Jiulian Resources Inc.

Financial Statements
Expressed in Canadian Dollars

Year Ended February 29, 2008

Contents

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Auditors' Report

To the Shareholders of
Jiulian Resources Inc.

We have audited the balance sheets of Jiulian Resources Inc. as at February 29, 2008 and February 28, 2007 and the statements of operations and deficit, and cash flows for the year ended February 29, 2008 and the period from incorporation October 17, 2006 to February 28, 2007. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at February 29, 2008 and February 28, 2007, and the results of its operations and its cash flows for the year ended February 29, 2008 and the period from incorporation October 17, 2006 to February 28, 2007 in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada
May 28, 2008

"MacKay LLP"
Chartered Accountants

Jiulian Resources Inc.

Balance Sheets

As at February 29, 2008

		February 29, 2008 In CAD$		February 28, 2007 In CAD$
ASSETS				
Current				
Cash	$	71,578	$	40,997
Term deposit (Note 3)		1,823,222		100,249
Prepaid expenses		1,620		-
GST Recoverable		4,242		48
		1,900,662		141,294
Equipment (Note 4)		1,786		-
TOTAL ASSETS:	**$**	**1,902,448**	**$**	**141,294**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	$	38,038	$	10,000
Due to related party (Note 8)		10,078		10,078
		48,116		20,078
Shareholders' equity				
Share capital (Note 6)		1,944,950		135,000
Contributed surplus		45,500		-
Deficit		(136,118)		(13,784)
		1,854,332		121,216
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY:	**$**	**1,902,448**	**$**	**141,294**

- Continuance of operations (Note 1)
- Subsequent event (Note 11)

On behalf of the Board:

" X Charlie Cheng" Director   *" Jian Hong Zhang"* Director

The accompanying notes are an integral part of the financial statements

Jiulian Resources Inc.
Statements of Operations and Deficit
Expressed in Canadian Dollars

	Year Ended February 29, 2008	Period from Incorporation October 17, 2006 to February 28, 2007
Administration Expenses		
Accounting and audit	$ 20,222	$ 7,500
Bank charges	578	47
Amortization	457	-
Employee stock compensation	35,500	-
Filing and transfer agent fees	25,955	1,284
Legal and professional	24,055	2,500
Office and administration	15,641	125
Salaries & wages	6,413	-
Travel and related expenses	26,282	2,970
Loss before other items:	155,103	14,426
Other Items		
Interest income	34,353	642
Gain (loss) on disposal of equipment	(1,020)	-
Gain (loss) on currency exchange	(564)	-
	32,769	642
Net and comprehensive loss for the period	**(122,334)**	**(13,784)**
Deficit, beginning of the period:	(13,784)	-
Deficit, end of the period:	**$ (136,118)**	**$ (13,784)**
Basic and diluted loss per share	$ (0.02)	
Weighted average number of shares outstanding	4,713,279	

The accompanying notes are an integral part of the financial statements

Jiulian Resources Inc.
Statements of Cash Flows
Expressed in Canadian Dollars

	Year Ended February 29, 2008	Period from Incorporation October 17, 2006 to February 28, 2007
Cash Flows From Operating Activities		
Net loss for the period	$ (122,334)	$ (13,784)
Items not affecting cash:		
Amortization	457	-
Employee stock compensation expense	35,500	-
Changes in non-cash working capital items:		
Accrued interest on term deposit	(22,973)	(249)
Prepaid expense	(1,620)	-
Increase in GST recoverable	(4,194)	(48)
Accounts payable and accrued liabilities	28,038	10,000
Net cash flow from operating activities	(87,126)	(4,081)
Cash Flows From Investing Activities		
(Acquisition) redemption of term deposits	(1,700,000)	(100,000)
Purchase of equipment, net of disposals	(2,243)	-
Net cash from investing activities	(1,702,243)	(100,000)
Cash Flows From Financing Activities		
Advance from related party	-	10,078
Proceeds from issuance of shares	1,863,200	135,000
Common share issuance costs	(43,250)	-
Net cash from financing activities	1,819,950	145,078
Increase (decrease) in cash during the period	30,581	40,997
Cash, beginning of the period	40,997	-
Cash, end of the period	$ 71,578	$ 40,997
Supplemental cash flow Information:		
Interest paid	$ -	$ -
Income taxes	$ -	$ -

The accompanying notes are an integral part of the financial statements

Note 1 **NATURE AND CONTINUANCE OF OPERATIONS**

The Corporation was incorporated on October 17, 2006 under the laws of British Columbia. It is a capital pool corporation as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4, and accordingly, its principal purpose is to use its capital to investigate and acquire an asset or assets sufficient for the Corporation to meet the minimum listing requirements of the Exchange as a Tier 1 or Tier 2 issuer (referred to as a "Qualifying Transaction").

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") on a going concern basis with the assumption that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Corporation be unable to continue in business.

The Exchange may suspend from trading or delist the listed shares of the Corporation where the Corporation has not completed its Qualifying Transaction within twenty four months following the date of listing of the Corporation's shares on the Exchange. The Qualifying Transaction will be subject to regulatory approval and may be subject to shareholder approval.

