration costs, contributing to the loss are described below:

	For the years ended March 31,		
<b>General and Administrative Costs</b>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Consulting fees	\$ 233,808	\$ 201,091	\$ 203,273
Depreciation	16,386	20,679	17,284
Exploration costs	1,635,623	3,704,868	2,226,365
Foreign exchange loss (gain)	162,878	( 147,225)	( 75,753)
General office and investor relations	250,114	543,906	404,077
Interest and bank charges	5,918	12,857	9,580
Professional fees	102,610	163,498	249,247
Rent	135,555	98,893	157,810
Telecommunications	24,604	36,808	34,457
Stock-based compensation	969,285	843,822	1,071,036
Vehicle	43,642	166,330	71,800
Wages and benefits	155,878	415,736	242,843
<b>Total costs</b>	<u>\$ 3,736,301</u>	<u>\$ 6,061,263</u>	<u>\$ 4,612,019</u>

For the year ended March 31, 2010, Cuervo incurred total general, administrative and exploration expenses of \$3,736,301 compared to \$6,061,263 for the year ended March 31, 2009. The lower level of general and administrative expenses in the current period reflects lower costs associated with the Company's exploration programs on its Cerro Ccopane exploration properties in Perú and a general overall reduction in overhead costs. Consulting fees of \$233,808 (2009 - \$201,091) were comparable to the prior year. Drilling and other exploration expenditures on Minera Cuervo's individual mining concessions are expensed as incurred and amounted to \$1,635,623 for the year ended March 31, 2010 (2009 - \$3,704,868) reflecting a reduction in the level of exploration activity on the Company's Cerro Ccopane properties. Included in the current year's exploration expense is write-down of approximately \$770,000 of IGV incurred on certain

exploration expenditures in Perú. IGV is a value added tax charged at a rate of 19% on all goods and services in Perú. The IGV expenditures are partially refundable if recovery is applied for early. Based on management's best estimate the portion currently refundable is included in accounts receivable and the amount not currently refundable has been expensed to exploration. The aggregate recoverable against IGV collected on potential future revenues earned by the Peruvian subsidiaries is \$965,623 as at March 31, 2010 (2009- \$983,269). General office and investor relations expenses of \$250,114 (2009 - \$543,906) are lower than the prior year as the prior year expense included attendance at trade shows in Toronto, Zurich, Frankfurt and Dusseldorf. Professional fees of \$102,610 (2009 - \$163,498) were lower in 2010 as the prior period included fees associated with the planned private placement, announced in March 2008 but subsequently withdrawn in May 2008 as well as higher legal fees incurred in Peru. Wages and benefits of \$155,878 (2009 - \$415,736) were paid by Minera Cuervo to Peruvian residents for services rendered to Minera Cuervo in Perú and reflect the reduction in the level of exploration activity during the year ended March 31, 2010 compared to the same period in 2009. Vehicle costs of \$43,642 (2009 - \$166,330) are incurred in Perú and reflect the reduced level of exploration work being carried on at the Company's properties during the year ended March 31, 2010. Stock-based compensation of \$969,285 (2009 - \$843,822) relates to the grant of 3,525,000 options during the period (2009 – 910,000 options).

Interest and bank charges reflect the cost of incoming and outgoing wire transfers, principally due to the funding of the Company's Peruvian subsidiary, and monthly service costs. Rent is for head office space in Toronto and a corporate office in Lima, Perú and increased over the prior year period due to increased rent expense in Toronto and a move to a new office location in Lima.

The foreign exchange loss of \$162,878 (2009 – gain of \$147,225) for the year ended March 31, 2010 primarily reflects the impact of the fluctuating Canadian dollar on monetary assets and expense items. As detailed in Note 2 to the audited consolidated financial statements, monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing at the transaction date. Revenues and expenses are translated at average exchange rates during the period.

#### **Related Party Transactions**

A total of \$223,836 (2009 - \$246,836) was paid to related parties during the year ended March 31, 2010 for consulting and exploration fees, \$160,086 (2009 - \$171,836) of which was accounted for as consulting fee expenses for financial management, administrative services and investor relations services and \$63,750 (2009 - \$75,000) of which was accounted for as exploration expenses. Of the aforementioned \$160,086 consulting fees, \$63,750 (2009 - \$75,000) was paid to the President for administrative services; \$57,336 (2009 - \$51,336) was paid to the Chief Financial Officer for financial management services; and \$39,000 (2009 - \$45,500) was paid to companies controlled by individuals related to a director of the Company for administrative and investor relations services. The aforementioned \$63,750 (2009 - \$75,000), accounted for as exploration expenses, was paid to the President for geological consulting services. Rent of \$50,500 (2009 - \$52,500) was paid to a company controlled by a director of the Company.

A total of \$74,257 was reimbursed to related parties for out of pocket travel and promotion expenses incurred by the related parties on behalf of Cuervo during the year ended March 31, 2010 (2009 - \$150,440). Of the aforementioned \$74,257, \$71,223 was reimbursed to officers and directors and companies controlled by a director, and \$3,034 reimbursed to a company controlled by an individual related to a director of the Company.

Accounts payable and accrued liabilities includes \$719 (March 31, 2009 - \$2,467) owing to a company controlled by a director of the Company as at March 31, 2010 and a company controlled by an individual related to a director of the Company as at March 31, 2010.

In September 2009, the Company entered into a consulting agreement with an officer and director of the Company and a company controlled by the officer and director whereby the officer and director and the company controlled by the officer and director will be entitled to a success-oriented fee equal to 2.5% of the gross transaction value of certain potential corporate-finance transactions provided that the gross transaction value is more than \$25,000,000 and provided further that no fee shall be paid on any gross transaction value in excess of \$120,000,000. The Company also amended the existing agreement with an officer and director of the Company whereby the officer and director is entitled to a success-oriented fee of 0.5% on terms similar to those described above.

