

Interim consolidated financial statements of

**Cantex Mine Development Corp.**

January 31, 2011

(Unaudited – Prepared by Management)

# **Cantex Mine Development Corp.**

January 31, 2011

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## **UNAUDITED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the company discloses that its auditors have not reviewed the unaudited interim consolidated financial statements for the three and six month periods ended January 31, 2011.

# Cantex Mine Development Corp.

## Interim consolidated statements of operations and comprehensive loss three and six month periods ended January 31, 2011 and 2010

(Unaudited - Prepared by Management)

	Three months ended		Six months ended	
	January 31,		January 31,	
	2011	2010	2011	2010
	\$	\$	\$	\$
<b>Expenses</b>				
Exploration (Note 3 and Schedule)	317,774	189,822	837,626	408,017
General and administrative	69,818	69,311	113,104	92,610
Amortization	2,600	17,859	5,200	43,665
<b>Loss before other items</b>	<b>(390,192)</b>	<b>(276,992)</b>	<b>(955,930)</b>	<b>(544,292)</b>
<b>Other items</b>				
Administration fees earned	41,268	31,089	74,417	64,586
Interest income	346	236	891	521
Foreign exchange gain (loss)	119	26,744	7,064	34,833
	41,733	58,069	82,372	99,940
<b>Net loss and comprehensive loss</b>	<b>(348,459)</b>	<b>(218,923)</b>	<b>(873,558)</b>	<b>(444,352)</b>
Loss per common share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares outstanding, basic and diluted	334,289,945	319,651,445	334,289,945	317,849,744

# Cantex Mine Development Corp.

## Interim consolidated statements of shareholders' deficiency three and six month periods ended January 31, 2011 and 2010

(Unaudited - Prepared by Management)

	Number of common Shares	Share capital	Contributed surplus	Deficit	Total shareholders' deficiency
		\$	\$	\$	\$
<b>Balance, July 31, 2009</b>	317,242,578	39,479,226	1,433,572	(42,902,716)	(1,989,918)
Shares for debt settlement (Note 6 (a))	17,047,367	1,022,842	-	-	1,022,842
Share issuance costs	-	(5,614)	-	-	(5,614)
Net loss and comprehensive loss for the period	-	-	-	(924,146)	(924,146)
<b>Balance, July 31, 2010</b>	334,289,945	40,496,454	1,433,572	(43,826,862)	(1,896,836)
Net loss and comprehensive loss for the period	-	-	-	(873,558)	(873,558)
<b>Balance, January 31, 2011</b>	334,289,945	40,496,454	1,433,572	(44,700,420)	(2,770,394)

# Cantex Mine Development Corp.

## Interim consolidated balance sheets as at January 31, 2011

(Unaudited - Prepared by Management)

	January 31, 2011	July 31, 2010
	\$	\$
<b>Assets</b>		
Current assets		
Cash	94,456	252,609
Amounts receivable	66,725	68,466
Prepaid expenses	7,600	27,191
	<b>168,781</b>	348,266
Reclamation bonds	27,459	28,194
Property and equipment (Note 4)	28,371	33,571
	<b>224,611</b>	410,031
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities	92,668	83,684
Due to related parties (Note 5)	2,902,337	2,223,183
	<b>2,995,005</b>	2,306,867
<b>Shareholders' deficiency</b>		
Share capital (Note 6)		
Authorized		
Unlimited number of preferred shares without nominal or par value, issuable in series		
Unlimited number of common shares without nominal or par value		
Issued		
334,289,945 common shares (July 31, 2010 - 334,289,945)	40,496,454	40,496,454
Contributed surplus	1,433,572	1,433,572
Deficit	(44,700,420)	(43,826,862)
	<b>(2,770,394)</b>	(1,896,836)
	<b>224,611</b>	410,031

Nature and continuance of operations (Note 1)

Contingencies (Note 9)

Approved by the Board

"Vernon Frolick"

Vernon Frolick, Director

"Chad Ulansky"

Chad Ulansky, Director

# Cantex Mine Development Corp.

Interim consolidated statements of cash flows  
three and six month periods ended January 31, 2011 and 2010

(Unaudited - Prepared by Management)

