STINA RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

SIX MONTHS ENDED MARCH 31, 2009 AND 2008

Notice to Reader:

The attached financial statements have been prepared by the Management of Stina Resources Ltd. and have not been reviewed by the auditors of Stina Resources Ltd.

STINA RESOURCES LTD.

INTERIM CONSOLIDATED BALANCE SHEETS

AS AT MARCH 31, 2009 AND SEPTEMBER 30, 2008

	March 31 2009 $	September 30 2008 $
ASSETS		
CURRENT ASSETS		
Cash	23,208	23,715
Accounts receivable	36,794	22,331
Inventories **(Note 3)**	9,322	7,572
	69,324	53,618
EQUIPMENT (Note 4)	331	368
RECLAMATION BOND (Notes 2 and 5)	21,768	-
MINERAL INTEREST (Note 5)	3,518,732	3,509,128
	3,610,155	3,563,114
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	58,622	57,874
Asset retirement obligation **(Note 5)**	21,768	-
Due to related parties **(Note 7)**	63,106	73,757
	143,496	131,631
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 6)	6,938,736	6,806,435
CONTRIBUTED SURPLUS (Note 8)	261,031	214,547
DEFICIT	(3,733,107)	(3,589,499)
	3,466,659	3,431,483
	3,610,155	3,563,114

APPROVED ON BEHALF OF THE BOARD

signed: *Sidney Mann* **Director**

signed: *Edward Gresko* **Director**

- See Accompanying Notes -

STINA RESOURCES LTD.

INTERIM CONSOLIDATED STATEMENTS OF LOSS, COMPREHENSIVE LOSS AND DEFICIT
(Unaudited)

THREE AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008

	Three months ended March 31, 2009	Six months ended March 31, 2009	Three months ended March 31, 2008	Six months ended March 31, 2008
	$	$	$	$
SALES	20,594	33,285	18,467	35,644
COST OF GOODS SOLD (Schedule 1)	3,256	7,103	5,258	10,816
GROSS PROFIT	17,338	26,182	13,209	24,828
EXPENSES				
Northern Sea's Expenses **(Schedule 2)**	16,440	28,945	22,491	43,298
Administration Expenses **(Schedule 3)**	123,776	140,845	62,364	96,014
	140,216	169,790	84,855	139,312
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(122,878)	(143,608)	(71,646)	(114,484)
DEFICIT, at beginning of period	(3,610,229)	(3,589,499)	(3,410,852)	(3,368,014)
DEFICIT, at end of period	(3,733,107)	(3,733,107)	(3,482,498)	(3,482,498)
BASIC & DILUTED LOSS PER SHARE	(0.01)	(0.01)	(0.01)	(0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	15,167,967	14,893,029	11,828,467	11,828,467

- See Accompanying Notes -

STINA RESOURCES LTD.

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

THREE AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008

	Three months ended March 31, 2009	**Six months ended March 31, 2009**	**Three months ended March 31, 2008**	**Six months ended March 31, 2008**
CASH PROVIDED BY (USED FOR)				
	$	**$**	**$**	**$**
OPERATING ACTIVITIES				
Net loss	(122,878)	(143,608)	(71,646)	(114,484)
Add non-cash items:				
Amortization	9	37	23	46
Stock based compensation	46,484	46,484	-	-
	(76,385)	(97,087)	(71,623)	(114,438)
Net changes in other non-cash operating accounts				
Accounts receivable	(16,303)	(14,463)	(18,029)	(18,542)
Inventories	588	(1,750)	769	1,810
Prepaid expenses	-	-	8,878	(5,000)
Accounts payable	(1,926)	748	10,902	(15,062)
	(94,026)	(112,552)	(69,103)	(151,232)
INVESTING ACTIVITIES				
Exploration of mineral interests	(2,919)	(9,604)	(20,367)	(36,668)
Net cash flows used in investing activities	(2,919)	(9,604)	(20,367)	(36,668)
FINANCING ACTIVITIES				
Issuance of share capital/ Subscriptions	67,800	132,300	-	-
Share subscription	-	-	-	-
Due to(from) related parties	(3,451)	(10,651)	(7,182)	(8,182)
Net cash flows from financing activities	64,349	121,649	(7,182)	(8,182)
INCREASE (DECREASE) IN CASH	(32,596)	(507)	(96,652)	(196,082)
CASH, beginning of period	55,804	23,715	146,092	245,522
CASH, end of period	23,208	23,208	49,440	49,440
Supplementary cash flow information				
Interest paid	-	-	-	-
Income taxes paid	-	-	-	-
	-	-	-	-