Management of Cuervo believes that the amounts paid to related parties are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

## Summary of Quarterly Results

Selected financial information for past eight quarters:

<i>Fiscal year 2010</i>	4 <sup>th</sup> Quarter	3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter	1 <sup>st</sup> Quarter
Interest income	344	336	274	2,645
Loss	( 878,634)	( 391,763)	( 836,852)	( 1,625,453)
Loss per share	(0.024)	(0.012)	(0.026)	(0.052)

  

<i>Fiscal year 2009</i>	4 <sup>th</sup> Quarter	3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter	1 <sup>st</sup> Quarter
Interest income	9,594	17,023	25,366	22,210
Loss	( 1,094,202)	( 1,173,681)	( 1,375,710)	( 2,343,477)
Loss per share	(0.033)	(0.039)	(0.046)	(0.082)

The Company is a junior exploration company with no revenue generating properties. Currently the Company's funding continues to be derived from issuing securities and its short-term investments.

For further quarterly financial information, please refer to the Company's unaudited interim consolidated financial statements and management's discussion and analysis that have been filed on the Company's website at [www.cuervoresources.com](http://www.cuervoresources.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

## Liquidity and Capital Resources

On March 23, 2009, option holders holding options to purchase 2,950,000 common shares of Cuervo at exercise prices ranging from \$1.15 to \$2.50 per share surrendered and cancelled their options. As at March 31, 2009, the Company had no outstanding stock options.

On April 23, 2009, the Company granted 3,000,000 stock options at an exercise price \$0.60 per common share expiring on April 23, 2014 to certain directors, officers and consultants of the Company and certain employees and consultants of Minera Cuervo.

On December 17, 2009, the Company closed a \$350,000 non-brokered private placement equity financing. The Company issued 1.0 million units, at a price of \$0.35 per unit, for gross proceeds of \$350,000 (the "Financing"). Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of \$0.55 for a period of 18 months from the closing of the financing. If the closing price of the Cuervo common shares is equal to or greater than \$1.10 for a period of 10 consecutive trading days any time after December 17, 2009, the Company may accelerate the expiry date of the warrants. The Company paid a finder's fee equal to 7% units (70,000 units).

During the year ended March 31, 2010 the Company received proceeds of \$1,135,400 from the exercise of 3,244,000 amended common share purchase warrants.

Cash and cash equivalents as at March 31, 2010 were \$444,732. The Company has no long-term debt. Accounts payable and accrued liabilities at March 31, 2010 were \$59,057. Currently the Company's only material source of funds is through the sale of shares by way of public or private offerings or through the exercise of outstanding convertible securities such as warrants and options. If all of the Company's outstanding convertible securities, as at the date of this report, were exercised the Company would realize approximately \$3,700,000 of additional financing (gross). Except for the ability of the Company to accelerate the expiry date of certain convertible securities, the Company has no control over the exercise of its convertible securities and therefore cannot know the timing or amount of financing that may be raised, if any, through the exercise of its convertible securities. Factors which may influence the decision of the holder to exercise the Company's convertible securities are the market price of the Company's common shares in relation to the exercise price of the convertible security (*i.e.* it is unlikely that the holder of a convertible security would exercise it if the exercise price was lower than the market price of the Company's common shares) and the expiry date of the convertible security. The exercise prices and expiry dates of the Company's outstanding convertible securities are set out in the table under the heading "Other information" below.

As at the date hereof to the end of the March 31, 2011 fiscal year, the Company estimates that it requires approximately \$1,200,000 to meet its working capital and general overhead requirements. The Company may require additional financing in order to meet these financial obligations and, if so, intends to seek additional equity financing at the appropriate time. The timing and ability of the Company to obtain additional equity financing may depend, among other things, on the liquidity of the financial markets as well as the acceptance of investors to finance junior resource based exploration stage companies. There is no assurance that the Company will have the funds to meet such obligations. If the Company is unable to raise sufficient financing it may need to scale-back its intended exploration program and its other expenses.

The Company currently does not have material contractual obligations with respect to any purchase obligations or financings other than the payments required in order to maintain its various mining interests.

As at March 31, 2010, the Company's only significant commitment was with respect to its ongoing funding of its mineral concessions in Peru of approximately US\$ 83,000 per year.

### **Changes in Accounting Policies**

Effective April 1, 2009, the Company adopted the following accounting policies as recommended by the CICA handbook:

#### *Goodwill and Intangible Assets*

CICA Handbook Section 3064, "Goodwill and Intangible Assets" establishes new standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The requirements will be effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The adoption of this standard has not had an impact on the consolidated financial statements as the Company does not have any goodwill or intangible assets at this time.

#### *Financial Statement Concepts*

CICA Handbook Section 1000 has been amended to focus on the capitalization of costs that meet the definition of an asset and de-emphasizes the matching principle. The revised requirements are effective for annual and interim financial statements relating to fiscal year beginning on or after October 1, 2008. Accordingly, the Company adopted the new standards for its fiscal year beginning April 1, 2009. This adoption has not resulted in significant impact on the Company's financial statements.

#### *Credit Risk and the Fair Value of Financial Assets and Financial Liabilities*

In January 2009, Emerging Issues Committee issued EIC-173 "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities". This guidance clarified that an entity's own risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and financial liabilities including derivative instruments. The Company has evaluated the impact and has determined that no adjustments were required.

