



Consolidated Interim Financial Statements

Three Months Ended March 31, 2011

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

CONSOLIDATED INTERIM STATEMENTS OF CASH FLOW

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

MIDASCO CAPITAL CORP.
CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

Expressed in Canadian Dollars

	Note	March 31, 2011	December 31, 2010	January 1, 2010
ASSETS		\$	\$	\$
Current assets				
Cash	4	904,607	51,066	50,713
Term deposit		-	-	200,000
Prepaid expenses		21,848	-	-
Other receivables	4	9,197	869	3,361
Available-for-sale securities	4	16,250	20,000	18,750
		<u>951,902</u>	<u>71,935</u>	<u>272,824</u>
Non-current assets				
Equipment	7	-	-	48,715
Exploration and evaluation assets	5	-	-	79,446
		<u>-</u>	<u>-</u>	<u>128,161</u>
TOTAL ASSETS		951,902	71,935	400,985
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	4	27,361	16,589	23,577
Due to related parties	4	125,086	127,586	53,837
		<u>152,447</u>	<u>144,175</u>	<u>77,414</u>
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital	8	13,459,191	12,690,041	12,690,041
Reserves	8	1,644,322	1,309,342	1,309,342
Accumulated other comprehensive loss		(11,340)	(1,843)	(18,638)
Accumulated loss		(14,292,718)	(14,069,780)	(13,657,174)
		<u>799,455</u>	<u>(72,240)</u>	<u>323,571</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY (DEFICIENCY)		951,902	71,935	400,985

The accompanying notes are integral to these consolidated interim financial statements.

Approved on Behalf of the Board of Directors:

/s/ Dustin Elford
 Director

/s/ William Pettigrew
 Director

MIDASCO CAPITAL CORP.
CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
Expressed in Canadian Dollars

	Share Capital		Reserves		Accumulated comprehensive income	Accumulated loss	Total
	Number of Shares	Amount	Equity settled benefits	Warrants			
		\$	\$	\$	\$	\$	\$
Balance, December 31, 2009	34,098,275	12,690,041	1,267,342	42,000	(18,638)	(13,657,174)	323,571
Cumulative translation adjustment	-	-	-	-	15,086	-	2,646
Net loss	-	-	-	-	-	(83,337)	(83,337)
Balance, March 31, 2010	34,098,275	12,690,041	1,267,342	42,000	(3,552)	(13,740,511)	255,320
Balance, December 31, 2010	34,098,275	12,690,041	1,267,342	42,000	(1,843)	(14,069,780)	(72,240)
Private placement:	11,000,000	1,100,000	-	-	-	-	1,100,000
Agent options	-	(55,612)	-	55,612	-	-	-
Placee warrants	-	(194,580)	-	194,580	-	-	-
Agent fees	-	(69,209)	-	-	-	-	(69,209)
Other issuance costs	-	(11,449)	-	-	-	-	(11,449)
Option repricing	-	-	15,314	-	-	-	15,314
Option grant	-	-	69,474	-	-	-	69,474
Cumulative translation adjustment	-	-	-	-	(9,497)	-	(9,497)
Net loss	-	-	-	-	-	(222,938)	(222,938)
Balance, March 31, 2011	45,098,275	13,459,191	1,352,130	292,192	(11,340)	(14,292,718)	799,455

The accompanying notes are integral to these interim consolidated financial statements.

MIDASCO CAPITAL CORP.
CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

Expressed in Canadian Dollars

	Note	Three Months Ended March 31	
		2011	2010
		\$	\$
EXPENSES			
Amortization		-	6,412
Exploration and evaluation	5	54,824	-
Investor relations		3,117	-
Management fees		45,000	45,000
Office and general		1,184	2,533
Professional fees		9,180	7,500
Stock-based compensation		84,788	5,736
Transfer agent and filing fees		5,001	-
Travel and promotion		19,844	-
Loss before undernoted items		222,938	67,181
Impairment of other investments		-	2
Impairment of reclamation bonds		-	16,154
		222,938	83,337
Other comprehensive loss			
Unrealized loss (gain) on available-for-sale securities		3,750	2,250
Foreign exchange effect on translation of subsidiary		8,139	(2,448)
TOTAL COMPREHENSIVE LOSS		234,827	83,139
Weighted Average Number of Shares Outstanding		38,547,713	34,098,275
Basic and Diluted Loss Per Shares		(0.01)	(0.00)

The accompanying notes are integral to these interim financial statements.