- **See Accompanying Notes –**

Schedule 1

STINA RESOURCES LTD.

INTERIM CONSOLIDATED SCHEDULES OF COST OF GOODS SOLD
(Unaudited)

THREE AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008

	Three months ended March 31, 2008	Six months ended March 31, 2008	Three months ended March 31, 2007	Six months ended March 31, 2007
OPENING INVENTORY	9,910	7,572	14,644	15,685
ADD:				
Purchases	373	373	-	-
Packaging	2,212	8,397	4,489	8,807
Duty, freight and brokerage	83	83	-	199
	2,668	8,853	4,489	9,006
	12,578	16,425	19,133	24,691
LESS ENDING INVENTORY	(9,322)	(9,322)	(13,875)	(13,875)
COSTS OF GOODS SOLD	3,256	7,103	5,258	10,816

Schedule 2

STINA RESOURCES LTD.

INTERIM CONSOLIDATED SCHEDULES OF OPERATING EXPENSES
(Unaudited)

NORTHERN SEA'S DIVISION

THREE AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008

	Three months ended March 31, 2009 $	Six months ended March 31, 2009 $	Three months ended March 31, 2008 $	Six months ended March 31 2008 $
Accounting	-	-	146	183
Advertising and promotion	409	437	1,343	1,460
Office	2,162	4,049	1,565	3,934
Rent	2,053	2,489	7,909	14,460
Shipping and postage	723	1,630	1,020	2,228
Telephone	1,467	2,200	1,338	2,638
Wages, commissions, and contract services	9,626	18,140	9,170	18,395
	16,440	28,945	22,491	43,298

- See Accompanying Notes -

Schedule 3

STINA RESOURCES LTD.

INTERIM CONSOLIDATED SCHEDULES OF ADMINISTRATIVE EXPENSES
(Unaudited)

THREE AND SIX MONTHS ENDED MARCH 31, 2009 AND 2008

	Three months ended March 31, 2009 $	**Six months ended March 31, 2009 $**	**Three months ended March 31, 2008 $**	**Six months ended March 31, 2008 $**
Accounting, audit and legal	35,025	35,025	26,532	27,682
Amortization	9	37	23	46
Bank charges	259	392	205	472
Consulting fees	14,028	26,257	15,378	31,907
Exchange loss	152	442	540	1,027
Office and sundry	5,970	7,330	6,499	11,672
Regulatory fees and shareholder communications	5,737	5,737	1,500	1,500
Rent	884	1,660	-	-
Stock based compensation	46,484	46,484	-	-
Transfer agent	5,181	5,181	3,242	4,307
Travel and promotion	10,047	12,300	8,445	17,401
	123,776	140,845	62,364	96,014

- See Accompanying Notes -

1. NATURE OF OPERATIONS

The Company's primary operation is mineral exploration and development. The Company is also engaged in the health food and supplement products industry. The Company's shares are traded on the TSX Venture Exchange (the "Exchange").

The Company is in the process of exploring and evaluating its mineral property interest in Nevada, USA. The Company presently has no proven or probable reserves, and on the basis of information to date, has not yet determined whether its property contains economically recoverable resources. The amounts recorded as mineral property interests and deferred exploration represent costs incurred to date and do not necessarily represent present or future values. The recoverability of these amounts is dependent upon the existence of economically recoverable reserves, the ability of the Company to arrange appropriate financing to complete the development of its mineral property interest, and upon future profitable production or proceeds from disposition.