#### *Future accounting and reporting changes*

##### *Business combinations, consolidated financial statements and non-controlling interest -*

In January 2009, the CICA issued CICA Handbook Section 1582, "Business Combinations", Section 1601, "Consolidations", and Section 1602, "Non-controlling Interests". These sections replace the former CICA Handbook Section 1581, "Business Combinations" and Section 1600, "Consolidated Financial Statements" and establish a new section for accounting for a non-controlling interest in a subsidiary. CICA Handbook Section 1582 establishes standards for the accounting for a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent consideration and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. It provides the Canadian equivalent to International Financial Reporting Standard ("IFRS") 3, "Business Combinations" (January 2008). The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

CICA Handbook Section 1601 establishes standards for the preparation of consolidated financial statements.

CICA Handbook Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, "Consolidated and Separate Financial Statements" (January 2008).

CICA Handbook Section 1601 and Section 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

#### *International financial reporting standards*

On February 13, 2008, the Canadian Accounting Standards Board (AcSB) of the CICA confirmed the mandatory International Financial Reporting Standards (IFRS) changeover date for Canadian profit-oriented publicly accountable entities (PAEs). This means that PAEs will be required to prepare financial statements in accordance with IFRS for interim and annual financial statements for fiscal years beginning on or after January 1, 2011.

Canadian GAAP will be converged with IFRS through a combination of two methods: as current joint-convergence projects of the United States Financial Accounting Standards Board and the International Accounting Standards Board are agreed upon, they will be adopted by the AcSB and may be introduced in Canada before the complete changeover to IFRS; and standards not subject to a joint-convergence project will be exposed in an omnibus manner for introduction at the time of the complete changeover to IFRS.

The International Accounting Standards Board has and will likely have projects underway that should result in new pronouncements affecting IFRS. This Canadian convergence initiative is very much in its infancy as of the date of these financial statements. Therefore, it is premature to assess the impact of the Canadian initiative, if any, on the Company.

#### **Financial Instruments and Other Instruments**

The Company's financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

#### **Disclosure of Internal Controls**

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements; and (ii) the unaudited interim financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The Company's certifying officers are responsible for ensuring that

processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **IFRS Assessment and Conversion Plan**

In February 2008, the CICA announced that Canadian generally accepted accounting principles for publicly accountable enterprises will be replaced by International Financial Reporting Standards (“IFRS”) for fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal year. Accordingly, the conversion from Canadian GAAP to IFRS will be applicable to the Company’s reporting for the first quarter of 2011 for which the current and comparative information will be prepared under IFRS. The Company is required to apply all of those IFRS standards which are effective for fiscal year ending March 31, 2012 and apply them to its opening April 1, 2010 balance sheet.

The Company’s IFRS implementation project consists of three primary phases which will be completed by a combination of in-house resources and external consultants.

- Initial diagnostic phase (“Phase I”) – Involves preparing a preliminary impact assessment to identify key areas that may be impacted by the transition to IFRS. Each potential impact identified during this phase is ranked as having a high, moderate or low impact on our financial reporting and the overall difficulty of the conversion effort.
- Impact analysis, evaluation and solution development phase (“Phase II”) – Involves the selection of IFRS accounting policies by senior management and the review by the audit committee, the quantification of the impact of changes on our existing accounting policies on the opening IFRS balance sheet and the development of draft IFRS financial statements.
- Implementation and review phase (“Phase III”) – Involves training key finance and other personnel and implementation of the required changes to our information systems and business policies and procedures. It will enable the Corporation to collect the financial information necessary to prepare IFRS financial statements and obtain audit committee approval of IFRS financial statements.

### **Financial reporting expertise and communication to stakeholders**

The Company has retained an external consultant to establish appropriate IFRS financial reporting expertise at all levels of the business. The external consultant will train key finance and operational staff starting in the third quarter of 2010. Information regarding IFRS implications will be issued to external constituents during the third quarter of 2010. The Company has also provided Audit Committee members with detailed project scoping, timelines and deliverables. Based on matters brought to their attention the Audit Committee members will review the Audit Committee Charter and make changes to reflect the requirements for IFRS financial expertise if deemed to be necessary. The Audit Committee will continue to receive periodic presentations and project status updates from the external consultant and management.

The Company has completed the preliminary diagnostic phase and will continue to update its disclosures throughout 2010 to reflect specific actions taken to facilitate adoption of IFRS effective April 1, 2011. The Company will also continue to review and update its preliminary conclusions from the diagnostic phase during 2010 as new facts emerge. The differences that have been identified in the diagnostic phase are summarized below.

#### **a) Transitional Impact on Financial statement presentation and classification**

The Company’s financial statements will have a different format upon transition to IFRS.

The components of a complete set of IFRS financial statements are: statement of financial position (balance sheet), statement of comprehensive income, statement of changes in equity, statement of cash flows, and notes including accounting policies. Income statement will be presented as a component of the statement of comprehensive income. Balance sheet may be presented in ascending or descending order of liquidity. Income statement is classified by each major functional area – marketing, distribution, etc.

*Impact on Company: The Company will reformat the financial statements in compliance with IAS 1.*

**b) IFRS-1 Transitional policy choices and exceptions for retrospective application**

IFRS contains certain policy choices and exceptions for retrospective application none of which are expected to materially impact the Company.

**Property, plant & equipment**

IFRS 1 provides a choice between measuring property, plant and equipment at its fair value at the date of transition and using those amounts as deemed cost or using the historical cost basis under Canadian GAAP.

**c) Mandatorily applicable standards with retrospective application (i.e., not specifically exempt under IFRS - 1)**

**Mineral resource properties and deferred exploration costs**

Upon adoption of IFRS the Company will have a choice between retaining its existing policy of capitalizing all pre feasibility evaluation and exploration (“E&E”) expenditures and electing to change its policy retrospectively to expense all pre feasibility E&E costs.

