



British Columbia Securities Commission

QUARTERLY AND YEAR END REPORT
 BC FORM 51-901F
 (previously Form 61)

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ISSUER DETAILS		FOR QUARTER ENDED			DATE OF REPORT Y M D		
NAME OF ISSUER NEWPORT EXPLORATION LTD.		04 04 30			04 06 28		
ISSUER ADDRESS 408 – 837 WEST HASTINGS STREET							
CITY/ VANCOUVER	PROVINCE BC	POSTAL CODE V6C 3N6	ISSUER FAX NO. 604-685-6493		ISSUER TELEPHONE NO. 604-685-6851		
CONTACT PERSON BARBARA DUNFIELD		CONTACT'S POSITION DIRECTOR			CONTACT TELEPHONE NO. 604-685-6851		
CONTACT EMAIL ADDRESS ir@newport-exploration.com		WEB SITE ADDRESS www.newport-exploration.com					

CERTIFICATE

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE "IAN ROZIER"	PRINT FULL NAME IAN ROZIER	DATE SIGNED Y M D 04 06 28		
DIRECTOR'S SIGNATURE "BARBARA DUNFIELD"	PRINT FULL NAME BARBARA DUNFIELD	DATE SIGNED Y M D 04 06 28		

NEWPORT EXPLORATION LTD.
QUARTERLY REPORT - FORM 51-901F
APRIL 30, 2004
(prepared by management without audit)

SCHEDULE A: FINANCIAL INFORMATION

See attached unaudited financial statements for the period ended April 30, 2004.

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Analysis of expenses and deferred costs:

See attached unaudited financial statements for the period ended April 30, 2004.

2. Related party transactions:

See Note 8 to the attached unaudited financial statements for the period ended April 30, 2004.

3. a) Securities issued during the period:

Date of Issue	Type of Securities	Type of Issue	Number or Amount	Price	Total Proceeds	Type of Consideration	Commission
Dec. 16/03	common shares	Private Placement	5,549,000	\$0.35	\$1,942,150	Cash	\$73,088
Jan. 14/04	common shares	Exercise of Warrants	100,000	0.25	50,000	Cash	n/a
Jan. 15/04	common shares	Exercise of Warrants	100,000	0.25	50,000	Cash	n/a
Mar 12/04	common shares	Fractional Shares	24	n/a	n/a	n/a	n/a
Mar 15/04	common shares	Exercise of Warrants	600,000	0.25	150,000	Cash	n/a

- b) Summary of stock options granted during the period: Nil

4. Summary of securities as at the end of the reporting period.

- a) Authorized: 100,000,000 common shares without par value.

- b) Issued and outstanding:

	Number Of Shares	Amount
Balance, April 30, 2004	14,527,874	\$ 34,364,714

- c) See Note 7 to the attached unaudited financial statements for the period ended April 30, 2004.

- d) There were no shares held in escrow at April 30, 2004.

5. List of Directors and Officers: Ian Rozier – President and Director
Barbara Dunfield – CFO, Secretary and Director
David Cohen – Director
Douglas Hyndman – Director
Paul Ray – Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis

The following discussion of the operating results and financial position of the Company should be read in conjunction with the financial statements and related notes thereto.

Results of Operations

The Company is primarily engaged in the acquisition, exploration, development and production of natural resource properties.

The Company incurred a loss from operations of \$238,701 (2003 - \$507,232) during the nine month period ended April 30, 2004 and had working capital of \$2,147,806 (July 31, 2003 - \$501,637) at April 30, 2004.

Financings

The Company completed a non-brokered private placement for 5,549,000 units at \$0.35 per unit raising a total of \$1,942,150. Each unit consists of one common share and one two year share purchase warrant to purchase an additional common share at a price of \$0.40 per share in the first year and \$0.45 per share in the second year. A finder's fee totaling \$73,088 and 288,400 share purchase warrants were payable in connection with this transaction.