The Company has sustained operating losses since inception and has an operating deficit since inception totaling $3,733,107. These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize the carrying value of its assets and discharge its liabilities in the normal course of business for the foreseeable future. Should the Company be unable to continue as a going concern, the basis of reporting the carrying values of assets may be adjusted. The ability of the Company to continue as a going concern is dependent upon the Company raising sufficient equity financing, issuing debt or securing related party advances to complete the evaluation and development of its mineral property interests, the discovery of economically recoverable reserves, and upon future profitable production or proceeds from disposition of its resource property interests. Management anticipates that the Company will need to seek out additional equity financing to continue with phase II of the exploration program on its mineral property during the 2009 fiscal period, as there are insufficient current cash reserves to conduct the planned exploration program and continue operations for the ensuing twelve months. Management is also aware that significant material uncertainties exist, related to current economic conditions that could cast significant doubt upon the entity's ability to continue to finance its exploration activities. As a result, management plans on reducing spending in order to preserve cash and maintain liquidity until overall market conditions improve. Management is not able to assess the likelihood or timing of improvements in the equity markets for raising capital for future acquisitions, exploration or expenditures. This uncertainty represents a liquidity risk and may impact the Company's ability to continue as a going concern in the future. The Company is in the process of exploring and evaluating its mineral property interest which is located in Nevada, USA. The Company presently, based on information to date, has not yet determined whether it's mineral property contains economically recoverable resources.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Consolidation

These consolidated financial statements include the accounts and operations of the Company and the Company's wholly-owned subsidiary, Northern Seas Products Ltd. ("Northern Seas"). All intercompany balances and transfers have been eliminated upon consolidation.

2. SIGNIFICANT ACCOUNTING POLICIES - CONT'D

b) Cash equivalents

Cash equivalents would include money market based investments and guaranteed investment certificates where maturity is less than ninety days and that may be liquidated at the Company's option without significant penalty.

c) Mineral property interests

Where specific exploration programs are planned and budgeted by management, mineral exploration costs are capitalized and carried at cost until the properties to which they relate are advanced to the development stage, placed into commercial production, sold, abandoned or determined by management to be impaired in value.

Management evaluates the carrying value of each mineral property interest for impairment on a reporting period basis, or as events and changes in circumstances warrant, and makes a determination based on exploration activity and results, estimated future cash flows, and availability of funding as to whether carrying value has been impaired.

When future cash flows are not reasonably determinable, mineral interests are evaluated for impairment based on management's intentions and determination of the extent to which future exploration programs are warranted and likely to be funded.

Costs incurred for acquisition, including option payments under acquisition agreements, are capitalized until such time as the related interest is placed into production, sold, abandoned, or where management has determined that an impairment in value has occurred. For mineral property interests under option, the Company records only the costs incurred or committed in respect of work programs or amounts due in the reporting period for payment requirements necessary to maintain the options in good standing.

Proceeds of dispositions of partial mineral interest on properties are credited as a reduction of carrying costs. No profit is realized until all the related costs have been offset by disposition proceeds. If a property is placed into commercial production, accumulated costs to production will be amortized based on units of production.

d) Income taxes

The Company follows Canadian Institute of Chartered Accountants (CICA) Handbook Section 3465 in accounting for corporate income taxes. The guidance focuses on the amount of income taxes payable or receivable that will arise if an asset is realized or a liability is settled for is carrying amount. The resulting future income tax asset or liability is recorded based on substantially enacted income tax rates. In the case of unused tax losses, flow-through resource expenditures and pools, income tax reductions and certain items that have a tax basis but cannot be identified with an asset or liability on the balance sheet, the recognition of future income tax assets is determined by reference to the likely realization of such benefits at the balance sheet date.

e) Inventories

Inventories of raw materials and product for resale are recorded on a first in first out basis at the lower of cost and net realizable value.