*Impact on Company: The Company will make a final determination of its policy in this area during Phase II.*

**Provision for environmental rehabilitation**

The Company had no asset retirement obligation at April 1, 2010.

**IFRS** – IFRS 37 applies to a constructive obligation, where the event creates valid expectations that the entity will discharge the obligation, as well as a legal obligation. The amount recognized should be the best estimate of the expenditure required to settle the obligation at the balance sheet date. Present value should be used where the effect of the time value of money is material. The discount rate (or rates) utilized should be a pre-tax rate (or rates) that reflect(s) current market assessments of the time value of money and the risks specific to the liability. Provisions should be reviewed at each balance sheet date and adjusted to reflect the current best estimate. **Canadian GAAP** – CICA Section 3110 applies to legal obligations associated with the retirement of a tangible long-lived asset. Such an obligation is to be initially measured at fair value in the period in which the obligation is incurred, unless it cannot be reliably measured at that date.

*Impact on the Company: The Company does not expect any transitional impact.*

**Functional currency**

The Company uses the Canadian \$ as both its functional and reporting currency. IAS 21 contains a more comprehensive framework for the determination of functional currency.

*Impact on Company: During Phase II the Company will review the IAS 21 criteria to determine whether there is a material impact upon transition at April 1, 2010 or at March 31, 2011 and for the interim periods and the year then ended. The Company does not expect any significant transitional impact.*

**Share based compensation**

**IFRS:** Under IFRS 2, graded vesting awards must be accounted for as though each instalment is a separate award. IFRS does not provide for an election to treat the instruments as a pool and recognize expense on a straight line basis. **Canadian GAAP:** Straight line basis is permissible under Canadian GAAP.

*Impact on Company: The Company has recognized option expense on a straight line basis and expects to record transitional entries for options unvested at April 1, 2010 to comply with IFRS 2 methodologies. The effect of this will be an increase to deficit and contributed surplus. For options granted on or after April 1, 2010 the Company will calculate the aggregate fair value as though each instalment is a separate award and will amortize the value on a graded basis.*



### **Information systems and processes and controls**

Based on findings from the diagnostic phase of the project the Company does not expect that adoption of International Accounting Standards will have a pervasive impact on its present systems and processes. The Company expects to implement certain minor changes to the general ledger account descriptions as well as the calculation methodologies currently in use for certain specific financial statement areas such as asset impairment, share based compensation etc. As the accounting policies are selected, appropriate changes to ensure the integrity of disclosure controls and procedures will be made. For example, any changes in accounting policies could result in additional controls or procedures being required to address reporting of first time adoption as well as ongoing IFRS reporting requirements. At this point, the Company has not determined its final accounting policy choices. The certifying officers plan to complete the design, and initially evaluate the effectiveness of, any significant changes to controls in the third quarter of 2010 to prepare for certification under IFRS in 2011.

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Actual results could differ from those estimates.

### **Accounting Standards and Policies - Critical Accounting Estimates**

Critical accounting estimates that require judgment are used in the preparation of the consolidated financial statements. The carrying values of mining interests are the lower of the historic cost and the recoverability of the recorded value of the mining interests. The recoverability of the recorded value of mining interests is based on market conditions for minerals, the minerals associated with the properties and the future costs that could be required to develop the properties or the potential for the sale to a third party of the mining interests.

### **Off-Balance Sheet Arrangements**

As at March 31, 2010 the Company does not have any off-balance sheet arrangements

### **Other Information**

*Disclosure of Outstanding Share Data as at July 26, 2010:*

Common shares	36,334,750
Common share purchase warrants	2,911,000
Stock options	<u>3,420,000</u>
Fully diluted	<u>42,665,750</u>

In accordance with the requirements of National Policy 46-201, as of March 31, 2007 there were 2,300,000 common shares held in escrow, representing approximately 14% of the outstanding common shares of the Company at that time. The escrowed shares are being released from escrow as to 1/10 thereof on the date that the common shares are listed on a recognized Canadian stock exchange, 1/6 of the remaining common shares 6 months after the listing date, 1/5 of the remaining common shares 12 months after the listing date, 1/4 of the remaining common shares 18 months after the listing date, 1/3 of the remaining common shares 24 months after the listing date, 1/2 of the remaining common shares 30 months after the listing date, and the remaining escrowed common shares on the date that is 36 months after the listing date. A total of 230,000 shares were released from escrow on May 30, 2007; 345,000 shares were released on November 30, 2007; 345,000 were released on May 30, 2008; 345,000 were released on November 30, 2008; 345,000 were released on May 30, 2009; 345,000 were released on November 30, 2009 and the remaining 345,000 common shares held in escrow were released on May 30, 2010. As at July 26, 2010 there were no shares remaining in escrow.

## Exploration Activities

The Company is focused on exploring and developing its iron properties located in Perú.

### *Cerro Ccopane*

The Company has a 100% interest in twenty-three (23) contiguous mining concessions south of Cuzco in southern Perú, The 23 concessions cover 14,000 ha and are described in the following list:

Concession Name	Size (ha)	Department	Province	District
Posada 1	500	Cusco	Chumbivilcas/Paruro	Capacmarca/Omacha
Posada 2	800	Cusco	Paruro	Omacha
Posada 3	900	Cusco	Paruro	Omacha
Posada 5	500	Cusco	Chumbivilcas/Paruro	Capacmarca/Omacha
Posada 6	200	Cusco	Chumbivilcas/Paruro	Chamaca/Omacha
Posada 7	400	Cusco	Paruro	Omacha
Huini II	200	Cusco	Paruro	Omacha
Huini III	600	Cusco	Chumbivilcas/Paruro	Capacmarca/Omacha
Huini IV	800	Cusco	Chumbivilcas	Capacmarca/Colquemarca
Huini V	600	Cusco	Chumbivilcas	Capacmarca/Colquemarca
Alizandra	500	Cusco	Paruro	Omacha
Bob 1	1,000	Cusco	Paruro	Omacha
Bob X	600	Cusco	Paruro	Omacha
Bob XI	400	Cusco	Paruro	Omacha
Karina 01	600	Cusco	Paruro	Omacha
Karina 02	100	Cusco	Paruro	Omacha
Karina 04	1,000	Cusco	Paruro	Accha
Karina 05	800	Cusco	Paruro	Omacha
Karina 06	400	Cusco	Chumbivilcas	Capacmarca/Accha
Mafe 1	1,000	Cusco	Paruro	Accha
Mafe 2	1,000	Cusco	Paruro	Omacha/Accha
Mafe 3	700	Cusco	Paruro	Capacmarca/Accha
Mafe 4	400	Cusco	Paruro	Capacmarca/Accha

The original six (6) concessions, which covered 3,300 ha, are the subject of a NI 43-101-compliant report entitled “Technical Report on the Cerro Ccopane Iron Project” authored by James A. McCrear, P.Geol. and Ryan Grywul, B.Sc. and dated January 8, 2007. The Cerro Ccopane property constitutes the Company’s “property of merit” and is the main focus of exploration by the Company. Effective March 2, 2007, the Company entered into an agreement with the local landowners from the rural community of Huilque for surface rights in the area. The agreement allows the Company to build access roads, a camp and conduct exploration on the property.

The Company’s Category “C” Environmental Assessment regarding the Cerro Ccopane property was given final approval by the Ministerio de Energía y Minas del Perú as Directorial Resolution No. 229-2007 MEM/AAM on July 11, 2007. This approval allows the Company to commence advanced exploration including diamond drilling on concessions Posada 2 and Posada 5. On October 7, 2008 the Company’s existing Category “C” Environmental Assessment was accepted by the Ministerio de Energía y Minas del Perú, This Assessment now covers areas of proposed exploration work on the Aurora zones of mineralization on the Cerro Ccopane properties. The Aurora and Aurora “B” zones will be the third and fourth geological/geophysical targets to be explored by diamond drilling.

Minera Cuervo commenced a program of diamond drilling on July 29, 2007, which focussed on the Orcopura (also known as Wychaucassa or Posada 2) zone of mineralization. The drilling program targeted near surface, relatively flat-lying iron mineralization (magnetite ± hematite). . By the end of the December 31, 2008, 14,500 m had been drilled in 121 drill holes and results for these drill holes were announced in fourteen press releases between October 22<sup>nd</sup>, 2007 and January 6<sup>th</sup>, 2009. The results for the drilling program can be found on the Company’s website at [www.cuervoresources.com](http://www.cuervoresources.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

All drill holes on the Orcopura zone were logged and sampled at the project campsite on the property under the direction of Minera Cuervo's senior geologist at the time, ing. Abraham Castillo Ll. All exploration work has been carried out under the supervision of Mr. John M. Siriunas, P.Eng., the designated qualified person for Cuervo under the definition of NI43-101. A nominal sampling interval of 1.5 m is currently being used within sections of typical iron mineralization. Analyses were performed by SGS Minerals Services at their laboratory facilities in Lima (Callao), Perú. Iron (Fe) analyses reported were performed by titration methods, sulphur (S) were carried out with a LECO furnace and all other analyses reported herein, being phosphorus (P), manganese (Mn) and copper (Cu), were by performed ICP-AES after a multi-acid ("total") digestion. Laboratory check analyses were performed on approximately 10% of the samples submitted while field duplicate samples are submitted on a rate of approximately 5% of the total samples sent to the laboratory. The Company is satisfied with the reproducibility of analyses for the elements reported.

On July 31, 2008, the Company reported that the initial mineral resource estimate on the Orcopura Zone at its wholly owned Cerro Ccopane iron ore project in southern Perú stands at 60.5 million tonnes ("inferred") grading 51.5% Fe. This study, prepared by Gateway Solutions S.A.C. ("Gateway") of Lima, Perú, included results from the first 73 drill holes over a mineralized strike length of over 700 m. The Orcopura zone is the first of the five zones identified on the property to be drilled; to date a total of 121 drill holes have been put down on this zone of mineralization which is now known to have a strike length of at least 900 m. A program of additional rock density analyses, seen as a limiting factor to the current resource classification (i.e., "inferred"), is being instituted by the Company.

On April 21, 2009, the Company reported on the mineral processing studies that were carried out in conjunction with the updated Mineral Resource Estimate on the Orcopura Zone at its wholly owned Cerro Ccopane iron ore project. The Measured, Indicated and Inferred Resources based on a 20% head iron cut-off are reported as:

<b>Classification</b>	<b>Tonnes</b>	<b>Head Fe (%)</b>	<b>Head S (%)</b>
Measured	19,696,000	48.26	2.44
Indicated	35,856,000	45.91	2.61
<i>M+I</i>	<i>55,552,000</i>	<i>46.75</i>	<i>2.55</i>
Inferred	50,825,000	43.68	3.13

Micon International Limited ("Micon"), who prepared the Resource Estimate and Technical Report, concluded that "the Cerro Ccopane – Orcopura iron deposit resource is a high quality magnetite deposit with respect to head iron, weight recovery, and the total gangue content of Davis magnetic tube concentrates."