Mineral Properties

During the previous fiscal year, the Company entered into an agreement to acquire an option on a mineral property located in Cuba. The Company issued 400,000 common shares at an agreed value of \$100,000 and assumed carrying costs of up to USD\$20,000 per month. Subsequent to April 30, 2004, the Company announced that it would not be proceeding with the exercise of the option.

During the period, the Company entered into an agreement with Cardero Resource Corp. ("Cardero") to acquire a 50% interest in the Franco Gold Project in San Luis Potosi, Mexico. Consideration for the acquisition includes a payment of \$50,000 (paid), assumption of \$250,000 in exploration expenditures on or before August 3, 2004, and payments of \$20,000 and \$60,000 to the underlying optionor of the Franco Property on or before March 3, 2004 and September 3, 2004 respectively.

When the above payments and exploration expenditures have been incurred, the Company will have earned 50% of Cardero's right, title and interest in and to the Franco Property which is subject to an underlying 2% Net Smelter Royalty. In order to acquire a 100% right, title and interest in and to the Franco Property, Cardero has to pay the Optionor the aggregate sum of \$1,145,000 over 48 months which commenced on September 3, 2003 and incur an aggregate of \$1,050,000 in exploration expenditures over a period of 36 months prior to September 2006. When the Company has earned the rights to 50% of Cardero's interest, the Company and Cardero will form a Mexican operating company ("Newco") and all further payments and exploration expenditures will be incurred equally by the Company and Cardero as equal partners in Newco.

Liquidity and Cash Reserves

At April 30, 2004, the Company had cash and equivalents of \$2,212,600 compared with \$573,609 at July 31, 2003. Accounts payable decreased to \$94,997 from \$103,413 and obligation under capital was reduced from \$38,650 to \$31,199.

Investor Relations

Management of the Company replied to shareholder inquiries. The Company has not entered into any formal investor relations contracts or agreements.

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS (cont'd...)

Related Party Transactions

- a) Management fees of \$29,000 were paid to a company controlled by a director of the Company.
- b) Consulting fees of \$58,000 were paid to a company controlled by a director of the Company.

Legal Proceedings

None.

Material Variances

During the period, there was a decrease in the Company's overall administration expenses which decreased the loss from operations to \$238,701 for the current period from \$507,232 in the period ended April 30, 2003. Particularly the categories of travel and related costs, consulting fees and investor relations reflected the largest changes in costs between the two periods. Most of these increased costs in the previous period were incurred by the Company as a result of the acquisition of the Company's Mantua Copper project in Cuba.

SUBSEQUENT EVENTS

Subsequent to the April 30, 2004, the following events occurred:

- a) Subsequent to April 30, 2004, the Company announced that it entered into an Agreement with King Eagle Resources Pty Limited ("King Eagle") of Sydney, Australia whereby the Company has acquired an option over an 80% interest in an exploration licence, Mulga Tank Nickel Project ("Mulga Tank") and an option over a 75% interest in an application exploration licence.

The terms of the Option Agreement for the Company to acquire the interests in both licences from King Eagle are staged payments totaling \$600,000, the issuance of 2,250,000 common shares of the Company over a three year period and exploration expenditures of \$2,500,000 within 36 months of approval by the TSX Venture Exchange (the "closing"). Should Mulga Tank be placed in commercial production a further one million common shares of the Company will be issued to King Eagle.

- b) Subsequent to April 30, 2004, the Company has informed Northern Orion Resources, that it no longer intends to pursue an interest in the project.

NEWPORT EXPLORATION LTD.