2. SIGNIFICANT ACCOUNTING POLICIES - CONT'D

f) Foreign exchange

Balance sheet items denominated in U.S. dollars are translated into Canadian dollars at exchange rates prevailing at the balance sheet date for monetary items and at exchange rates in effect at the transaction date for non-monetary items. Income statement items are translated at actual rates or average rates prevailing during the year. Realized gains and losses from foreign currency transactions are charged to income in the period in which they occur.

g) Administrative expenditures

Administrative expenditures are expensed in the year incurred.

h) Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure on contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of impairment of assets, useful lives for depreciation and amortization, inventory costing and the determination of the fair value of stock options granted. Financial results as determined by actual events could differ from those estimates.

i) Amortization and tangible capital property

Tangible capital property is recorded at costs. Amortization is provided at the following annual rates:

Office equipment	20% Declining balance
Laboratory equipment	20% Declining balance

j) Long-lived assets

The carrying values of long-lived assets with fixed or determinable lives are reviewed for impairment whenever events or changes in circumstances indicate the recoverable value may be less than the carrying amount. Recoverable value determinations are based on management's estimates of undiscounted future net cash flows expected to be recovered from specific assets or groups of assets through use or future disposition. Impairment charges are recorded in the period in which determination of impairment is made by management.

Assets with indefinite or indeterminable lives are not amortized and are reviewed for impairment on a reporting basis using fair value determinations by management's estimate of recoverable value. Assets held and available for sale or not in use are segregated and reported at lower of cost and recoverable amount.

k) Revenue recognition

Revenue from product sales is recorded upon product shipment and when collection is reasonably assured.

2. SIGNIFICANT ACCOUNTING POLICIES - CONT'D

l) Basic and diluted loss per share

The Company follows CICA Handbook section 3500, in calculating earnings (loss) per share.

The standard requires the use of the treasury stock method for computing diluted earnings (loss) per share, which assumes that any proceeds obtained upon exercise of options or warrants, would be used to purchase common shares at average market price during the period. Loss per share is calculated using the weighted average number of shares outstanding during the year.

Diluted loss per share is equal to Basic loss per share for all periods presented as the effect of all stock options and warrants outstanding have been excluded, as they are anti-dilutive.

m) Financial Instruments

The Company follows CICA Handbook Section 3855, financial instruments. The Section prescribes when a financial instrument is to be recognized on the balance sheet and at what amount. Under the Section, financial instruments must be classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. All financial instruments, including derivatives, are measured at the balance sheet date at fair value except for loans and receivables, held-to-maturity investments, and other financial liabilities which are measured at amortized cost.

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and amounts due to related parties. Cash is measured at its face value, representing fair value. Accounts receivable, accounts payables and amounts due to the related parties are recorded at amortized cost. The fair value of all the instruments approximates their carrying value due to their short-term maturity.

Net smelter royalties, buy-out options and similar future entitlements or commitments are not considered to have measurable value until such time as the mineral property interests to which they relate have reached the development or mining feasibility stage.

n) Comprehensive income(loss)

The Company follows CICA Handbook Section 1530, comprehensive income. Comprehensive income (loss) is defined as the change in equity from transactions and other events from non-owner sources. Section 1530 establishes standards for reporting and presenting certain gains and losses not normally included in net income or loss, such as unrealized gains and losses related to available for sale securities and gains and losses resulting from the translation of self-sustaining foreign operations, in a statement of comprehensive income.

For all periods presented, the Company has no items required to be reported in comprehensive income. Accordingly, no statement of comprehensive income has been presented.

2. SIGNIFICANT ACCOUNTING POLICIES - CONT'D

o) Asset retirement obligations

The Company follows CICA Handbook section 3110, relating to the recognition and disclosure of asset retirement obligations and associated asset retirement costs. Management has reviewed the anticipated obligations and retirement costs of long-lived assets for known obligations under contract, common practice, or laws and regulations in effect or anticipated and has determined that there are no known or likely material quantifiable obligations to be recorded to September 30, 2008. The Company is currently in the exploration stage on its Nevada mineral property interest and has not determined whether significant site reclamation or environmental remediation costs will be required. The Company records liability for site reclamation, when determinable, on a systematic accrual basis in the period in which such costs, if any, can be reasonably determined.