A program of geophysical surveying including magnetics and gravity that was commenced in December 2006 was executed at a slower than expected pace due to weather conditions and the topography of the property. A final report on the program of geophysical surveying including magnetics and gravity was prepared by VDG del Perú S.A.C. in June, 2007. This report was updated, with new interpretations based on the early results from the drilling program, in December, 2007 and again in June, 2008. A new program of geophysical surveying (magnetic and gravity) was commenced during fiscal 2009 on parts of the Cerro Ccopane property. On May 12, 2009, the Company announced that the program of geophysical surveying carried out on the Cerro Ccopane property identified an additional intense coincident magnetic and gravity anomaly that modeling suggests could be caused by near surface (magnetite) bodies totaling on the order of 1.068 Gt (billion tonnes) in size. This new iron-ore exploration target has been designated "Bob 1" by the Company. On May 19, 2009, the Company announced that the remaining results from the program of geophysical surveying included the identification of a second large gravity anomaly that modeling suggests could be caused by a near surface (magnetite) body on the order of 1.265 Gt (billion tonnes) in size. This new iron-ore exploration target ("Huillque Norte") is located about 3.5 km to the southwest of the "Bob 1" anomaly (1.068 Gt model size). The limits of this new anomaly remain open to the northwest. All magnetic and gravity surveys and ancillary gravity modeling were carried out under contract by VDG del Perú S.A.C. (Val D'or Geofísica).

On July 28, 2009, the Company reported on the results of mini-pot pelletizing tests that were carried out on composite samples from the Orcopura Zone. Previously reported mineral-processing studies have shown the material from the Orcopura Zone to be of high quality (magnetite) with respect to head grade of iron, weight recovery, and the total gangue content of Davis magnetic tube concentrates. The new balling and indurating tests indicate that the concentrates are suitable to the production of commercial-grade pellets. The pelletizing tests were carried out by the Midland Research Center in Nashwauk, MN, USA. Four composite samples of mineralization previously prepared for other studies were used in the current tests. As none of this material had been the subject of pelletizing tests, a standard composition and firing sequence was used in the mini-pot testing. The current testing was intended to provide a preliminary indication of the ability to make commercial-grade pellets from the mineralization in the Orcopura Zone. The Company is of the opinion that similar results can be expected from mineralization in the other zones on the Cerro Ccopane property.

Submission was made to extend the environmental permitting covering the Posada 2 and Posada 5 concessions (original Directorial Resolution No. 229-2007 MEM/AAM). The environmental permitting regarding the Chimbote area La Gringa concession (original Constancia de Aprobación Automática No. 004-2008 MEM/AAM) was allowed to lapse.

On September 22, 2009, the Company reported the results of a study undertaken as an internal due diligence exercise to confirm the potential of the original geophysical (magnetic and gravity) anomalies at its wholly owned Cerro Ccopane iron ore project in southern Perú. The new study was carried out by Matrix GeoTechnologies Ltd. (“MGT”) of Toronto, ON. Their work confirmed the quality of the Company’s “Bob 1” anomaly and its similarity in geophysical characteristics to known zones of mineralization on the property. Gravity modeling of this anomaly was carried out by VDG del Perú S.A.C. (Val D’or Geofísica, “VDG”) and originally suggested that it has the potential to host 1.1 billion tonnes of iron mineralization. VDG was responsible for the acquisition of all data in the field. Based on the work of MGT, the Company believes that additional field work will be necessary to reassess and refine the “Huillque Norte” anomaly which appears to be open to the north and to the west. Previous gravity modeling of this anomaly, again by VDG, had suggested that it has the potential to host 1.3 billion tonnes of iron mineralization.

The Company also received the results of a preliminary low-intensity magnetic separation (Davis Tube) metallurgical study in December 2007. A total of twenty (20) samples selected from the early stages of its on-going diamond-drill program were submitted for this study. Each sample represented 1.5 m of drill-core length.

The Company recognized at an early stage that many of the samples submitted for analysis, while reporting iron contents in excess of 55%, also returned elevated sulphur and copper values; this was not to be totally unexpected given the geological setting and metallogeny of other deposits and occurrences in the Apurímac – Andahuaylas skarn belt. For example, the belt hosts such deposits as the Tintaya Mine which is being exploited by Xstrata Copper Inc. for its copper content.

The Company believes that the metallurgical issues can be addressed in a relatively simple manner. The preliminary Davis Tube results indicate that most of the contained sulphur-bearing minerals as well as the copper can be removed with limited processing while producing a very high-grade iron ore concentrate. Silica values were also found to be within acceptable limits by analyses carried out as part of this testing.

A follow-up program of mineral-processing studies was carried out in conjunction with the Micon resource update. These studies are being carried out at Midland Research Center in Nashwauk, MN, USA.

Two transportation studies have been commissioned by the Company to assess the potential development of the Cerro Ccopane iron ore project. The second, and more comprehensive report, was completed in February 2009. This study, entitled “Cuervo Resources, Cerro Ccopane Mine Perú: Mine to Port Conceptual Transport Study” was prepared by Sandwell Engineering Inc. (“Sandwell”) of Vancouver, BC with input from PSI Engineering Inc. also of Vancouver. Mr. Frank Hanson of Frank Hanson Consulting of Kila, Montana, the Company’s transportation advisor, provided the initial specifications for the study. The study was initiated in response to the continuing success of the ongoing program of exploration drilling on the Cerro Ccopane property which is located 65 km south of Cuzco, Perú and approximately 320 km north of the Pacific tidewater port at Matarani, Departamento Arequipa, Perú.

The principal findings and recommendations of the Sandwell report may be summarized as follows:

- Transportation of material from the Cerro Ccopane property does not present unique logistical challenges. All examined transport scenarios are technically feasible;
- A slurry pipeline from the property to port is considered to be the best overall transportation alternative at this time. It is noted that similar pipelines for mining operations of comparable proposed capacities are presently in operation elsewhere; and
- Recommendations for further studies include additional port studies at Matarani and linking future mineral-processing studies with future transportation evaluations.