FINANCIAL STATEMENTS
(prepared by management without audit)

APRIL 30, 2004

NEWPORT EXPLORATION LTD.
BALANCE SHEETS
(prepared by management without audit)

	Apr 30 2004	Jul 31 2003
ASSETS		
Current		
Cash and equivalents	\$ 2,212,600	\$ 573,609
Marketable securities (Note 3)	14,816	20,319
Receivables	17,207	5,261
Prepays	<u>9,000</u>	<u>16,050</u>
	2,253,623	615,239
Exploration advances	133,035	-
Mineral properties (Note 4)	255,652	190,946
Capital assets (Note 5)	<u>94,064</u>	<u>115,695</u>
	<u>\$ 2,736,374</u>	<u>\$ 921,880</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	\$ 94,997	\$ 103,413
Current portion of obligation under capital lease	<u>10,820</u>	<u>10,189</u>
	105,817	113,602
Obligation under capital lease (Note 6)	<u>20,379</u>	<u>28,461</u>
	<u>126,196</u>	<u>142,063</u>
Shareholders' equity		
Capital stock (Note 7)	34,364,714	32,295,652
Deficit	<u>(31,754,536)</u>	<u>(31,515,835)</u>
	<u>2,610,178</u>	<u>779,817</u>
	<u>\$ 2,736,374</u>	<u>\$ 921,880</u>

Nature and continuance of operations (Note 1)
Commitment (Note 11)
Subsequent events (Note 13)

On behalf of the Board:

"Jan Rozier" Director "Barbara Dunfield" Director

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

NEWPORT EXPLORATION LTD.
STATEMENTS OF OPERATIONS AND DEFICIT
(prepared by management without audit)

	For the three months ended Apr 30, 2004	For the three months ended Apr 30, 2003	For the nine months ended Apr 30, 2004	For the nine months ended Apr 30, 2003
EXPENSES				
Accounting and audit	\$ 1,800	\$ 3,500	\$ 7,600	\$ 8,350
Administration fees	7,500	-	15,000	-
Amortization	8,106	8,292	21,632	24,728
Automobile	-	2,264	214	2,905
Finder's fee	-	50,000	-	50,000
Consulting	21,000	44,338	90,359	134,161
Investor relations	-	11,653	50	53,735
Legal	-	17,941	235	28,354
Management fees	9,000	15,000	29,000	45,000
Office and miscellaneous	2,553	4,374	7,587	12,722
Printing	-	-	4,161	-
Regulatory fees	2,214	3,370	12,648	7,381
Rent and telephone	4,500	13,325	18,000	40,242
Shareholder information	2,850	-	10,869	17,818
Transfer agent fees	1,259	2,844	7,684	5,986
Travel and related costs	4,845	12,108	25,195	84,974
	<u>(65,627)</u>	<u>(189,009)</u>	<u>(250,234)</u>	<u>(516,356)</u>
OTHER ITEMS				
Petroleum sales (net)	(59)	755	758	1,854
Interest income	8,420	1,580	16,278	7,270
Write-down of marketable securities (Note 3)	-	-	(5,503)	-
	<u>8,361</u>	<u>2,335</u>	<u>11,533</u>	<u>9,124</u>
Loss for the period	(57,266)	(186,674)	(238,701)	(507,232)
Deficit, beginning of period	<u>(31,697,270)</u>	<u>(31,206,666)</u>	<u>(31,515,835)</u>	<u>(30,886,108)</u>
Deficit, end of period	<u>\$ (31,754,536)</u>	<u>\$ (31,393,340)</u>	<u>\$ (31,754,536)</u>	<u>\$ (31,393,340)</u>
Basic and diluted loss per common share	\$ (0.01)	\$ (0.03)	\$ (0.02)	\$ (0.08)
Weighted average number of common shares outstanding	14,241,197	6,678,850	11,134,741	6,678,850

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

NEWPORT EXPLORATION LTD.
STATEMENTS OF CASH FLOWS
(prepared by management without audit)

