#### Eagle Plains Resources Limited (A Development Stage Corporation) Financial Statements For the year ended December 31, 2002

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### **BDO Dunwoody LLP**Chartered Accountants and Consultants

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**Auditors' Report** 

#### To the Shareholders of Eagle Plains Resources Limited

We have audited the balance sheet of Eagle Plains Resources Limited (a Development Stage Corporation) as at December 31, 2002 and the statement of operations and deficit and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2002 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

The financial statements as at December 31, 2001 and for the year then ended were audited by another Chartered Accountant who expressed an opinion without reservation on those statements in the report dated March 7, 2002.

"signed BDO Dunwoody LLP"

#### **Chartered Accountants**

Calgary, Alberta March 25, 2003

## Eagle Plains Resources Limited (a Development Stage Corporation) Balance Sheet

At December 31		2002		2001	
Assets					
Current					
Cash and term deposits	\$	73,666	\$	165,499	
Accounts receivable		7,204		44,504	
Mineral exploration taxation credits		54,688		136,138	
		135,558		346,141	
Property, plant and equipment (Note 3)		3,184,027		3,000,243	
	\$	3,319,585	\$	3,346,384	
Liabilities and Shareholders' Equity					
Liabilities and Shareholders' Equity  Current  Accounts payable and accrued liabilities	\$	8,407	\$_	39,141	
Current	\$	8,407 955,663	\$_	39,141 940,619	
Current Accounts payable and accrued liabilities  Future income taxes (Note 8)	<u>\$</u>		\$_		
Current Accounts payable and accrued liabilities  Future income taxes (Note 8)  Equity	<u>\$</u>	955,663	\$_	940,619	
Current Accounts payable and accrued liabilities  Future income taxes (Note 8)  Equity Share capital (Note 4)	<u>\$</u>	955,663 3,634,269	\$_	940,619 3,451,894	
Current    Accounts payable and accrued liabilities  Future income taxes (Note 8)  Equity	<u>\$</u>	955,663	\$_ 	940,619	
Current Accounts payable and accrued liabilities  Future income taxes (Note 8)  Equity Share capital (Note 4)	<u>\$</u>	955,663 3,634,269	\$_	940,619 3,451,894	

Approved on benair of the Company:	
Timothy Termuende	Director
Glen J. Diduck	Director



### Eagle Plains Resources Limited (a Development Stage Corporation) Statement of Operations and Deficit

For the year ended December 31	2002	2001
Operating expenses		
Amortization of capital assets (Note 3)	\$ 535	\$ 3,138
Mineral properties abandoned	50,430	- 45 200
Salaries and sub contractors	<u>41,118</u> 92,083	15,309 18,447
	92,065	10,447
Administrative expenses		
Administration costs	62,056	44,988
Advertising and promotion	6,635	18,287
Public company costs	23,536	11,751
Professional fees	10,750	9,632
	102,977	84,658
Net loss before other items	(195,060)	(103,105)
Interest and other	1,576	7,867
Net loss for the year	(193,484)	(95,238)
Deficit, beginning of year	(1,085,270)	(990,032)
Deficit, end of year	\$ (1,278,754)	\$ (1,085,270)
Net loss per share	\$0.009	\$0.005
Weighted Average number of shares	21,272,155	18,781,739



### **Eagle Plains Resources Limited** (a Development Stage Corporation) Statement of Cash Flows

For the year ended December 31	2002	2001
Cash flows from operating activities		
Net loss for the year	\$ (193,484)	\$ (95,238)
Charges to operations not requiring a cash payment:		
Amortization	535	3,138
Mineral properties abandoned	 50,430	 
	(142,519)	(92,100)
Net change to non-cash working capital balances		
Accounts receivable	37,300	(17,573)
Accounts payable and accrued liabilities	 (30,735)	 28,833
	 (135,954 <u>)</u>	 (80,840)
Cash flows from financing activity		
Issue of share capital (Net)	 <u> 175,419</u>	 328,024
Cash flows from investing activities		
Purchase of equipment	(364)	(3,202)
Mineral exploration tax credit	220,822	34,623
Development of mineral properties	(351,756)	(399,177)
Bovolopinion of minioral proportion	(131,298)	 (367,756)
	 (101,=00)	(00.1.00)
Decrease in cash	(91,833)	(120,572)
	( , ,	, ,
Cash, beginning of year	 165,499	 286,071
		40= 400
Cash, end of year	\$ 73,666	165,499