MIDASCO CAPITAL CORP.
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOW

Expressed in Canadian Dollars

	Three Months Ended March 31	
	2011	2010
	\$	\$
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	(222,938)	(83,337)
Items not involving cash:		
Amortization	-	6,412
Foreign exchange translation	(5,747)	12,836
Share-based payments	84,788	-
Changes in non-cash working capital items:		
Other receivables	(8,328)	4,747
Prepaid expense	(21,848)	
Accounts payable and accrued liabilities	10,773	(10,418)
Due to related parties	(2,500)	6,070
	(165,800)	(63,690)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets	-	(3,124)
Redemption of term deposit	-	50,000
	-	46,876
CASH FLOWS FROM FINANCING ACTIVITIES		
Gross proceeds from private placement	1,100,000	-
Private placement finder's fees	(69,209)	-
Other share issuance cost fees	(11,450)	-
	1,019,341	-
Net increase (decrease) in cash	853,541	(16,814)
Cash, beginning of the period	51,066	50,713
Cash, end of the period	904,607	33,899
Supplemental information:		
Interest paid	\$-	\$-
Income taxes paid	\$-	\$-

The accompanying notes are integral to these interim consolidated financial statements.

MIDASCO CAPITAL CORP.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
March 31, 2011 and 2010
Expressed in Canadian Dollars

1. NATURE OF OPERATIONS

Midasco Capital Corp., a resident Canadian company, and its wholly-owned subsidiary Midasco Uranium LLC, a United States company, are engaged in the acquisition, exploration and development of mineral properties (herein collectively known as the 'Company'). The Company is in the process of evaluating its mineral property interests.

On February 15, 2011, the Company entered into a definitive agreement with two private Colombian individuals (the "Titleholders") to purchase 100% interest in seven (7) mineral licenses covering approximately 10,878 hectares in the southern portion of the State of Bolivar, Colombia.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements, including comparative figures, have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The disclosures concerning the transition from Canadian Generally Accepted Accounting Principles ("GAAP") to IFRS are included in Note 11.

These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting ("IAS 34") and IFRS 1, First-Time Adoption of International Financial Reporting Standards ("IFRS 1"). Subject to certain transition elections disclosed in Note 11, the Company has consistently applied the same accounting policies in our opening IFRS balance sheet as at January 1, 2010 and throughout all periods presented, as if these policies had always been in effect.

The policies applied in these condensed interim consolidated financial statements are presented in Notes 2 and 3 and are based on IFRS issued and outstanding as of the date the Board of Directors approved the financial statements. Any subsequent changes to IFRS that are given effect in our annual consolidated financial statements for the year ending December 31, 2011 could result in restatement of these interim consolidated financial statements, including the transition adjustments recognized on change-over to IFRS. The condensed interim consolidated financial statements should be read in conjunction with our Canadian GAAP annual financial statements for the year ended December 31, 2010.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on June 29, 2011.

Use of estimates and judgments

The preparation of these condensed interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses.

The use of estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

MIDASCO CAPITAL CORP.
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The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. Accounts which require management to make material estimates and significant assumptions in determining amounts recorded include: impairment of exploration and evaluation assets, share-based payments, and determination of functional currency.

i) Impairment

The Company assesses its exploration and evaluation assets annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assessments may require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, and exploration potential.

ii) Share based payments

The Company follows accounting guidelines in determining the fair value of stock-based compensation. The computed amount is not based on historical cost, but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of: the expected life of options; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Stock-based compensation incorporates an expected forfeiture rate. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

iii) Functional and presentational currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is Midasco Capital Corp.'s functional currency. The Company's wholly-owned subsidiary Midasco Uranium LLC's functional currency is United States dollars and is translated to the presentation currency at the balance as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet.;
- income and expenses for each income statement (including comparatives) are translated at exchange rates at the dates of the transactions or using an average rate for the period; and
- all resulting exchange differences are recognised in other comprehensive income.

iv) Basis of measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for marketable securities which are classified as available-for-sale financial instruments and are measured at fair value. The Company prepares its consolidated financial statements, except for cash flow information, using the accrual basis of accounting.

3. SIGNIFICANT ACCOUNTING POLICIES

Summarized below are those policies considered significant to the Company. All accounting policies have been applied consistently to all periods presented in these consolidated financial statements and in preparing the opening IFRS statement of financial position at January 1, 2010 for the purposes of the transition to IFRS, unless otherwise indicated. References to the Company included herein are inclusive of the Canadian parent company and its consolidated subsidiary.

MIDASCO CAPITAL CORP.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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Basis of consolidation

The interim consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary. The financial statement of the subsidiary is included in the consolidated financial statements from the date that control commenced until the date that control ceases. All inter-company balances and transactions have been eliminated.

Foreign currency transactions

Transactions in foreign currencies are converted to the each entity's functional currency at exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities which are denominated in foreign currencies are translated into each entity's functional currency at the exchange rate prevailing at the Statement of Financial Position date. Non-monetary assets and liabilities are translated at historical exchange rates prevailing at each transaction date. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. Expenses are translated at exchange rates prevailing on the date of the transactions, with the exception of inventory transfers and amortization which are translated at historical exchange rates. All exchange gains and losses are included in the determination of earnings.