	For the three months ended Apr 30, 2004	For the three months ended Apr 30, 2003	For the nine months ended Apr 30, 2004	For the nine months ended Apr 30, 2003
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	\$ (57,266)	\$ (186,674)	\$ (238,701)	\$ (507,232)
Items not affecting cash:				
Amortization	8,106	8,292	21,632	24,728
Write-down of marketable securities	-	-	5,503	-
Changes in non-cash working capital items:				
(Increase) decrease in receivables	(4,119)	(4,845)	(11,946)	12,454
(Increase) decrease in prepaids	630	6,944	7,050	(290)
Decrease in accounts payable and accrued liabilities	<u>(3,921)</u>	<u>(18,389)</u>	<u>(8,415)</u>	<u>(38,829)</u>
Net cash used in operating activities	<u>(56,570)</u>	<u>(194,672)</u>	<u>(224,877)</u>	<u>(509,169)</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of capital assets	-	-	-	(4,276)
Exploration advances	-	-	(133,035)	-
Mineral property	<u>-</u>	<u>-</u>	<u>(64,706)</u>	<u>(1,529)</u>
Net cash used in investing activities	<u>-</u>	<u>-</u>	<u>(197,741)</u>	<u>(5,805)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of capital lease obligations	(2,489)	-	(7,453)	(38,650)
Capital stock issued for cash, net	<u>150,000</u>	<u>-</u>	<u>2,069,062</u>	<u>-</u>
Net cash provided by (used in) financing activities	<u>147,511</u>	<u>-</u>	<u>2,061,609</u>	<u>(38,650)</u>
Change in cash and equivalents during the period	90,941	(194,672)	1,638,991	(553,624)
Cash and equivalents, beginning of period	<u>2,121,659</u>	<u>411,432</u>	<u>573,609</u>	<u>770,384</u>
Cash and equivalents, end of period	\$ 2,212,600	\$ 216,760	\$ 2,212,600	\$ 216,760

Supplemental disclosure with respect to cash flows (Note 9)

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

NEWPORT EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
APRIL 30, 2004
(prepared by management without audit)

1. NATURE AND CONTINUANCE OF OPERATIONS

Newport Exploration Ltd. (the "Company") is a Canadian company incorporated under the laws of the Province of British Columbia. The Company is primarily engaged in the acquisition, exploration, development and production of resource properties. The Company continues to identify properties of interest. To date, the Company has not earned significant revenues and is considered to be in the development stage.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	Apr 30 2004	Jul 31 2003
Working capital	\$ 2,147,806	\$ 501,637
Deficit	(31,754,536)	(31,515,835)

2. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

Cash and equivalents

Cash and equivalents include highly liquid investments with original maturities of three months or less.

Marketable securities

Marketable securities are recorded at the lower of cost or fair market value on an aggregate basis.

Realized gains and losses on sale of securities are determined based on the specific cost basis.

Mineral properties

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production. Mineral properties which are sold before that property reaches the production stage will have all revenues from the sale of the property credited against the cost of the property. Properties which have reached the production stage will have a gain or loss calculated based on the portion of that property sold.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd....)

Mineral properties (cont'd....)

The recorded cost of mineral exploration interests is based on cash paid, the assigned value of share considerations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependant on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

Values

The amounts shown for mineral properties represent costs incurred to date and are not intended to reflect present or future values.

Foreign currency translation

The monetary assets and liabilities of the Company that are denominated in foreign currencies are translated into Canadian dollar equivalents at the rate of exchange at the balance sheet date and non-monetary items are translated at historical rates. Revenues and expenses are translated at the average exchange rate for the period. Exchange gains and losses arising on translation are included in the statement of operations.

Capital assets

Capital assets are carried at cost less accumulated amortization. Amortization is recorded on the declining balance basis, unless otherwise stated, at the following annual rates:

Automotive equipment under capital lease	30%
Computer equipment	30%
Furniture and fixtures	20%
Leasehold improvements	straight-line over lease term

Stock-based compensation plan

The Company grants options in accordance with the policies of the TSX Venture Exchange ("TSX-V"). Effective August 1, 2003, the Company adopted the new CICA Handbook Section 3870 "Stock-Based Compensation and Other Stock-Based Payments", which recommends a fair value-based methodology for measuring compensation costs. The Company has adopted the use of the fair value-based method and therefore all awards to employees and non-employees will be recorded at fair value on the date of grant. Any consideration paid by the option holders to purchase shares is credited to capital stock.