#### 1. Nature of Operations

The Company was incorporated on March 30, 1994 pursuant to the Alberta Business Corporation Act (Alberta), and extra provincially registered in the Yukon on July 11, 1994 and British Columbia on November 3, 1995. On May 12, 1999, the Company amalgamated with Miner River Resources Ltd. and thereafter maintained the name of Eagle Plains Resources Limited. The amalgamated Corporation was then extra provincially registered in the Yukon on June 9, 1999, British Columbia on June 18, 1999, and Northwest Territories on July 19, 2001.

Recoverability of the amounts shown for mineral properties and related deferred costs is dependant upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitability from production or proceeds from the disposition of the properties.

Continuation of the Company as a going concern is dependent upon obtaining additional capital. The financial statements do not include any adjustments relating to the realization of assets and liquidation of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### 2. Significant Accounting Policies

Management in accordance with Canadian generally accepted accounting principles has prepared the financial statements of the Company. The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

#### (a) Mineral exploration properties

Costs of acquisition and development of mineral properties are capitalized on an area-of-interest basis. General and administrative costs are charged to expense in the year incurred. Amortization of these costs will be on a unit-of-production basis, based on estimated proven reserves of minerals of the areas, should such reserves be found. Properties are abandoned either when the lease expires or when management determines that no further work will be performed on the property since it has no value to the Company. When significant properties in an area of interest are abandoned, the costs related thereto are charged to income of a pro-rata basis to the total costs to date included in the area, in the year of abandonment. The proceeds received from a partial disposition or an option payment is credited against the costs.



#### 2. Significant Accounting Policies - continued

#### (b) Capital assets

Capital assets consist of computer and field equipment and are recorded at cost. Amortization is determined using the declining balance basis, over the estimated useful life of the asset at the following rates:

Equipment - 30 % per annum

#### (c) Future removal and site restoration costs

The estimated costs for future site restoration for producing resource properties will be accrued and charged to operations according to the unit-of production method. Actual costs of site restoration will be deducted against this accrual.

#### (d) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploratory and development activities funded by flow-through share arrangements are renounced to investors in accordance with tax legislation. Under the liability method of accounting for income taxes, the future income taxes related to the temporary difference arising at the later of renunciation and when the qualifying expenditures are incurred, are recorded at that time together with a corresponding reduction to the carrying value of the shares issued.

In prior years the Company reduced mineral properties and share capital by the estimated cost of the renounced tax deduction when the expenditures were incurred. In 2002, the Company changed its policy to reflect the reduction in share capital resulting from the tax effect of flow-through shares as a future tax liability. This change of policy has been applied with retroactive application (Note 10).

#### (e) Financial instruments

The Company carries various financial instruments. Unless otherwise indicated, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

#### (f) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, bank balances, term deposits and investments with maturities of three months or less.

#### (g) Income taxes

The Company uses the liability method of accounting for income taxes. Under this method, future income tax liabilities and future income tax assets are recorded based on temporary differences – the difference between the carrying amount of an asset and liability in the balance sheet and its tax basis, the carry forward of unused tax pools and unamortized share issue costs. Future income tax assets and liabilities are measured using income tax rates expected to apply on the years in which temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period that the change is substantially enacted. Future income tax assets are evaluated and if realization is not considered "more likely than not", a valuation allowance is provided.