Mineral property interests and equipment

i) Exploration and evaluation expenditures

The Company may hold interests in mineral property interests in various forms, including prospecting licenses, exploration and exploitation concessions, mineral leases and surface rights, and property options. The Company capitalizes payments made in the process of acquiring legal title to these properties. Mineral property interest acquisition costs are recorded at historical cost. Exploration and evaluation expenditures incurred on properties prior to the obtaining legal rights to explore the specific area are charged to operations as incurred.

ii) Equipment

Equipment is stated at cost less accumulated amortization and accumulated impairment losses. Estimates of residual values, useful lives and methods of amortization are reviewed each reporting period, and adjusted prospectively if appropriate.

iii) Impairment

The carrying values of exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The carrying value of equipment is reviewed for indications of impairment at each reporting date. When impairment indicators exist, the asset's recoverable amount is estimated. If it is determined that the estimated recoverable amount is less than the carrying value of an asset, then a write-down is made with a charge to operations.

iv) Reversal of impairment

An impairment loss is reversed if there is indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

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Cash and cash equivalents

Cash and cash equivalents, which include cash and highly liquid investments with original maturities of three months or less at the date of acquisition, are recorded at cost, which approximates fair value.

Short-term investments

Short-term investments, which represent highly liquid investments with original maturities of greater than three months at acquisition, are recorded at cost, which approximates fair value.

Income taxes

Current income and mining tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred taxation is provided on all qualifying temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets are only recognized to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future and future taxable profit will be available against which the temporary difference can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Share-based payments

The Company grants stock options to buy common shares of the Company through its stock option plan as described in Note 8. The Company accounts for share-based payments using the fair value method. Under this method, compensation expense is measured at fair value on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense, with a corresponding increase in equity.

Financial instruments

The Company's financial instruments consist primarily of monetary assets and liabilities, the fair value of which approximate their carrying value due to the short-term nature of these instruments.

The Company may enter into foreign exchange forward contracts to manage the Company's exposure to fluctuations in the Canadian and United States dollar and Mexican peso foreign exchange rates. The Company may also enter into forward gold sale transactions. These forward contracts are marked-to-market and recognized in the consolidated financial statements at their fair value.

Financial assets

Financial assets are classified into one of four categories:

- fair value through profit or loss ("FVTPL");
- held-to-maturity ("HTM");
- available for sale ("AFS"); and,

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- loans and receivables.

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

(i) FVTPL financial assets:

Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL upon initial recognition. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has classified its cash and cash equivalents.

(ii) HTM investments:

If the Company has the positive intent and ability to hold debt securities to maturity, then such financial assets are classified as held-to-maturity. HTM investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company has classified its term deposit as a HTM investment.

(iii) AFS financial assets:

Non-derivative financial assets, including investments in marketable securities, are classified as AFS and are stated at fair value. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign exchange differences are recognized in other comprehensive income and presented within equity in accumulated other comprehensive income (loss). As a result, the assets' carrying values approximate their fair values. Impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, are recognized directly in profit or loss rather than equity. When an investment is derecognized or is determined to be impaired, the cumulative gain or loss previously recognized in accumulated other comprehensive income (loss) is included in profit or loss for the period.

Impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, are recognized directly in profit or loss rather than equity. When an investment is derecognized or is determined to be impaired, the cumulative gain or loss previously recognized in accumulated other comprehensive income (loss) is included in profit or loss for the period.

The fair value of AFS monetary assets denominated in a foreign currency is translated at the spot foreign exchange rate at the statement of financial position date. The change in fair value attributable to translation differences on amortized cost of the asset is recognized in profit or loss, while other changes are recognized in equity.

(iv) Loans and receivables:

Other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognized at the transaction value plus any directly attributable transaction costs. Subsequently, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at period end. Bad debts are written off during the year in which they are identified.

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(v) Impairment:

A financial asset, other than those classified as FVTPL, is assessed at each reporting period date for indicators of impairment. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

Impairment losses on available-for-sale investment securities are recognized by transferring the cumulative loss that has been recognized in accumulated other comprehensive income (loss), and presented in unrealized gains/losses on available-for-sale financial assets in equity, to profit or loss. The cumulative loss that is removed from accumulated other comprehensive income (loss) and recognized in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss previously recognized in profit or loss.

If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases and the increase can be related objectively to an event occurring after the impairment loss was recognized in profit or loss, then the impairment loss is reversed, with the amount of the reversal recognized in profit or loss. However, any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognized in other comprehensive income.

(vi) Determination of fair value:

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements of the fair value of financial assets and liabilities.