The Company is encouraged by the findings of these reports as they give confidence in the potential to advance the project.

Drilling started on the Huillque zone of mineralization during the first quarter of fiscal 2009. The Huillque zone is the second of five known target zones to be drilled and is located 2.5 km to the north of the Orcopura zone. In press releases dated September 30, 2008, October 8, 2008 and February 3, 2009 the Company released assay results from the 21 diamond drill holes on the Huillque zone. Results from the Huillque zone appear to be very similar to those encountered in the Orcopura zone and include intersections of 62.09% Fe over 75.85 m in HDH – 01 and 54.55% Fe over 98.70 m in HDH – 03.

Diamond drilling commenced on the Aurora and Aurora “B” zones of mineralization at its Cerro Ccopane iron ore project in December 2008. The Aurora zones are the smallest of the known targets on the property. On June 10, 2009, the Company released the final assay results from the program of diamond drilling on the Aurora and Aurora “B” zones. Geophysical modeling of gravity survey data has indicated that there could be a total of 50 million tonnes of mineralization in the two Aurora zones. The results from the Aurora zones continue to demonstrate grades of magnetite mineralization that are consistent with those previously reported on from the Orcopura and Huillque zones. The results reported included intersections of 51.05% Fe over 78.50 m in ADH – 06 and 55.60% Fe over 24.30 m in ADH – 08 in the Aurora zone. Intersections in the Aurora “B” zone were found to be somewhat shallower but nevertheless include up to 52.90% Fe over 13.50 m in ADH – 13.

All the geophysical targets (magnetic and gravity anomalies) that have been drill tested to date (i.e. Orcopura, Huillque, Aurora and Aurora “B”) have been found to contain massive magnetite mineralization; this gives the Company high confidence in the exploration potential for the other large anomalies that have now been identified. The results of the geophysical modeling, as described above, have shown that the Cerro Ccopane property has the potential to host a total of over 2½ billion tonnes of mineralization.

Sampling, logging and analytical work on the Huillque and Aurora zones are *as per* the worked performed on the Orcopura zone. All results can be found on the Company’s website at [www.cuervoresources.com](http://www.cuervoresources.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

*Other Cuervo Properties*

The Company has a 100% in thirty-five (35) other mining concessions in Perú totaling 14,061 ha.. All thirty-five concessions are prospective for iron mineralization. Only limited prospecting and sampling has been carried out on these concessions to date. The concessions are listed below:

<b>Concession Name</b>	<b>Size (ha)</b>	<b>Department</b>	<b>Province</b>	<b>District</b>
Blanquita II	100	La Libertad	Trujillo	Poroto
Charango 1	300	La Libertad	Trujillo	Poroto/Simbal
Charango 2	100	La Libertad	Trujillo	Poroto
Francisca Victoria IX	64	La Libertad	Trujillo	Simbal
Francisca Victoria XI	97	La Libertad	Trujillo	Simbal
Arena Dorada	400	La Libertad	Trujillo	Poroto/Simbal
Tigre I	100	La Libertad	Trujillo	Poroto
Palosanto 2007 - I	400	La Libertad	Trujillo	Poroto
Sabrina I	200	Ancash	Santa	Chimbote
La Gringa Ga	200	Ancash	Santa	Chimbote
Flamenco 1	400	Ancash	Aija	Aija
Flamenco 3	600	Ancash	Aija	Aija
Iron Mine	500	Ancash	Aija	Aija
Posada 4	1,000	Apurimac	Aymareas	Colcabamba/Lucre
Fierroando 1	200	Cusco	Chumbivilcas	Capacmarca
Huini I	400	Apurimac	Aymaraes	Lucre
Alexia 2007 - I	600	Ica	Nazca	Marcona
Sur 1	1,000	Arequipa	Islay	Islay
Sur 02-2009	1,000	Arequipa	Islay	Islay
Karina 03	300	Lambayeque	Lambayeque	Olmos
Bob 8	500	Apurimac	Cotabambas	Mara
Bob 9	1,000	Cusco	Chumbivilcas	Capacmara
Bob II	200	Cusco	Chumbivilcas	Livitaca
Bob 3	600	Cusco	Chumbivilcas/ Acomayo	Pomacanchi/Acopia
Bob 4	400	Cusco	Chumbivilcas	Livitaca
Bob 5	400	Cusco	Canas	Yanaoca
Bob 6	100	Cusco	Chumbivilcas	Livitaca
Bob 7	200	Cusco	Canas/ Chumbivilcas	Quehue/Livitaca
Johman 1	900	Apurimac	Aymareas	Lucre
Johman 2	100	Apurimac	Aymareas	Lucre
Julian 01	400	Cusco	Paruro	Colquemarca/Ccapi
Julian 02	200	Cusco	Paruro	Huanquite
Julian 03	600	Cusco	Paruro	Ccapi
Julian 04	400	Cusco	Paruro	Ccapi
Hans Cad 3	100	Ica	Nazca	Marcona

The concessions can be grouped in the following property areas; concessions within a designated area may or may not form contiguous groups but nonetheless are located geographically near to each other:

*Northern Perú*

Olmos 300 ha in one (1) concession  
 Trujillo 1,561 ha in eight (8) concessions  
 Chimbote 400 ha in two (2) concessions  
 Aija 1,500 ha in three (3) concessions

*Southern Perú*

Arequipa 2,000 ha in two (2) concessions  
 Marcona 700 ha in two (2) concession  
 Apurimac 2,400 ha in four (4) concessions  
 Cerro Ccopane 5,200 ha in thirteen (13) concessions in the vicinity, but not contiguous with the main property

The Company's Category "B" Environmental Assessment regarding the Chimbote area property ("La Gringa Project") was given final approval by the Ministerio de Energía y Minas del Perú as Constancia de Aprobación Automática No. 004-2008 MEM/AAM on June 16, 2008. This approval allows the Company to commence advanced exploration including diamond drilling on the La Gringa Ga concession. No further work had been carried out on any of these other properties by July xx, 2010.