In a prior year the Company posted a reclamation bond with the Nevada government for any site remediation. Effective October 1, 2008, the Company has disclosed the reclamation bond as an asset retirement obligation.

p) Stock-based compensation

The Company follows the accounting guidelines of the CICA Handbook section 3870, Stock-based Compensation and Other Stock-Based Payments. Under the guidelines, all new or repriced stock-based awards are measured and recognized using the fair-value method. The standard also encourages the use of the fair-value method for all direct awards of stock, stock appreciation rights, and awards that call for settlement in cash or other assets.

q) Non-monetary transactions

All non-monetary transactions are measured at the fair value of the asset surrendered or the asset or services received, whichever is more reliable, unless the transactions lacks commercial substance. The commercial substance requirement is met when the future cash flows are expected to change significantly as a result of the transaction.

r) Related party transactions

All monetary transactions occurring with related parties in the normal course of operations are measured at the exchange value which is determined by management to approximate fair value. Non-monetary transactions in the normal course of operations that have commercial substance and do not involve the exchange of property or product held for sale are also measured at the exchange value. All other related party transactions are valued at the carrying value.

s) Changes in accounting policies

Section 3064, Goodwill and Intangible Assets

The new standard establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets, including those developed internally. At the same time the CICA accounting standards board amended section 1000, Financial Statement Concepts, to clarify the criteria for recognition of an asset. Therefore items that no longer meet the definition of an asset are no longer recognized with assets. The new standard and amended standard were both effective for annual and interim periods beginning on or after October 1, 2008. The adoption of this section has not had a significant effect on the financial statements on its results of operation and financial position.

2. SIGNIFICANT ACCOUNTING POLICIES - CONT'D

s) Changes in accounting policies – continued

Section 3031, Inventories

In June 2007, the CICA issued this Section which prescribes the accounting treatment for inventories. In particular, this Section provides guidance on the determination of cost and its subsequent recognition as an expense, including any write-down to net realizable value and potential recovery through a reversal of a write-down. This Section does not apply to the measurement of inventories held by producers of minerals and mineral products to the extent that they are measured at net realizable value. The mandatory effective date is for annual and interim financial statements for years beginning on or after January 1, 2008. This new requirement has been adopted by the Company effective October 1, 2008 and did not have a significant effect on the financial statements on its results of operation and financial position.

t) Recent accounting pronouncements, not yet adopted

Transition to International Financial Reporting Standards

In 2006, Canada's Accounting Standards Board (AcSB) ratified a strategic plan that will result in the convergence of Canadian GAAP, as used by public companies, with International Financial Reporting Standards over a transitional period. The AcSB has developed and published a detailed implementation plan, with a changeover date for fiscal years beginning on or after January 1, 2011. The Corporation has not assessed the impact of the initiative on its financial statements.

3. INVENTORIES

	March 31 2009 $	September 30 2008 $
Inventories consist of:		
Raw materials	2,924	2,129
Finished goods	6,398	5,443
	9,322	7,572

4. EQUIPMENT

	March 31, 2009 $			September 30, 2008 $
	Cost	Accumulated Amortization	Net	Net
Office equipment	3,179	3,018	161	179
Laboratory equipment	4,270	4,100	170	189
	7,449	7,118	331	368

5. MINERAL PROPERTY INTEREST

Bisoni MacKay Property, Nevada

On April 25, 2005, Company entered into a property option agreement with Vanadium International Co. ("Vanadium") to purchase a 50% undivided interest in 19 mining claims (the Bisoni MacKay Vanadium Property) covering 392.6 acres, located in Nye County, Nevada, USA. The optioned claims are subject to a 2.5% Net Smelter Royalty (NSR) payable to the vendor.