- Level 1. Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2. Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3. Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has determined that available for sale instruments and other financial assets fall within level 1 of the fair value hierarchy, and all other financial instruments outstanding as at the date of the statement of financial position fall within level 2 of the fair value hierarchy.

Financial liabilities

Other financial liabilities:

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The Company has classified accounts payable and accrued liabilities, as other financial liabilities.

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Earnings per share

Basic earnings per share is calculated by dividing the net earnings available to common shareholders divided by the weighted average number of common shares outstanding during the year. The diluted earnings per share is calculated based on the weighted average number of common shares outstanding during the year, plus the effects of the dilutive common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. This method assumes that all common share equivalents have been exercised at the beginning of the year (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the year.

Comprehensive loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit such as unrealized gains or losses on available-for-sale investments and gains or losses on certain derivative instruments. The Company's comprehensive loss, components of other comprehensive income, and cumulative translation adjustments are presented, net of tax, in the consolidated statements of comprehensive income loss and the consolidated statements of changes in equity.

Future Accounting Policy Changes

Financial Instruments IFRS 9, "Financial Instruments" ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013. The Company is currently evaluating the impact of IFRS 9 on its financial instruments.

4. FINANCIAL INSTRUMENTS

	Ref.	March 31, 2011	December 31, 2010
		\$	\$
FVTPL financial asset	a	904,607	51,066
AFS financial asset	b	16,250	20,000
Other receivables	c	9,197	869
Other financial liabilities	d	152,447	144,175

- a. Comprises cash and term deposit.
- b. Comprises investments in marketable securities.
- c. Comprises receivables consisting of refundable sales tax credits paid for purchases.
- d. Comprises accounts payable, accrued liabilities and due to related parties.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

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Management of Industry and Financial Risk

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash and other receivables. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. Other receivables comprise refundable sales tax credits from the Canadian federal government.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash and short term investment. The Company's cash are held in corporate bank accounts available on demand. As at March 31, 2011, the Company's working capital was \$799,455.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

Currency Risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rate. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Company is exposed to interest rates fluctuations on its short-term interest bearing instruments as they are based on floating rates of interest.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Price Risk

The Company is exposed to price risk with respect to equity prices. Price risk as it relates to the Company is defined as the potential adverse impact on the Company's ability to finance due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

5. EXPLORATION AND EVALUATION

Exploration and evaluation assets include the assets located in the State of Colorado, United States. Exploration and evaluation assets are not subject to amortization.

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	United States
	\$
Cost at January 1, 2010	79,446
Additions	8,459
Impairment	(87,905)
Cost at December 31, 2010	-
Additions	-
Cost at March 31, 2011	-

Exploration and evaluation expenditures included in the statements of comprehensive income totaled \$54,824 for the period ended March 31, 2011 (March 31, 2010 - \$Nil) relating to the prospective Colombian mineral property licenses acquisition.

6. COMMITMENTS AND CONTINGENCIES

Colombia Mineral Property

During the period ended March 31, 2011, the Company entered into a definitive agreement with two private Colombian individuals (the "Titleholders") to purchase 100% interest in seven mineral licenses covering approximately 10,878 hectares in the southern portion of the State of Bolivar, Colombia.

Under the purchase agreement the Company is required to pay the Titleholders the sum of US\$351,354 under the following schedule:

- The sum of US\$175,677 upon registration of 100% rights to the titles in the name of the Company and registered under the National Mining Register.
- The sum of US\$175,677 one year following the date of execution of this definitive agreement.

The payment of the above is conditional upon the Company's satisfactory negotiations with the government to satisfy the surface canons due and payable on the licenses and the effective transfer and registration of the mining licenses in the name of the Company with the National Mining Register.

7. EQUIPMENT

The Company's net book value of equipment at March 31, 2011 was \$Nil.

	Office Equipment	Trucks	Exploration Equipment	Total
	\$	\$	\$	\$
Cost as at January 1, 2010	13,165	38,001	51,449	102,615
Additions	-	-	-	-
Cost as at December 31, 2010	13,165	38,001	51,449	102,615
	\$	\$	\$	\$
Accumulated amortization as at January 1, 2010	12,148	22,912	18,840	53,900

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Amortization expense	1,017	15,089	32,609	48,715
Accumulated amortization as at				
December 31, 2010	13,165	38,001	51,449	102,615
Net book value as at				
December 31, 2010	-	-	-	-

8. EQUITY AND RESERVES

Share Capital

Authorized share capital of the Company consists of an unlimited number of fully paid common shares without par value.