### *Property Acquisitions*

The Company continues to assess other potential properties for acquisition. Three mining concessions were staked during the period, these being Bob X (600 ha) and Bob XI (400 ha) which tie on to the existing Cerro Ccopane claims and Sur 02-2009 (1,000 ha) in the Arequipa area.

### **Outlook**

The Company plans to advance its mining properties by exploration and development work. The work programs will be designed to attempt to delineate resources of iron ore, in particular of high grade and/or direct-shipping ore, on each property and perform economic and other studies that could eventually lead toward a decision regarding the feasibility of production.

### **Subsequent Events**

On May 26, 2010, the Company closed an equity financing. Under the non-brokered private placement the Company issued one million seven hundred and fifty thousand (1,750,000) Units of the Company, at a price of \$0.35 per Unit, for gross proceeds of \$612,500. Each Unit consists of one Cuervo common share and one warrant entitling the holder to purchase one Cuervo common share at a price of \$0.55 for a period of 18 months. If the closing price of the Cuervo common shares is equal to or greater than \$1.10 for a period of 10 consecutive trading days any time after six months after the closing of the Financing, the Company may, upon notice, accelerate the expiry date of the warrants to the 31st day following such notice. The Company paid a finder's fee of 91,000 Units in regard to the financing.

On May 30, 2010, a total of 3,500,000 common share purchase warrants exercisable at \$1.50 per common share and 210,000 agent's options exercisable at \$1.00 expired without exercise.

### **Risk Factors**

Investment in a natural resource company involves a significant degree of risk. The degree of risk increases substantially where the Company's properties are in the exploration, as opposed to the development or production stage. All of the Company's properties are in the exploration stage.

There are a number of risks inherent to the Company's business. These risks include:

**Limited Business of the Corporation:** Other than the Company's exploration stage properties in Perú, the Company has no material non-cash assets. There is no assurance the Company will be able to finance the acquisition of properties or the exploration or development thereof.

**Exploration and Development:** All of the resource properties in which the Company has an interest or the right to acquire an interest are in the exploration stage and without a known body of commercial ore. Development of any resource property held or acquired by the Company will only follow obtaining satisfactory exploration results. Exploration for and the development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration activities will result in any discovery of commercial ore.

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract reserves and to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. Few properties that are explored are ultimately developed into producing mines.

**Environmental and Government Legislation:** Existing and possible future environmental legislation, regulations, and actions could cause significant expense, capital expenditures, restrictions, and/or delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties is subject to various reporting requirements and to obtaining certain governmental approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without delay or at all.

Any exploration program executed by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining project is affected both by production costs and by markets for the project's metals which in turn may be influenced by factors including the supply and demand for such metals, the rate of inflation, the inventories of larger producers, the political environment and changes in international investment patterns.

**Environmental Factors:** All phases of the Company's future operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's business.

**Financing:** The Company does not presently have sufficient financial resources to complete, by itself, the exploration required to develop its properties to an advanced stage. The exploration and development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There is no assurance that the Company will be successful in obtaining the required financing.

**Limited Operating History and Lack of Cash Flow:** The Company has a limited business history. The Company has no history of earnings or cash flow from its present operations. The only present source of funds available to the Company is through the sale of equity or debt securities or borrowing. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on any property it has or it acquires and the Company may not realize a return on its investment. While the Company may generate additional working capital through equity offerings, borrowing, sale or the joint venture development of its properties and/or a combination thereof, there is no assurance that any such funds will be available. Failure to obtain such additional capital, if needed, would have a material adverse effect on the Company.

The Company has neither declared nor paid dividends since its incorporation and does not anticipate doing so in the foreseeable future.

**Conflicts of Interest:** Certain of the directors and officers of the Company are also directors, officers or shareholders of other companies that are engaged in the business of acquiring, exploring and developing natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, to disclose any material interest which they may have in any project or opportunity of the Company, and to abstain from voting on such matter.

**Operating Hazards and Risks:** Future operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages, damage to persons or property and possible environmental damage. The nature of the risks associated with the Company's business are such that liabilities might exceed insurance policy limits, the liabilities and hazards might not be insurable, or the Company may elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

The Company may become subject to liability for personal injury, property, or environmental damage, and other hazards of mineral exploration against which it cannot insure or against which it may elect not to insure due to high premium costs or other reasons. Payment of such liabilities could have a material adverse effect on the financial position of the Company.



**Permits and Licenses:** Upon acquisition of a property interest, the operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

**Fluctuating Prices:** The Company's future revenues, if any, are expected to be in large part derived from the extraction and sale of iron ore. The price of those commodities fluctuates widely and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of iron ore, and therefore the economic viability of any of the Company's exploration projects, cannot be predicted accurately.

The Company's business of exploring and developing mineral properties is highly uncertain and risky by its very nature. In addition, the ability to raise funding in the future to maintain the Company's exploration and development activities is dependent on financial markets that often fail to provide necessary capital.

Regulatory standards continue to change making the review process longer, more complex and more costly. Even if an apparently mineable deposit is developed, there is no assurance that it will ever reach production or be profitable, as its potential economics are influenced by many key factors such as commodity prices, foreign exchange rates, equity markets and political interference, which cannot be controlled by management.

### **Forward Looking Statements**

*This discussion may contain forward-looking statements that involve a number of risks and uncertainties including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, delays in or failure to obtain governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors which affect this information, except as required by law.*