#### 2. Significant Accounting Policies - continued

#### (h) Stock-based compensation plan

The Company has established stock option plans whereby the Company may grant options to purchase Common shares to its directors, officers, employees and consultants. Under the stock option plan, options are granted at a price as determined by the Company, and vested immediately or as determined by the board of directors of the Company and expire no later than five years from the date of grant.

Effective January 1, 2002, the Company adopted the recommendations of CICA Handbook Section 3870, Stock Based Compensation and Other Stock Based Payments. This section requires that direct awards of stocks and liabilities based on the price of Common shares be measured at the fair value at each reporting date, with the change in fair value reported in the Statement of Operations and encourages, but does not require, the use of the fair value method for all other types of stock-based compensation plans.

Under the new recommendations, the Company is required to disclose the pro-forma net earnings and earnings per share using the fair market value method of accounting for stock based compensation awards granted after January 1, 2002 (Note 4(d)). Pro-forma disclosure is not required for awards granted prior to January 1, 2002.

The Company records no compensation expense when options are issued to employees. Any consideration paid by employees on the exercise of the options is credited to share capital.



3.	Property, Plant and Equipment		2002		2001
		Cost	 cumulated ortization	Cost	Accumulated Amortization
	Mining exploration properties Equipment	\$ 3,175,274 26,207	\$ - 17,454	\$ 2,991,319 25,846	\$ - 16,922
		\$ 3,201,481	\$ 17,454	\$ 3,017,165	\$ 16,922
	Cost less accumulated amortization	\$ 3,184,027		\$ 3,000,243	

#### (a) Mining exploration properties

During the year the Company expended \$374.673 on the exploration and development of their mineral properties, of which \$168,566 was expended in B.C. and \$206,107 was expended in the Yukon and the North West Territories. These expenditures were funded through the issuance of shares pursuant to flow through share agreements and through Mining Exploration Tax Credits and other government incentives totaling \$140,291. Allocation of expenditures, government grants and tax credits are detailed on Mineral Property Interest Schedule on page 17.

In current year, the Kena, Nelson, Salmo, and May projects were abandoned and all related expenditures amounting to \$50,430 were written off as a result.

- (b) Abo Project: The Company entered into an option agreement with Northern Continental dated October 24, 2002 whereby Northern Continental will acquire the option to purchase up to a 50% interest in the Abo project by option payment of \$10,000, issuance of 1.2 million common shares of Northern Continental (to be issued in series by December 5, 2007), and completion of \$1.5 million exploration expenditures on the property over a corresponding period of five years to December 31, 2007. Northern Continental will have option to further acquire additional 10% of interest in the project by incurring \$1.5 million exploration expenditures and issuing an additional 500,000 Northern Continental shares to the Company. Subsequent to year-end, Northern Continental has issued 400,000 common shares representing the first series issued to the Company.
- (c) Bar Project: The company entered into an option agreement dated August 25, 2000 and subsequently amended on September 26, 2001 with Golden Cariboo Resources whereby Golden Cariboo Resources may earn up to a 100% interest, subject to 2% net smelter return royalty, in the property through option payments of \$100,000 over four years, exploration expenditures spending of \$900,000 on the project by December 31, 2004, and issuance of 200,000 common shares of Golden Cariboo Resources. In 2000 and 2001, Golden Cariboo Resources made option payment of \$10,000 and issued 200,000 common shares to the Company, further reducing the remaining options commitment to \$90,000. As at December 31, 2002, the 200,000 Golden Cariboo Resources shares had fair value of \$20,000 with book value of \$Nil.

On January 15, 2003, the companies amended the option agreement to accept \$20,000 as an option payment via issuance of additional 50,000 Golden Cariboo Resources common shares reducing the remaining option commitment to \$70,000. On February 27, 2003, the Company received 50,000 common shares from Golden Cariboo Resources.