	Three months ended		Six months ended	
	January 31,		January 31,	
	2011	2010	2011	2010
	\$	\$	\$	\$
<b>Operating activities</b>				
Net loss	(348,459)	(218,923)	(873,558)	(444,352)
Items not affecting cash				
Amortization	2,600	17,859	5,200	43,665
Unrealized foreign exchange loss	10,202	30,398	6,977	359
Change in non-cash working capital items				
Decrease (increase) in amounts receivable	(38,406)	(83,540)	1,741	698,271
Decrease in prepaid expenses	13,324	-	19,591	-
Increase (decrease) in accounts payable and accrued liabilities	(141,977)	(25,427)	229,721	(296,084)
	(502,716)	(279,633)	(610,328)	1,859
<b>Investing activities</b>				
Investment in reclamation bonds	-	(4,206)	-	(4,206)
	-	(4,206)	-	(4,206)
<b>Financing activities</b>				
Share issuance costs	-	(5,614)	-	(5,614)
Advances from related parties	452,175	-	452,175	-
	452,175	(5,614)	452,175	(5,614)
Decrease in cash during the period	(50,541)	(289,453)	(158,153)	(7,961)
Cash, beginning of period	144,997	524,525	252,609	243,033
<b>Cash, end of period</b>	<b>94,456</b>	<b>235,072</b>	<b>94,456</b>	<b>235,072</b>

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 1. Nature and continuance of operations

Cantex Mine Development Corp. (“Cantex” or the “Company”) is incorporated under the laws of the Province of Alberta and its principal business activity is the exploration and development of its mineral properties, either directly or indirectly through joint exploration and development ventures and other arrangements. The Company has not yet determined whether its properties contain mineral reserves that are economically recoverable.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its commitments, realize its assets and discharge its liabilities in the normal course of business. Since inception, the Company has incurred cumulative losses of \$44,700,420 and, for the six month period ended January 31, 2011, has incurred negative operating cash flow from continuing operations of \$610,328. At January 31, 2011, the Company has a negative working capital position of \$2,856,224. Additional financing will be required for the Company to continue operations. The ability of the Company to continue operations is dependent upon continued financial support of its shareholders, other investors and lenders, and the successful development of the Company’s mineral property interests. The Company has not determined whether any of its properties contain mineral reserves that are economically recoverable which raises substantial doubt as to the Company’s ability to continue as a going concern. If the going concern assumption were not appropriate for these financial statements, adjustments would be necessary in the carrying values of assets and liabilities, the reported net loss and the balance sheet classifications used.

Although the Company has taken steps to verify title to the mineral properties in which it, through its subsidiaries, has an interest, in accordance with industry standards for the stage of exploration of such properties, those procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

### 2. Basis of presentation

Management has prepared the consolidated financial statements of the Company in accordance with Canadian generally accepted accounting principles (“Canadian GAAP”). The consolidated financial statements are expressed in the Company’s functional currency, Canadian dollars, except where noted.

#### (a) Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Cantex Gold Corp. All significant intercompany balances and transactions have been eliminated.

#### (b) Economic uncertainty

The Company’s principal property and its primary exploration and development activities are taking place in the Republic of Yemen and, as such, the Company is exposed to a number of possible risks over which it has no control. These risks include, but are not necessarily limited to: changes in laws affecting foreign ownership, government participation, taxation, royalties, duties, rates of exchange, inflation, exchange control, repatriation of earnings, civil unrest, civil war and acts of terrorism. The likelihood of these events occurring cannot be predicted at this time. There are no assurances that the current economic and political conditions will continue in Yemen.

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 2. Basis of presentation (continued)

(a) *Adoption of new accounting standards*

*Financial Instruments - Disclosure*

In June 2009, the AcSB amended Section 3862, Financial Instruments – Disclosures, to converge with Improving Disclosures about Financial Instruments (Amendments to IFRS 7). The amendments expand the disclosures required in respect of recognized fair value measurements and clarify existing principles for disclosures about the liquidity risk associated with the financial instruments, including the fair value hierarchy into which the fair value measurements are categorized in their entirety. Disclosure must be made for any significant transfers between the level of fair value hierarchy and the reasons for those transfers. The Company adopted this amended standard on July 31, 2010 and the required disclosures are included in Note 11.