To earn its interest, the Company is required to make a series of cash payments totaling $250,000, issue 1,250,000 shares to Vanadium, as well as fund $700,000 of exploration activities, as follows:

Due	Cash payments		Common shares		Exploration Work	
Regulatory approval – June 3, 2005	$ 60,000	(paid)	-		$ -	
Within one year of approval	-		-		150,000	(completed)
Within two years of approval	90,000	**($15,000 paid, s**ee below)	625,000	(issued)	200,000	(completed)
Within three years of approval	100,000	(see below)	625,000	(issued)	350,000	(see below)
	$250,000		1,250,000		$ 700,000	

5. MINERAL PROPERTY INTEREST - CONT'D

Bisoni MacKay Property, Nevada – cont'd

On June 24, 2008, the Company issued a total of 175,000 common shares to satisfy the requirement for the remaining cash payments of $175,000, pursuant to a shares for debt settlement, and issued an additional 625,000 common shares to satisfy the third year requirement and acquire its 50% undivided interest. The 625,000 shares are subject to a time release escrow agreement (Note 6). The escrowed shares were recorded at $0.80 per share, being management's estimate of fair value based on a 20% discount from the quoted market price of $1.00 per share at the time of issuance to factor in a large block discount and the time release provisions.

Additionally, the Company exercised a purchase option, included in the original property option agreement, to acquire the remaining 50% interest in the mining claims, for a 100% total interest, subject to the 2.5% NSR. Consideration under the purchase option included a US$2,000,000 payment to the vendor. The US$2,000,000 option payment was satisfied in a share settlement through the issuance of 1,995,600 common shares at a stated value of $0.9978 per share. These shares have been recorded at management's estimate of fair value of $0.7982 per share, based on a 20% discount from the quoted market price at the time of the share issuance to factor in market conditions and large block discount.

In order to fulfill its obligation of $700,000 in expenditures, the Company and Vanadium have agreed to recognize 10% of the Company's administrative overhead costs incurred during the work programs as part of the exploration commitment. Accordingly, as at September 30, 2008, the Company has completed its $700,000 funding obligation under the option agreement.

Management has determined that the carrying value of the mineral property interest has not been impaired as at the year ended September 30, 2008 and March 31, 2009. Prevailing market conditions are considered to be temporary. However, this assessment may change in the future if current market trends continue for a sustained period.

The Company staked an additional 18 claims in the area which are contiguous with the existing claims.

During the periods ended, mineral property exploration expenditures were incurred as follows:

Bisoni McKay Vanadium Property, Nevada, USA	Six months ended March 31, 2009	Year ended September 30, 2008
Acquisition costs		
Balance, beginning of period	$ 2,858,617	$ 647,797
Incurred during the year:		
Accrual for option payment	-	(75,000)
Option payments, shares for debt 175,000 shares in lieu of cash	-	175,000
Option payment, 625,000 shares	-	500,000
Acquire additional 50% for 1,995,600 shares	-	1,596,480
Staking and claim costs	2,451	14,340
Reclassify reclamation bond posted on property	(21,768)	-
Balance, end of period	2,839,300	2,858,617

5. MINERAL PROPERTY INTEREST - CONT'D

Bisoni MacKay Property, Nevada – cont'd

Bisoni McKay Vanadium Property, Nevada, USA	Six months ended March 31, 2009	Year ended September 30, 2008
Exploration expenditures		
Balance, beginning of period	650,511	599,236
Geological consulting	2,656	43,200
Assaying, transportation and field supplies	-	120
Metallurgical testing	-	-
Permits and bonds	-	-
Reclamation estimate	21,768	-
Storage	4,497	7,955
Balance, end of period	679,432	650,511
Cumulative mineral interest expenditures	$ 3,518,732	$ 3,509,128

In a prior year the Company posted a reclamation bond with the Nevada state government should any site reclamation or environmental remediation be required. Effective October 1, 2008, the reclamation bond of $21,768 has been disclosed as an asset retirement obligation on the property.

Zeibright Mine, California

On February 19, 2009, the Company entered into an option agreement with Steephollow Resources Inc. (SRI), pursuant to which SRI has agreed to grant the Company an option to purchase a 100-per-cent beneficial interest in certain mining claims located in sections 28, 27 and 21 in T17N and R11E, Nevada county, California, United States. The claims are subject to a 2-per-cent net smelter interest.