#### 3. Property, Plant and Equipment - continued

(d) **Copper Canyon Project:** The Company entered into an option agreement to earn a 100% interest, subject to 2% net smelter return royalty, on the property by option payments and exploration expenditures as detailed below:

<u>Option</u>	Exploration	
<u>Payments</u>	<u>Expenditures</u>	<u>Due Date</u>
\$ 6,500	\$ -	May 30, 2003
8,500	-	May 30, 2004
25,000	100,000	May 30, 2005
50,000	100,000	May 30, 2006
70,000	100,000	May 30, 2007
90,000	200,000	May 30, 2008
\$250,000	\$ 500,000	

Pursuant to this option agreement, the Company issued 100,000 non-flow through common shares to the property owner valued at \$22,000 (Note 4(b)).

Pursuant to this option agreement, the Company has also committed to make \$15,000 annual advanced royalty payment to the property owner commencing May 30, 2009 until commencement of commercial production. Advanced royalty payment will be netted against royalty interest payments after the commencement of commercial production.

- (e) McQuesten Project: The Company entered into an option agreement with Viceroy Resources Corporation. ("Viceroy") dated October 1, 1997, and transferred to Novagold Resources on April 26, 1999. The agreement was amended on October 12, 2001 whereby Novagold Resources Ltd. can earn up to a 70% interest in the property through \$80,000 option payment and by undertaking pre-determined 10,000 foot drilling program on the optioned property. As of December 31, 2002, all option payments have been paid and drilling program is expected to be fulfilled by October 1st, 2003.
- (f) **Sprogge Project**: On March 1, 2002, the Company entered into an option agreement to earn a 100% interest, subject to 2% net smelter return royalty, in the gold property through option payments and exploration expenditures as detailed below:

<u>Option</u>	Exploration	
<u>Payments</u>	<b>Expenditures</b>	<u>Due Date</u>
\$ 5,000	\$ -	March 1, 2003 (Paid)
6,500	-	March 1, 2004
20,000	100,000	March 1, 2005
40,000	100,000	March 1, 2006
60,000	100,000	March 1, 2007
80,000	200,000	March 1, 2008
\$211,500	\$ 500,000	

Pursuant to this option agreement, the Company has committed to make \$15,000 annual advanced royalty payment to the property owner commencing March 1, 2011 until commencement of commercial production. Advanced royalty payment will be netted against royalty interest payments after the commencement of commercial production.



#### 3. Property, Plant and Equipment - continued

(g) **Titan Project:** On October 25, 2002, the company entered into an option agreement to earn a 100% interest in the property through option payments as detailed below:

<u>Option</u>	
<u>Payments</u>	<u>Due Date</u>
\$ 5,000	December 31, 2003
7,000	December 31, 2004
10,000	December 31, 2005
15,000	December 31, 2006
35,000	December 31, 2007
\$72,000	

Pursuant to this option agreement, the Company is committed to complete a \$150,000 exploration program by December 31, 2007.



#### 4. Share Capital

#### (a) Authorized

Unlimited number of common shares without nominal or par value.

Unlimited number of first and second preference shares without nominal or par value, with the rights, privileges and conditions thereof determined by the directors of the company at the time of issuance.

#### (b) Issued

100000	Number of common shares	<u>Value</u>
Balance as at January 1, 2001	17,897,684	\$ 3,194,890
Issued common shares - for cash by agreement with private investors - in exchange for mineral claims	2,420,000 200,000	370,333 20,000
Share issue costs		(42,309)
Tax effect of renounced expenditures		(91,020)
Balance as at December 31, 2001	20,517,684	\$ 3,451,894
Issued flow-through shares - for cash by agreement with private investors (Note 5(b))	1,205,446	180,817
Issued common - in exchange for mineral claims	100,000	22,000
Tax effect of renounced expenditures		(15,044)
Share issue costs		(5,398)
Balance as at December 31, 2002	21,823,130	\$ <u>3,634,269</u>

The future tax effect of \$75,943 was reduced by \$60,899 for a reduction in future tax liability due to the reduction of certain tax pools.