For the period ended March 31, 2011

On February 25, 2011, the Company completed a non-brokered private placement of Units for gross proceeds \$1,100,000 through the issuance of 11,000,000 Units at a price of \$0.10 per Unit. Each Unit comprises one common share of the company and one-half share purchase warrant, with each warrant entitling the holder thereof to acquire one common share at an exercise price of \$0.20 per share, at any time prior to February 25, 2012. If after June 25th, 2011 the common shares of the Issuer close at a price in excess of \$0.40 per share for 10 consecutive days, then the expiry date of the warrants will be accelerated to the date that is 30 days after notice of the new expiry date is provided to the holders of the warrants.

Finder's fee paid by the Company comprised \$69,209 in cash commission and 692,090 Finder's Options equal to 7% of the number of Units sold by the Finder. Each Finder's Fee Option is exercisable into a Unit at a price of \$0.10 per share until the close of business on February 25, 2012. All shares issued pursuant to the offering will be subject to a four-month hold period from the date of closing.

For the year ended December 31, 2010

There were no share issuances during this year.

Stock Options

Stock-Option Plan

The Company has a stock option plan, approved by the Board of Directors (the "Board") at the annual general meeting held on May 8, 2009, that allows the Company to grant incentive stock options to its directors, officers, employees and consultants. Under the amended stock option plan, the number of shares reserved for issuance cannot exceed 6,819,655 common shares. The exercise price, term (not to exceed ten years) and vesting provisions are authorized by the Board at the time of the grant. Stock options granted to consultant performing investor relations activity shall vest over a minimum of twelve months with no more than ¼ of such options vesting in any three month period.

For the period ended March 31, 2011

On January 25, 2011, the Company re-priced 800,000 stock options from \$0.25 to \$0.10 per share. The fair value of the re-priced options was determined to be \$15,513 and recorded as stock based compensation. This value was estimated using the Black-Scholes option pricing model assuming an average expected life of 5 years, a risk-free interest rate of 3.53%, a nil dividend yield, expected volatility of 96%, and the revised exercise price of \$0.10 per share.

On January 25, 2011, the Company granted 2,350,000 stock options to insiders and consultants of the Company. The fair value of the options at grant date was \$172,449. The fair value of the vested portion of options was determined to

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be \$69,475. This value was estimated using the Black-Scholes option pricing model assuming an average expected remaining life of 3 years, a risk-free interest rate of 2.05%, a nil dividend yield and an expected volatility of 154.60%.

On February 25, 2011, 692,090 Finders Options were issued with the closing of the private placement. Each Finders Option is exercisable at \$0.10 into one common share of the Company and one-half share purchase warrant. Each full warrant is exercisable at \$020 per share. The fair value of the Finders Options at grant date was \$55,612 and is included as a reduction of share capital. This value was measured using the Black-Scholes option pricing model assuming an average expected remaining life of 1 year, a risk-free interest rate of 1.35%, a nil dividend yield and an expected volatility of 103.85%.

Stock option transactions are summarized as follows:

	Options outstanding	Weighted average exercise price	Weighted average grant date fair value	Weighted average life (years)
		\$		\$
December 31, 2009 - balance	800,000	0.25	0.10	3.02
December 31, 2010 – balance	800,000	0.25	0.10	2.02
Granted to insiders and consultants	2,350,000	0.10	0.07	1.12
Granted to Agents of the private placement	692,090	0.10	0.08	0.16
Expired and/or Cancelled	-	-	-	-
	3,842,090	0.10	0.07	1.81

Summary of stock options outstanding and exercisable as at March 31, 2011:

Outstanding	Exercisable	Exercise Price	Expiry Date
		\$	
800,000	800,000	0.10	January 8, 2013
2,350,000	783,333	0.10	January 25, 2013
692,090	692,090	0.10	February 25, 2012
3,842,090	2,275,423		

Warrants

On February 25, 2011, 5,500,000 warrants were issued to placees with the closing of the private placement. Each warrant is exercisable at \$0.20 into one common share of the Company. The fair value of the warrants at grant date was \$194,580 (approximately \$0.04 per share) and is included as a reduction of share capital. This value was measured using the Black-Scholes option pricing model assuming an average expected remaining life of 1 year, a risk-free interest rate of 1.35%, a nil dividend yield and an expected volatility of 103.85%. These are the only warrants issued, outstanding and exercisable for the Company.

9. RELATED PARTY TRANSACTIONS

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The value of transactions and outstanding balances relating to key officers and directors and entities over which they have control or significant influence were as follows:

The Company has a cost-sharing agreement for rent and telecommunication costs with a company that has two directors and officers in common. No fees were charged for the period ending March 31, 2011 (March 31, 2010 - \$Nil). As at March 31, 2011, \$36,000 (December 31, 2010 - \$36,000) remains unpaid for fees charged in the previous reporting quarter; this balance is included in related party liabilities.

The Company incurred \$22,500 (March 31, 2010 – \$22,500,000) of management fees from a company controlled by a director and officer for CEO services performed. As at March 31, 2011, \$37,500 (December 31, 2010 - \$37,500) relating to unpaid fees incurred from a prior reporting period are included in related party liabilities.