(b) *Recent accounting pronouncements*

*Business combinations*

In January 2009, the CICA issued Handbook Section 1582, *Business Combinations*, Section 1601, *Consolidated Financial Statements*, and Section 1602, *Non Controlling Interests* to replace Section 1581 and Section 1600. These sections shall be applied prospectively to business combinations beginning on or after January 1, 2011. This pronouncement further aligns Canadian GAAP with US GAAP and IFRS and changes the accounting for business combinations in a number of areas. It establishes principles and requirements governing how an acquiring company recognizes and measures in its financial statements identifiable assets acquired, liabilities assumed, and non-controlling interest in the acquiree, and goodwill acquired. The section also establishes disclosure requirements that will enable users of the acquiring company's financial statements to evaluate the nature and financial effects of its business combinations. This standard is not expected to have any effect on the Company's financial statements unless and until one or more business combination transactions occur.

*International Financial Reporting Standards ("IFRS")*

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles ("GAAP") with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after 2011. The transition date of August 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended July 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

# Cantex Mine Development Corp.

Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 3. Mineral property interests

	July 31, 2010		January 31, 2011
	Cumulative expenditures	Current year expenditures	Cumulative expenditures
	\$	\$	\$
Yemen program	22,160,446	521,749	<b>22,682,195</b>
Nevada program	1,672,552	297,518	<b>1,970,070</b>
Yukon program	-	18,359	<b>18,359</b>
	<b>23,832,998</b>	<b>837,626</b>	<b>24,670,624</b>
	July 31, 2009		July 31, 2010
	Cumulative expenditures	Current year expenditures	Cumulative expenditures
	\$	\$	\$
Yemen program	21,340,603	819,843	22,160,446
Nevada program	1,615,207	57,345	1,672,552
	<b>22,955,810</b>	<b>877,188</b>	<b>23,832,998</b>

Title to mining 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 mining properties. The Company has diligently investigated rights of ownership of all of the mineral concessions in which it has an interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers and rights of ownership may be affected by undetected defects.

#### *Yemen program*

In November 2008, Vale International SA ("Vale"), a wholly-owned subsidiary of Companhia Vale do Rio Doce, signed a letter agreement for the Company's Suwar, Wadi Outabah and Al Masna nickel, copper, cobalt and platinum group element projects in Yemen.

Vale may earn a 40% participating interest in the Suwar project if US\$3 million is spent on the Suwar project, a pre-feasibility study is completed on or before July 31, 2012 and a US\$1 million option payment is made to Cantex. An additional 20% can be earned by completing a feasibility study, financing mine development and achieving commercial production. Vale has met the US\$2 million exploration expenditure commitment in calendar 2009 and the US\$1 million commitment in calendar 2010.

In September 2010, the Company entered into a letter of intent with Cheetah-Yemen Holdings Ltd. ("Cheetah"), a wholly owned subsidiary of Cheetah Ventures Ltd., whereby Cheetah would have been granted an option to acquire up to a 70% interest in the Company's Al Hariqah gold project in Yemen. The letter of intent had several conditions required for an option agreement to be put into force. As announced by the Company in January 2011, these conditions were not met in the time allowed and, as a result, the letter of intent is no longer in effect.

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 3. Mineral property interests (continued)

#### *Yukon Gold Project*

In February 2011, the Company staked two claim blocks located approximately 100 km northeast of Mayo, Yukon, Canada. A 50 claim block has been staked adjacent to a new belt of gold mineralization recently discovered in the area. In addition, a 48 claim block has been staked over the source area of several arsenic anomalies as reported on the government stream sediment maps.

### 4. Property and equipment

				January 31, 2011	July 31, 2010
	Expected useful life	Cost	Accumulated depreciation	Net book value	Net book value
		\$	\$	\$	\$
Field equipment	5 years	523,973	495,602	<b>28,371</b>	32,454
Computer equipment	3 years	14,715	14,715	-	1,117
		538,688	510,317	<b>28,371</b>	33,571

### 5. Related party transactions and balances

	January 31, 2011	July 31, 2010
	\$	\$
Due to related parties		
To a company controlled by a director for laboratory and mineralogical costs	<b>388,798</b>	257,622
To a director for management and geological consulting fees	<b>58,025</b>	20,793
To a company controlled by a director for exploration expenditure advances to the Company	<b>2,005,278</b>	1,547,278
To a company controlled by a director for shared office and administrative charges	<b>204,756</b>	158,124
To a company controlled by a director for shared field expenditures	<b>24,392</b>	24,392
To a company controlled by a director for geological fees	<b>219,159</b>	212,779
To a company with common directors and management for shared administrative charges	<b>885</b>	1,679
To a company with common directors and management for shared field expenditures	<b>1,044</b>	516
	<b>2,902,337</b>	2,223,183

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 5. Related party transactions and balances (continued)

Amounts due to related parties have no fixed terms of repayment, are unsecured and are non-interest bearing. The fair value of the amounts due to related parties is not determinable due to the nature of the accounts.