To exercise the option the Company must: (i) incur and finance exploration expenditures on the property of not less than $100,000, on or before the second anniversary of the approval date of the option agreement by the TSX Venture Exchange (approved March 18, 2009); and (ii) allot and issue one million shares in the capital stock of the company to SRI upon the completion of such exploration expenditures.

6. SHARE CAPITAL

a) Authorized: Unlimited common shares without par value

b) Issued

		Six months ended March 31, 2009		Year ended September 30, 2008	
		Number of Shares	**Amount $**	**Number of Shares**	**Amount $**
Balance, beginning of period		14,624,067	6,806,435	11,828,467	4,534,955
Issued during the period:					
Cash	i)	661,500	132,300		
Property	ii)	-	-	2,795,600	2,271,480
Balance, end of period		15,285,567	6,938,735	14,624,067	6,806,435

i) On January 16, 2009, the Company issued a total of 661,500 shares at $0.20 per share pursuant to a private placement.

ii) On June 24, 2008, the Company issued a total of 2,271,480 shares, as part of a shares for debt arrangement, at a value of $2,382,480 to acquire 100% interest in the Bisoni MacKay Vanadium Property. **(Note 5)**

c) Shares in escrow

As at March 31, 2009, 562,500 shares were held in escrow. The shares are subject to a time release escrow agreement as follows:

Anticipated release dates:	Shares for release
June 14, 2009	93,750
June 24, 2009	93,750
December 24, 2009	93,750
June 24, 2010	93,750
December 24, 2010	93,750
June 24, 2011	93,750
	562,500

6. SHARE CAPITAL – CONT'D

d) Share purchase warrants

The following share purchase warrants are outstanding at March 31, 2009:

	Number of shares	Weighted average exercise price - $ -	Weighted average life remaining (years)
Balance at September 30, 2007	78,000	1.70	1.89
Granted / expired / exercised	-	-	-
Balance at September 30, 2008	78,000	1.70	0.88
Granted / expired / exercised	-	-	-
Balance at March 31, 2009	78,000	1.70	0.39

At March 31, 2009, the Company has 78,000 share purchase warrants outstanding, exercisable into shares at $1.70 per share on or before August 20, 2009.

e) Stock options

Under the Company's Incentive Share Option Plan, the Company may grant options to employees, consultants and directors when the number of shares reserved does not exceed 10% of the number of common shares issued and outstanding at the date of grant. The exercise price of the options granted will be no less than the discounted market price of the Company's shares and the maximum term of the options will be 5 years.

The following stock options are vested and exercisable:

	Number of shares	Weighted average exercise price - $ -	Weighted average Life remaining (years)
Balance at September 30, 2007	887,475	0.50	2.63
Granted / expired / exercised	-	-	-
Balance at September 30, 2008	887,475	0.50	1.63
Granted / expired / exercised	-	-	-
Balance at March 31, 2009	887,475	0.21	1.11

On January 8, 2009, the Company amended the exercise price of the options to $0.21, subject to shareholder and regulatory approval (received). All other terms remain the same. Each option outstanding entitles the holder to purchase one common share at an exercise price of $0.21 until May 18, 2010. The estimated fair value resulting from the modification of the options is $46,848, or approximately $0.05 per option.

7. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

a) Incurred premises rent in the amount of $nil (2008 - $3,765) to a company with common directors. The rent was payable on a month to month tenancy. This agreement has been terminated as of September 30, 2008.

b) Sales commissions included in wages, commissions and contract services expense totalling $15,000 (2008 - $15,000) were paid to a director of the Company for product sales.

c) The Company incurred consulting fees in the amount of $24,457 (2008 - $24,457) payable to a company owned by an officer for administrative services.

d) Advanced $nil (2008 - $8,878) to a company controlled by a director for future overseas product marketing expenses which was recorded as prepaid expenses at year end.

e) Received shareholder loans totalling $63,106 (2008 - $nil) from a company controlled by a director. The loans are unsecured, non-interest bearing, and have no specific terms of repayment.