The Company incurred \$22,500 (March 31, 2010 – \$22,500,000) of management fees from a company controlled by a director and officer for CFO services performed. As at March 31, 2011, \$37,500 (December 31, 2010 - \$37,500) relating to unpaid fees incurred from a prior reporting period are included in related party liabilities.

The Company incurred \$7,500 (March 31, 2010 – \$7,500) of professional fees from a Company controlled by a director for accounting services performed. As at March 31, 2011, \$Nil (December 31, 2010, \$2,500) relating to unpaid fees incurred from a prior reporting period are included in related party liabilities.

The Company owes \$5,086 (December 31, 2010 - \$5,086) to company controlled by a director for legal services from a prior reporting period.

The Company owes \$9,000 (2009 - \$9,000) to three directors of the Company for director services performed. The balance remains unpaid since December 31, 2008.

Included in the stock option grant on January 25, 2011, 2,150,000 (Note 8) were granted to the Directors of Company. The fair value at grant date of these stock options was \$157,772.

Amounts due to related parties are unsecured, non-interest bearing and without specified repayment terms. All related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

10. RECLASSIFICATION

The comparative financial statements have been reclassified to conform to the presentation of the current period financial statements.

11. IFRS TRANSITION FROM PREVIOUS GAAP

The Company's consolidated financial statements for the year ending December 31, 2011 will be the first annual financial statements that comply with IFRS. The Company has prepared its opening IFRS balance sheet by applying

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existing IFRS standards in effect at the release of these condensed interim financial statements. However, the opening IFRS balance sheet and the December 31, 2010 comparative balance sheet presented in consolidated financial statements for the year ending December 31, 2011 may differ from those presented at this time if there are changes to IFRS standards that require retroactive adjustment.

As stated in Note 2, these are the Company's first consolidated financial statements prepared in accordance with IFRS. The accounting policies in Note 3 have been applied in preparing the condensed interim consolidated financial statements for the period ended March 31, 2011, the comparative information presented in these consolidated financial statements for the year ended December 31, 2010 and in preparation of an opening IFRS statement of financial position at January 1, 2010.

In preparing its opening IFRS statement of financial position, the Company has adjusted amounts reported previously in consolidated financial statements prepared in accordance with previous Canadian generally accepted accounting principles ("CDN GAAP"). An explanation of how the transition from previous CDN GAAP to IFRS has affected the Company's financial position, financial performance, and cash flows is set out below.

IFRS 1 *First-time Adoption of International Financial Reporting Standards* sets forth guidance for the initial adoption of IFRS. Under IFRS 1, the standards are applied retrospectively at the transitional statement of financial position date with all adjustments to assets and liabilities charged or credited to retained earnings unless certain exemptions are applied. The Company has applied the following exemptions to its opening statement of financial position dated January 1, 2010:

(a) Business Combinations

IFRS 1 indicates that a first-time adopter may elect not to apply IFRS 3 *Business Combinations* retrospectively to business combinations that occurred before the date of transition to IFRS. The Company has utilized this election and has therefore applied IFRS 3 only to business combinations that occurred on or after January 1, 2010.

(b) Cumulative translation differences

IFRS 1 allows a first-time adopter to not comply with the requirements of IAS 21 *The Effects of Changes in Foreign Exchange Rates* for cumulative translation differences that existed at the date of transition to IFRS. The Company has chosen to apply this election and will deem its cumulative translation differences for its foreign operation to have an opening balance of \$Nil as at the date of transition to IFRS.

IFRS 1 also outlines specific guidelines that a first-time adopter must adhere to under certain circumstances. The Company has applied the following guidelines to its opening statement of financial position dated January 1, 2010:

(c) Estimates

In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under the previous CDN GAAP applied, unless there is objective evidence that those

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estimates were in error. The Company's IFRS estimates as of January 1, 2010 are consistent with its CDN GAAP estimates for the same date.

(d) Mineral property, plant and equipment

IFRS 6 requires that an entity classify each asset in the exploration for and evaluation of mineral resources as tangible or intangible according to the nature of the assets acquired and to apply the classification consistently. As a result, the Company has reclassified certain assets previously classified as mineral property and equipment to exploration and evaluation assets.

IFRS employs a conceptual framework that is similar to CDN GAAP. However, significant differences exist in certain matters of recognition, measurement and disclosure. While adoption of IFRS has not changed the Company's actual cash flows, it has resulted in changes to the Company's reported financial position and results of operations. In order to allow the users of the financial statements to better understand these changes, the Company's CDN GAAP Statement of Operations and Comprehensive Loss, Statement of Financial Position and Statement of Cash Flows for the year ended December 31, 2010 have been reconciled to IFRS, with the resulting differences explained.