#### (c) Directors and management share options

At December 31, 2002 the Company has issued stock options to its directors, officers and employees. These stock options entitle the holder thereof to purchase common shares of the Company as detailed below:

	December 31			
	2002 Shares	2002 Weighted Average Exercise Price \$	2001 Shares	2001 Weighted Average Exercise Price \$
Outstanding, beginning of year Forfeited / Cancelled Granted	1,663,418 (75,000) 400,000	0.25 0.25 0.25	1,463,418 (200,000) 400,000	0.25 0.25 0.25
Outstanding, end of year	1,988,418	0.25	1,663,418	0.25



#### 4. Share Capital – continued

These stock options will expire as follows:

Number of Options	Expiry Date
1,388,418	May 12, 2004
200,000	November 16, 2006
400,000	June 25, 2007

On October 18, 2002, the Board of Directors agreed to re-price 1,988,418 stock options from \$0.25 to \$0.10 per option and extend the expiration date of such options to October 18, 2007. These amendments are subject to shareholder approval.

#### (d) Pro forma disclosure

The Company does not record compensation expense for stock options issued to employees in 2002, as disclosed in Note 2(h). Had compensation expense been determined based on the fair value at the grant dates, the pro forma net earnings and earnings per share for 2002 would be:

	December 31, 2002 As Reported	December 31, 2002 Pro Forma	
Net loss	\$ 193,484	\$ 200,466	
Loss per share	0.009	0.009	

The fair value of stock options was estimated using the Black-Scholes option-pricing model with the following assumptions: Dividend yield (NIL), expected volatility (0.04); risk-free interest rate (5%); and weighted average life of 5 years.

#### (e) Warrants outstanding

The following is a continuity of warrants outstanding as at December 31:

	2002 Shares	2001 Shares
Outstanding, beginning of year	3,420,000	2,827,500
Granted	-	2,420,000
Expired	(1,000,000)	(1,827,500)
Outstanding, end of year	2,420,000	3,420,000

The 2,420,000 outstanding warrants will expire on August 23, 2003. One warrant plus \$0.20 is required to purchase one Common share.

#### (f) Shareholder rights protection plan

The shareholders have approved a plan which the directors intend to implement at their discretion to provide adequate time for the shareholders and the directors to seek alternatives to, and to assess the merits of, bids for the shares of the company. This plan attaches special rights to the issued shares of the company. These special rights are void to a bidder who seeks to acquire more than 20 % of the voting shares of the company.



#### 5. Related Party Transactions

Except as noted elsewhere in these financial statements, the Company was involved in the following related party transactions:

- (a) Included in the mining exploration expenses, is administrative and geological fees paid to Toklat Resources Limited, a company controlled by the president, of \$16,343 (2001 \$42,867).
- (b) Included in the flow-through shares issued in the year, is 575,446 shares purchased by the Company's officers and persons related to them, in the amount of \$86,317.

Except as disclosed, all related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties.

#### 6. Commitments and Contingent Liabilities

As detailed in Note 4, the Company has entered into various option agreements pursuant to the terms of which it is committed to option payments totaling \$533,500 over the next six years and to incurring exploration expenditures of up to \$1,150,000 at varying dates to December 31, 2007.

#### 7. Future Removal and Site Restoration

At December 31, 2002, the total estimated costs relating to future site restoration and abandonment are estimated to be \$NIL (2001 - \$NIL). The company has made no provision for site restoration costs or potential environmental liabilities as all properties are still in the exploration stages. Factors such as further exploration, inflation and changes in technology may materially change the cost estimate.

#### 8. Income Taxes

For income tax purposes, subject to approval by taxation authorities, the Company has losses in the approximate amount of \$ 769,900 available to be carried forward to reduce taxable income for future years.

These losses expire as follows:

2003	\$ 171,200
2004	160,000
2005	232,100
2006	88,400
2007	20,700
2008	37,100
2009	60,400
	\$ 769,900



#### 8. Income Taxes - continued

The Company also has approximately \$908,600 of unutilized tax pools available to be used to offset against future taxable income subject to certain restrictions of the Income Tax Act.