Earnings (loss) per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the periods presented, the calculation proved to be anti-dilutive.

Basic earnings (loss) per share are calculated using the weighted-average number of shares outstanding during the period.

NEWPORT EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
APRIL 30, 2004
(prepared by management without audit)

3. MARKETABLE SECURITIES

Marketable securities are comprised of the following:

	Apr 30 2004	Jul 31 2003
Book value at cost	\$ 14,816	\$ 22,542
Market value	\$ 14,816	\$ 20,319

During the current period marketable securities were written-down by \$5,503 to reflect market value.

4. MINERAL PROPERTIES

	Franco Gold Project, Mexico	Mantua Copper Property, Cuba	Total
Acquisition costs			
Balance, beginning of period	\$ -	\$ 100,000	\$ 100,000
Additions	<u>63,950</u>	<u>-</u>	<u>63,950</u>
Balance, end of period	<u>63,950</u>	<u>100,000</u>	<u>163,950</u>
Deferred exploration costs			
Balance, beginning of period	-	90,946	90,946
Additions	<u>756</u>	<u>-</u>	<u>756</u>
Balance, end of period	<u>756</u>	<u>90,946</u>	<u>91,702</u>
Total	\$ 64,706	\$ 190,946	\$ 255,652

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Mantua Copper Project, Cuba

During the previous year, the Company entered into an option agreement to acquire an undivided 50% interest in the Mantua Copper Project (the "Project") in Cuba from Northern Orion Explorations Ltd. ("Northern Orion"). Upon exercise of the option, the Company will acquire 100% of the issued and outstanding shares of Minera Mantua Inc., a wholly owned subsidiary of Northern Orion which owns a 50% interest in the Project. As consideration for the option, the Company issued to Northern Orion 400,000 common shares at an agreed value of \$100,000. Subsequent to April 30, 2004, the Company announced that it would not further pursue the exercise of the option arrangement.

NEWPORT EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
APRIL 30, 2004
(prepared by management without audit)

4. MINERAL PROPERTIES (cont'd)

Franco Gold Project, Mexico

During the period, the Company entered into an agreement with Cardero Resource Corp. ("Cardero") to acquire a 50% interest in the Franco Gold Project in San Luis Potosi, Mexico. Consideration for the acquisition includes a payment of \$50,000 (paid), assumption of \$250,000 in exploration expenditures on or before August 3, 2004, and payments of \$20,000 and \$60,000 to the underlying optionor of the Franco Property on or before March 3, 2004 and September 3, 2004 respectively.

When the above payments and exploration expenditures have been incurred, the Company will have earned 50% of Cardero's right, title and interest in and to the Franco Property which is subject to an underlying 2% Net Smelter Royalty. In order to acquire a 100% right, title and interest in and to the Franco Property, Cardero has to pay the Optionor the aggregate sum of \$1,145,000 over 48 months which commenced on September 3, 2003 and incur an aggregate of \$1,050,000 in exploration expenditures over a period of 36 months prior to September 2006. When the Company has earned the rights to 50% of Cardero's interest, the Company and Cardero will form a Mexican operating company ("Newco") and all further payments and exploration expenditures will be incurred equally by the Company and Cardero as equal partners in Newco.

5. CAPITAL ASSETS

	2004		
	Cost	Accumulated Amortization	Net Book Value
Automotive equipment under capital lease	\$ 116,851	\$ 104,204	\$ 12,647
Computer equipment	37,067	24,850	12,217
Furniture and fixtures	21,758	13,374	8,384
Leasehold improvements	<u>95,671</u>	<u>34,855</u>	<u>60,816</u>
	<u>\$ 271,347</u>	<u>\$ 177,283</u>	<u>\$ 94,064</u>

6. OBLIGATION UNDER CAPITAL LEASE

	Apr 30 2004
Total minimum lease payments	\$ 34,312
Amount representing interest	<u>(3,113)</u>
Balance of obligation	31,199
Less: current portion	<u>(10,820)</u>
	<u>\$ 20,379</u>