8. CONTRIBUTED SURPLUS

Changes to the contributed surplus account are as follows:

	Six Months Ended March 31 2009 $	Year Ended September 30 2008 $
Balance, beginning of period	214,547	214,547
Fair value of options repriced	46,484	-
Balance, end of period	261,031	214,547

9. SEGMENTED INFORMATION

The Company continues to operate in two business segments. The Company sells and markets natural alternative health food products for people and animals. The primary business of the Company is in mineral exploration and development.

Six months ended March 31, 2009

Operating segments	Mineral Exploration	Health Foods	Corporate & Other	Consolidated
Total revenue	$ -	$ 33,285	$ -	$ 33,285
Segment gross profit	$ -	$ 26,182	$ -	$ 26,182
General and administrative expenses	$ -	$ 28,945	$ 140,845	$ 169,790
Net Profit (Loss)	$ -	$ (2,763)	$ (140,845)	$ (143,608)
Identifiable assets	$ 3,540,500	$ 39,309	$ 30,346	$ 3,610,155

Geographical location	Canada	USA	Total
Customer sales	$ 14,668	$ 18,617	$ 33,285
Cash	$ 21,257	$ 1,951	$ 23,208
Mineral property interests	$ -	$ 3,540,500	$ 3,540,500
Other assets	$ 44,569	$ 1,878	$ 46,447
Total Identifiable assets	$ 65,826	$ 3,544,329	$ 3,610,155

Year ended September 30, 2008

Operating segments	Mineral Exploration	Health Foods	Corporate & Other	Consolidated
Total revenue	$ -	$ 65,437	$ -	$ 65,437
Segment gross profit	$ -	$ 44,426	$ -	$ 44,426
General and administrative expenses	$ -	$ 77,157	$ 188,754	$ 265,911
Net Profit (Loss)	$ -	$(32,731)	$ (188,754)	$ (221,485)
Identifiable assets	$3,509,128	$ 27,453	$ 26,533	$ 3,563,114

Geographical location	Canada	USA	Total
Customer sales	$ 34,914	$ 30,523	$ 65,437
Cash	$ 21,608	$ 2,107	$ 23,715
Mineral property interests	$ -	$ 3,509,128	$ 3,509,128
Other assets	$ 27,582	$ 2,689	$ 30,271
Total Identifiable assets	$ 49,190	$ 3,513,924	$ 3,563,114

10. RISK MANAGEMENT

The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental issues and fluctuations in commodity based market prices associated with resource property interests. . Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

Financial Risk Management:
The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash accounts and accounts receivables. Cash accounts are held with major banks in Canada and the United States. This risk is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to credit risk is in its receivables. This risk is minimal as receivables consist primarily of refundable government sales taxes and to a lesser extent amounts due from customers. The Company only grants credit where customers have established a history of purchases. New and infrequent customers are normally subject to COD.

Currency Risk
The Company's functional currency is the Canadian dollar. There is moderate foreign exchange risk to the Company as some its natural health food customers and suppliers and its resource property interest are located in the United States. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

Interest Rate Risk
The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates.

Liquidity Risk
Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances and/or short-term investments that are readily available.

11. CAPITAL MANAGEMENT

The Company currently manages its capital structure and makes adjustments to it, based on cash resources expected to be available to the Company, in order to support the planned exploration and development of mineral property interests and ongoing operations of the alternative heath products segment. Management has not established a quantitative capital structure, but will review on a regular basis the capital structure of the Company relative to the stage of development of the business entity and mineral property interest.

The Company currently is dependent on externally provided equity financing to fund its exploration and development activities. In order to carry out planned exploration and development and fund administrative costs, the Company will allocate its existing capital and plans to raise additional amounts as needed through equity and related party advances, if available. Management reviews the capital management approach on an ongoing basis and believes that this approach is reasonable for the current state of the markets and exploration industry.

There were no significant changes in the Company's approach to capital management for the three months and six months ended March 31, 2009 compared to the year ended September 30, 2008. The Company is not subject to externally imposed capital requirements.

12. SUBSEQUENT EVENTS

On April 10, 2009 the Company appointed Mr. Stanley Barnard of Calgary, AB to the Board of Directors.

No other arrangements or transactions have occurred subsequent to March 31, 2009.