The potential income tax benefits associated with the unutilized tax pools has been recognized to the extent of reducing a portion of the liability created by the issue of flow through shares. No future tax asset has been set up for non-capital losses as the ultimate utilization of these losses is not certain.

The difference between the Company's effective tax rate of 42% and the actual tax rate of 0% is due to no recognition being given to tax losses incurred in the year.

#### 9. Subsequent Events

- (a) On January 14, 2003 the company undertook a private placement with directors and officers of 1,160,000 units at a price of \$0.15 per unit. Each unit consisted of one (1) flow-through common share and one (1) share purchase warrant. Each warrant entitles the holder to purchase a common share at \$0.20 per share for a period of two (2) years. The private placement closed February 7, 2003 and raised \$174,000. All of the units were subscribed for by directors of the Company.
- (b) On February 12, 2003 the company undertook a private placement with an arms-length corporate entity of 600,000 units at a price of \$0.25 per unit. Each unit consisted of one (1) common share and one (1) share purchase warrant. Each warrant entitles the holder to purchase a common share at \$0.30 per share for the in the first year and \$0.35 per share in the second year. The private placement closed February 28, 2003 and raised \$150,000.
- (c) On February 28, 2003 the Company has signed a Letter of Intent whereby Viceroy Resource Corporation ("Viceroy") may earn up to a 60% interest in the Kopper King and KK mineral claims through an option payment of \$20,000, issuance of \$200,000 worth of VOY common shares, and exploration expenditures spending of \$2,500,000 over a 5 year period. The private placement detailed in Note 10(b) was completed by Viceroy.
- (d) On January 30, 2003 the Company entered into an option agreement to earn up to a 100% interest in the Severance mineral project by undertaking an option payment of \$5,000, issuance of 100,000 common shares over a 2-year period, and incurring exploration expenditures of \$40,000 by January 2005.
- (e) On February 12, 2003 the Company entered into an option agreement to earn a 100% interest, subject to 1% net smelter return royalty, in the LCR property through option payments, exploration expenditures, and issuance of the Company's common shares as detailed below:

<u>Option</u>	Common	
Payments	<u>Shares</u>	<u>Due Date</u>
\$ 5,000	100,000	December 31, 2003
-	100,000	December 31, 2005
	100,000	December 31, 2007
\$5,000	300,000	



#### 10. Comparative Amounts

The comparative amounts presented in the financial statements have been restated to conform to the current year's presentation for the tax effect of flow through shares (Note 2(d)). As a result, mineral properties and future tax liability were increased by \$940,619 for 2001 respectively.



# Eagle Plains Resources Limited (a Development Stage Corporation) Mineral Property Interest

#### **December 31, 2002**

	December 31, 2001	Acquisition and Expenditures	Abandoned	Government Grant and Mineral Tax Credit	December 31, 2002
British Columbia Acquisition and Exploration	\$1,572,320	\$168,566	\$ (17,405)	\$ (25,620)	\$ 1,697,861
NW Territories Acquisition and Exploration	30,753	252	-	(63)	30,942
Yukon Acquisition and Exploration	<u>1,707,220</u> 3,310,293	<u>205,855</u> 374,673	(33,025) (50,430)	(114,608) (140,291)	1,765,442 3,494,245
Tax effect of renounced expenditures under flow through shares agreements	(318,974) \$ 2,991,319	<u>-</u> \$ 374,673	\$ ( <del>50,430)</del>	<u>-</u> \$ (140,291)	(318,974) \$ 3,175,271

	<u>Gross</u> <u>Hectares</u>
BRITISH COLUMBIA	
1,667 claims	99,934
NORTHWEST TERRITORIES	
49 claims	2,500
YUKON	
629 claims	31,922
Gross hectares	134,356