NEWPORT EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
APRIL 30, 2004
(prepared by management without audit)

7. CAPITAL STOCK

	Number of Shares	Amount
Authorized		
100,000,000 common shares without par value		
As at July 31, 2003	8,178,850	\$ 32,295,652
Private Placement	5,549,000	1,942,150
Exercise of Warrants	800,000	200,000
Finder's Fee	-	(73,088)
Fractional Shares issued due to rollback	<u>24</u>	<u>-</u>
As at April 30, 2004	<u>14,527,874</u>	<u>\$ 34,364,714</u>

On December 16, 2003, the Company issued 5,549,000 units at a price of \$0.35 per unit. Each unit consisted of one common share and one two year share purchase warrant. Each share purchase warrant is exercisable into an additional common share at \$0.40 per share in the first year and at \$0.45 in the second year.

Stock options

The Company follows the policies of the TSX-V under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common stock of the Company.

	Number of Options	Weighted Average Exercise Price
Outstanding and exercisable as at April 30, 2004	200,000	\$ 0.25

The following stock options to acquire common shares in the Company are outstanding at April 30, 2004:

Number of Shares	Exercise Price	Expiry Date
200,000	\$0.35	January 29, 2005

NEWPORT EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
APRIL 30, 2004
(prepared by management without audit)

7. CAPITAL STOCK (cont'd...)

The following warrants were outstanding enabling holders to acquire the following number of shares at April 30, 2004:

Number of Shares	Exercise Price	Expiry Date
1,500,000	\$ 0.35	July 8, 2005
5,837,400	0.40/0.45	December 16, 2004/2005

8. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

- a) Paid consulting fees of \$58,000 to a company controlled by a director.
- b) Paid management fees of \$29,000 to a company controlled by a director.

These 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.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no significant non-cash transactions during the period ended April 30, 2004.

10. SEGMENTED INFORMATION

The Company's assets are located in the following locations:

	Apr 30 2004
Canada	\$ 2,347,687
Cuba	190,946
Mexico	197,741
	<u>\$ 2,736,374</u>

The Company's revenue for the period was earned in the following location:

	Apr 30 2004
Canada	\$ 17,036

NEWPORT EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
APRIL 30, 2004
(prepared by management without audit)

10. SEGMENTED INFORMATION (cont'd...)

The Company's loss for the period was incurred in the following locations:

	Apr 30 2004
Canada	\$ (238,701)

11. COMMITMENT

The Company has an obligation under operating lease for its premises. The annual lease commitments under this lease are as follows:

2004	\$ 24,000
2005	36,000
2006	36,000
2007	<u>30,000</u>
	<u>\$ 126,000</u>

12. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and equivalents, marketable securities, receivables, accounts payable and accrued liabilities and obligation under capital lease. Unless otherwise noted, 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 value of these financial instruments approximates their carrying values, unless otherwise noted.

13. SUBSEQUENT EVENTS

Subsequent to the April 30, 2004, the following events occurred:

a) Subsequent to April 30, 2004, the Company announced that it entered into an Agreement with King Eagle Resources Pty Limited ("King Eagle") of Sydney, Australia whereby the Company has acquired an option over an 80% interest in an exploration licence, Mulga Tank Nickel Project ("Mulga Tank") and an option over a 75% interest in an application exploration licence.

The terms of the Option Agreement for the Company to acquire the interests in both licences from King Eagle are staged payments totaling \$600,000, the issuance of 2,250,000 common shares of the Company over a three year period and exploration expenditures of \$2,500,000 within 36 months of approval by the TSX Venture Exchange (the "closing"). Should Mulga Tank be placed in commercial production a further one million common shares of the Company will be issued to King Eagle.

b) Subsequent to April 30, 2004, the Company has informed Northern Orion Resources, that it no longer intends to pursue an interest in the project.