The following transactions were in the normal course of operations and measured at the exchange value which represented the amount of consideration established and agreed to by the related parties:

	Six month period ended January 31,	
	2011	2010
	\$	\$
Amounts paid or accrued		
To a company controlled by a director for laboratory and mineralogical costs	117,122	-
To a director for management and geological consulting fees	28,243	8,964
To a company controlled by a director for office and administrative costs	38,598	27,200
To a company controlled by a director for shared field expenditures	5,000	12,000
To a company controlled by a director for geological consulting fees	8,734	8,819
To a company with common directors and management for office and administrative costs	7,366	3,033
To a company with common directors and management for shared field expenditures	932	-
	<b>205,995</b>	<b>60,016</b>
	\$	\$
Recoveries recorded		
From a company with common directors and management for shared office and administrative costs	163	-
	<b>163</b>	<b>-</b>

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 6. Share capital and contributed surplus

(a) In January 2010, the Company settled indebtedness totaling \$1,022,842 owing to a company owned by Dr. Charles Fipke, the Chairman of the Company, by the issuance of 17,047,367 shares with a deemed value of \$0.06 per share. The indebtedness included monies advanced to the Company for mineral exploration and operating expenditures.

(b) *Stock option plan*

In January 2009, shareholders approved and the Company implemented a new stock option plan (the "Plan"). Under the Plan, the total number of options outstanding is not to exceed 5% of the aggregate issued and outstanding common shares. The exercise price of the options issued under the plan is determined by the Board of Directors at the time the options are granted. The options vest immediately upon grant, except as determined by the Board of Directors, and are exercisable for up to a period of up to ten years from the date of grant.

Details are as follows:

	Number	Weighted Average Exercise price
		\$
Outstanding, July 31, 2009	11,770,000	0.14
Granted	-	-
Expired	(70,000)	(0.20)
Cancelled	-	-
Outstanding, July 31, 2010	<b>11,700,000</b>	<b>0.13</b>
Granted	-	-
Expired	-	-
Cancelled	-	-
<b>Outstanding, January 31, 2011</b>	<b>11,700,000</b>	<b>0.13</b>

The following stock options were outstanding and exercisable at January 31, 2011:

Number	Exercise price	Expiry date
	\$	
100,000	0.10	November 26, 2012
3,800,000	0.20	March 19, 2013
7,800,000	0.10	January 28, 2019
<b>11,700,000</b>		

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 7. Segmented information

The Company manages its business as a single operating segment: mineral exploration. The Company operates in both foreign and domestic countries as follows:

	Six month period ended January 31,	
	2011	2010
	\$	\$
Loss		
Canada	123,508	14,924
Yemen	452,532	165,788
United States of America	297,518	44,717
	<b>873,558</b>	225,429

  

	January 31,	July 31,
	2011	2010
	\$	\$
Property and equipment		
Yemen	28,371	33,571
	<b>28,371</b>	33,571

### 8. Supplemental disclosure with respect to cash flows

There were no significant non-cash transactions during the six month period ended January 31, 2011.

Significant non-cash transactions for the six month period ended January 31, 2010 included:

- (a) Issuing 17,047,367 common shares valued at \$1,022,842 to a company owned by the Chairman of the Company for monies advanced to the Company for mineral exploration and operating expenditures.

No cash was paid for interest or taxes during the six month period ended January 31, 2011 (2010: \$nil)

### 9. Contingencies

The Company is from time to time involved in various claims, legal proceedings and tax assessments arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay by reason thereof, will have a material effect on the financial conditions or future results of operations of the Company.

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 10. Capital management

The Company includes equity, comprising of issued common shares, contributed surplus and deficit, in the definition of capital.