(e) Reclamation bonds

IFRS – The reclamation bonds are refundable deposits paid to the State of Colorado for exploration work performed at the Company's historical mineral property projects. Under IFRS 6, these reclamation bonds would be considered intangible exploration and evaluation expenditures measured at historical cost with any subsequent refund treated as a reduction of the deferred cost. The deferred costs related to these mineral property projects were impaired in 2009. Accordingly, the Company recognized impairment of the reclamation bonds as at January 1, 2010 when IFRS 6 was adopted. The effect of applying IFRS 6 was a decrease of the reclamation bond account of \$16,154 with a corresponding increase in accumulated loss. During the comparative year ended December 31, 2010, the reclamation bonds were already impaired due to management taking a conservative position that the reclamation bonds would be not returned to the Company within a reasonable time period. Therefore, no differences exist at December 31, 2010.

CDN GAAP – The reclamation bonds were treated as a deposit. The reclamation bonds did not meet the definition of mineral property deferrable costs under CDN GAAP and therefore, they were treated in a manner similar to that of a deposit whereby a realized return of funds would result in the reduction of the deposit.

(f) Cumulative translation adjustment

IFRS – The Company's wholly-owned subsidiary Midasco Uranium, LLC's functional currency is the United States dollar. However, the presentation currency is Canadian dollars. Resulting exchange differences when translating from US dollars to Canadian dollars are not recognized in profit or loss because the changes in exchange rates would have little or no direct effect on the present and future cash flows from operations. The cumulative amount of exchange differences are presented in other comprehensive income until there is a disposal of the foreign operation. Since the wholly-owned subsidiary was translated to Canadian dollars at the January 1, 2010 opening balance sheet date, an ending cumulative translation adjustment exists, and is included in other comprehensive income. Because the Company elected, under

IFRS 1, to not to comply with IAS 21 at January 1, 2010, the opening amount for the cumulative translation adjustment is \$Nil.

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CDN GAAP - The Company's wholly-owned subsidiary Midasco Uranium, LLC's was considered an integrated foreign operation. Resulting exchange differences when translating from US dollars to Canadian dollars were recognized in profit or loss because the subsidiary is financially dependent with the reporting enterprise such that the exposure to exchange rate changes is similar to the exposure which would exist had the transactions and activities of the foreign operation been undertaken by the reporting parent company.

(g) Reclassifications within the Equity section

IFRS - IFRS requires an entity to present for each component of equity, reconciliation between the carrying amount at the beginning and end of the period, separately disclosing each change. The Company reviewed its contributed surplus account and applied the following changes: The contributed surplus account was renamed reserves account, and the presentation of the reserves in the statement of changes in equity has been further separated into reserves relating to equity settled benefits and reserves relating to warrants. As at January 1, 2010 and March 31, 2010, and December 31, 2010, the reserves account totaled \$1,309,242 which comprises \$1,267,342 related to reserves for equity settled benefits, and \$176,741 relates to reserves for warrants.

CDN GAAP – The Company records issuances of stock options and warrants as an increase in contributed surplus and a corresponding increase in accumulated loss, or share capital. There is no requirement to present activity related to warrant grants separately from stock option grants.

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

	Ref.	CDN GAAP	IFRS Adjustments	IFRS
		\$	\$	\$
ASSETS				
Current assets				
Cash		50,713	-	50,713
Term deposit		200,000	-	200,000
Other receivables		3,361	-	3,361
Available-for-sale securities		18,750	-	18,750
		<u>272,824</u>	<u>-</u>	<u>272,824</u>
Non-current assets				
Other investments		2	(2)	-
Equipment		48,715	-	48,715
Reclamation bonds	e	16,154	(16,154)	-
Exploration and evaluation assets	d	-	79,446	79,446
Mineral properties	d	79,446	(79,446)	-
		<u>144,317</u>	<u>(16,156)</u>	<u>128,161</u>
TOTAL ASSETS		417,141	(16,156)	400,985
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities		23,577	-	23,577
Due to related parties		53,837	-	53,837
		<u>77,414</u>	<u>-</u>	<u>77,414</u>
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital		12,690,041	-	12,690,041
Reserves	g	1,309,342	-	1,309,342
Accumulated other comprehensive loss	b,f	(3,750)	(14,888)	(18,638)
Accumulated loss	b,e,f	(13,655,906)	(1,268)	(13,657,174)
		<u>339,727</u>	<u>(16,156)</u>	<u>323,571</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY (DEFICIENCY)		417,141	(16,156)	400,985