The Company's objectives when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company expects its current capital resources will not be sufficient to complete its exploration and development plans and operations through its current operating period and it will be required to raise additional funds through future equity issuances or secure other financing. To date, the Company has relied on advances from related parties to fund its operations and exploration activities and expects continued financial support through the next twelve months. The Company is currently not subject to externally imposed capital requirements. The Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in secure deposits in large Canadian financial institutions.

The Company's primary objective with respect to capital management is to ensure adequate liquid capital resources are in place to fund the exploration and development of its mineral properties while maintaining its ongoing operations. To secure the additional capital to pursue these plans, the Company may attempt to raise additional funds through the issuance of debt and or equity.

### 11. Financial instruments and risk management

The Company has classified each financial instrument into the following categories: held-for-trading assets and liabilities, loans and receivables, held-to-maturity investments, available-for-sale financial assets, and other financial liabilities. Subsequent measurement of the financial instruments is based on their classification.

The Company has made the following classifications:

- Cash is classified as a financial asset held-for-trading and is measured on the balance sheet at fair value;
- Amounts receivable are classified as loans and receivables and are initially measured at fair value and subsequent periodic revaluations are recorded at amortized cost using the effective interest rate method; and
- Accounts payable and amounts due to related parties are classified as other liabilities and are initially measured at fair value and subsequent periodic revaluations are recorded at amortized cost using the effective interest rate method.

The Company's financial instruments are exposed to certain financial risks, including currency, credit, liquidity and price risk.

The fair value hierarchy established by amended CICA Handbook Section 3862, *Financial Instruments – Disclosures*, establishes three levels to classify the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

# Cantex Mine Development Corp.

## Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

### 11. Financial instruments and risk management (continued)

Level 2 – Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liabilities.

Level 3 – Prices or valuation techniques that require inputs that are both significant to fair value measurement and unobservable (supported by little or no market activity).

A summary of the Company's financial assets that are measured at fair value on a recurring basis by the level within the fair value hierarchy is presented below. As at January 31, 2011, those financial assets are classified in their entirety based on the level of input that is significant to the fair value measurement.

	Total	Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Cash	\$ 94,456	\$ 94,456	\$ -	\$ -

#### (a) *Currency risk*

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Yemen and as such, a portion of its expenses are incurred in the local currency and US dollars. A significant change in the currency exchange rates could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

At January 31, 2011, the Company is exposed to currency risk relating to funds held in U.S. dollars and Yemen rials with a value of approximately \$88,285 (July 31, 2010: \$86,851).

#### (b) *Credit risk*

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The majority of the Company's cash is held through a large Canadian financial institution with a high investment grade rating.

At January 31, 2011, the Company has no financial assets that are past due or impaired due to credit risk defaults. The Company's receivables consist mainly of mineral property recoveries due from partners and GST receivable due from the Federal Government of Canada. The Company is subject to the risk that its partners will default on amounts owing for their portion of exploration expenditures. The Company's maximum credit risk at January 31, 2011 is \$31,141 (July 31, 2010: \$52,079). Any such amounts defaulted would dilute that partners' interest in the exploration joint venture and would require the Company to pick up the proportionate share of future exploration expenditures.

# Cantex Mine Development Corp.

Notes to the interim consolidated financial statements

January 31, 2011

(Unaudited – Prepared by Management)

## 11. Financial instruments and risk management (continued)

### (c) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk through the management of its capital structure and financial leverage as outlined in Note 10 to the consolidated financial statements.

Accounts payable and accrued liabilities are due within the current operating period.

Amounts due to related parties have no fixed terms of repayment, are unsecured and are non-interest bearing.

### (d) *Price risk*

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

# Cantex Mine Development Corp.

## Interim consolidated schedules of exploration expenses three and six month periods ended January 31, 2011 and 2010

(Unaudited - Prepared by Management)

	Three months ended		Six months ended	
	January 31,		January 31,	
	2011	2010	2011	2010
	\$	\$	\$	\$
Travel, field costs and other	<b>193,822</b>	133,786	<b>343,114</b>	192,861
Wages	<b>73,329</b>	109,996	<b>253,178</b>	157,897
Consulting and engineering	<b>42,859</b>	233,216	<b>181,082</b>	286,013
Licenses and permits	<b>710</b>	-	<b>42,742</b>	34,707
Living costs	<b>7,054</b>	10,202	<b>17,510</b>	23,979
	<b>317,774</b>	487,200	<b>837,626</b>	695,457