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

	Ref.	CDN GAAP	IFRS Adjustments	IFRS
		\$	\$	\$
ASSETS				
Current assets				
Cash		33,899	-	33,899
Term deposit		150,000	-	150,000
Other receivables		3,114	-	3,114
Available-for-sale securities		16,500	-	16,500
		<u>203,513</u>	<u>-</u>	<u>203,513</u>
Non-current assets				
Other investments		2	(2)	-
Equipment		42,301	-	42,301
Reclamation bonds		16,154	(16,154)	-
Exploration and evaluation assets	d	-	82,570	82,570
Mineral properties	d	82,570	(82,570)	-
		<u>144,027</u>	<u>(16,156)</u>	<u>124,871</u>
TOTAL ASSETS		344,540	(16,156)	328,384
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities		13,157	-	13,157
Due to related parties		59,907	-	59,907
		<u>73,604</u>	<u>-</u>	<u>73,604</u>
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital		12,690,041	-	12,690,041
Reserves	g	1,309,342	-	1,309,342
Accumulated other comprehensive loss	b,f	(6,000)	2,448	(3,552)
Accumulated loss	b,e,f	(13,721,907)	(18,604)	(13,740,511)
		<u>339,727</u>	<u>(16,156)</u>	<u>255,320</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY (DEFICIENCY)		344,540	(16,156)	328,384

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

	Ref.	CDN GAAP	IFRS Adjustments	IFRS
ASSETS		\$	\$	\$
Current assets				
Cash		51,066	-	51,066
Other receivables		869	-	869
Available-for-sale securities		20,000	-	20,000
		<u>71,935</u>	<u>-</u>	<u>71,935</u>
Non-current assets				
Other investments		2	(2)	-
		2	(2)	-
TOTAL ASSETS		<u>71,937</u>	<u>(2)</u>	<u>71,395</u>
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities		16,589	-	16,589
Due to related parties		127,586	-	127,586
		<u>144,175</u>	<u>-</u>	<u>144,175</u>
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital		12,690,041	-	12,690,041
Reserves	g	1,309,342	-	1,309,342
Accumulated other comprehensive loss	b,f	(2,500)	(2,393)	(4,893)
Accumulated loss	b,f	(14,069,121)	2,391	(14,066,730)
		<u>339,727</u>	<u>(2)</u>	<u>(72,240)</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY (DEFICIENCY)		<u>344,540</u>	<u>(2)</u>	<u>71,935</u>

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The March 31, 2010 Canadian GAAP statements of comprehensive loss has been reconciled to IFRS as follows:

	Ref.	CDN GAAP	IFRS Adjustments	IFRS
			\$	\$
EXPENSES				
Amortization		6,412	-	6,412
Management fees		45,000	-	45,000
Office and general		1,353	1,100	2,533
Professional fees		7,500	-	7,500
Transfer agent and filing fees		5,736	-	5,736
Travel and promotion		-	-	-
Loss before undernoted items		<u>66,001</u>	<u>1,100</u>	<u>67,181</u>
Impairment of other investments		-	2	2
Impairment of reclamation bonds		-	16,154	16,154
		<u>66,001</u>	<u>17,256</u>	<u>83,337</u>
Other comprehensive loss				
Unrealized loss (gain) on available-for-sale securities		2,250	-	2,250
Foreign exchange effect on translation of subsidiary	b,f	-	2,448	(2,448)
TOTAL COMPREHENSIVE LOSS		<u>68,251</u>	<u>2,448</u>	<u>83,139</u>
Weighted Average Number of Shares Outstanding		34,098,275	34,098,275	34,098,275
Basic and Diluted Loss Per Shares		(0.00)	(0.00)	(0.00)

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The December 31, 2010 Canadian GAAP statements of comprehensive loss has been reconciled to IFRS as follows:

	Ref.	CDN GAAP	IFRS Adjustments	IFRS
			\$	\$
EXPENSES				
Amortization		48,715	-	48,715
Consulting		663	-	663
Exploration and evaluation		1,158	-	1,158
Investor relations		2,193	-	2,193
Management fees		180,000	-	180,000
Office and general		16,653	1,735	18,388
Professional fees		45,836	-	45,836
Transfer agent and filing fees		8,666	-	8,666
Travel and promotion		5,272	-	5,272
Loss before undernoted items		309,156	1,735	310,891
Impairment of mineral properties		87,905	-	87,905
Impairment of other investments		-	2	2
Impairment of reclamation bonds	e	16,154	-	16,154
		413,215	1,737	414,952
Other comprehensive loss				
Unrealized loss (gain) on available-for-sale securities		(1,250)	-	(1,250)
Foreign exchange effect on translation of subsidiary	b,f	-	(657)	(657)
TOTAL COMPREHENSIVE LOSS		411,965	1,080	413,045
Weighted Average Number of Shares Outstanding		34,098,275	34,098,275	34,098,275
Basic and Diluted Loss Per Shares		(0.00)	(0.00)	(0.00)