Note 2 **SIGNIFICANT ACCOUNTING POLICIES**

The financial statements of the Corporation have been prepared in accordance with Canadian GAAP and are stated in Canadian dollars.

a) Estimates and Assumptions

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

b) Income taxes

Future income taxes relate to the expected future tax consequences of differences between the carrying amount of balance sheet items and their corresponding tax values. Future income tax assets, if any, are recognized only to the extent that, in the opinion of management, it is more likely than not that the future income tax assets will be realized. Future income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates at the date of enactment or substantive enactment.

c) Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits, and highly liquid investments redeemable at any time and are stated at cost, which approximates market value. The Corporation minimizes its credit risk by investing in cash equivalents with a major Canadian bank. Management believes that no concentration of credit risk exists with respect to investment of its cash and cash equivalents.

Note 2 **SIGNIFICANT ACCOUNTING POLICIES (**Cont'd**)**

d) Loss per Share

Loss per share is computed by dividing the net earnings for the period by the weighted average number of common shares outstanding during the year. To compute diluted earnings per share, adjustments are made to common shares outstanding. The weighted average number of common shares outstanding is adjusted to include the number of additional common shares that would be outstanding if, at the beginning of the period or at time of issuance, if later, all options were exercised.

The shares outstanding at February 28, 2007 have been excluded from the weighted average number of shares because they are contingently returnable.

e) Equipment

Equipment is stated at cost less accumulated amortization. Amortization is provided over the estimated useful lives of the assets at the following annual rates and methods:

Computer equipment	30% using the declining balance method

Equipment is tested for impairment when evidence of a decline in value exists. If it is determined that the carrying value of the equipment is not recoverable, a write-down to fair value is charged to earnings in the year that such a determination is made.

f) Stock Based Compensation

The fair value of stock options granted is determined using the Black-Scholes options pricing method and is expensed over the period of vesting. Any consideration paid on the exercise of stock options is credited to capital stock.

g) Share issue costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

h) Foreign currency translation

Monetary assets and liabilities are translated at year-end exchange rates; other assets and liabilities have been translated at the rates prevailing at the date of transaction. Revenue and expense items, except for amortization, are translated at the average rate of exchange for the year. Amortization is converted using the rates prevailing at the dates of acquisition. Gains and losses from foreign currency translation are included in the consolidated statements of loss.

Note 2 **SIGNIFICANT ACCOUNTING POLICIES (**Cont'd**)**

i) Accounting standards newly adopted

Effective March 1, 2007, the Corporation adopted several new accounting standards related to accounting changes, financial instruments, comprehensive income, and hedges that were issued by the Canadian Institute of Chartered Accountants ("CICA"). The new CICA standards are as follows:

Section 1506, Accounting Changes

Effective March 1, 2007, the Corporation implemented the new CICA Handbook Section 1506 "accounting changes". Under these new recommendations, voluntary changes in accounting policy are permitted only when they result in the financial statements providing reliable and more relevant information. This section requires changes in accounting policy to be applied retrospectively unless doing so is impracticable, requires prior period errors to be corrected retrospectively and requires enhanced disclosures about the effects of change in accounting policies, estimates and error on the financial statements.

These recommendations also require the disclosure of new primary sources of generally accepted accounting principles that have been issued that the Corporation has not adopted because they are not yet in effect.

The impact the adoption of this Section will have on the Corporation's financial statements will depend on the nature of future accounting changes.

Section 1530, Comprehensive income

CICA Handbook Section 1530, "Comprehensive Income," was issued in January 2005 to introduce new standards for reporting and presenting comprehensive income. Comprehensive income is the change in equity (net assets) of a company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except for changes resulting from investments by owners and distributions to owners.

Note 2 SIGNIFICANT ACCOUNTING POLICIES

i) Accounting standards newly adopted (Cont'd)

Section 3251, Equity

In January 2005, the CICA issued Handbook Section 3251, "Equity," which replaces Section 3250, "Surplus." It establishes standards for the presentation of equity and changes in equity. Financial statements for prior periods are required to be restated for certain specified adjustments. For other adjustments, the adjusted amount must be presented in the opening balance of accumulated other comprehensive income.

Section 3855, Financial instruments – Recognition and Measurement Section 3861, Financial Instruments -Disclosure and Presentation

In January 2005, the CICA issued Handbook Section 3855, "Financial instruments – Recognition and Measurement" and "Section 3861, Financial Instruments -Disclosure and Presentation." Section 3855 prescribes when a financial asset, financial liability or non-financial derivative is to be recognized on the balance sheet and at what amount, requiring fair value or cost-based measures under different circumstances. Section 3861 establishes standards for presentation of financial instruments and non-financial derivatives, and identifies the information that should be disclosed about them. Under Section 3855, all financial instruments are 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 are initially measured in the balance sheet at fair value. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets and liabilities are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income. Financial assets classified as held to maturity, loans and receivables and other liabilities (other than those held for trading) are required to be measured at amortized cost using the effective interest method of amortization.

As a result of the adoption of these four new standards, the Corporation has classified its cash and term deposits as held-for-trading. Receivables are classified as loans and receivables. Accounts payable, accrued liabilities and due to related parties are classified as other liabilities. The adoption of these standards did not have any impact on opening retained earnings nor accumulated other comprehensive income.

Note 2 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

j) Accounting standards not yet adopted

Section 1535, Capital Disclosures
In December 2006, the CICA issued Handbook section 1535 "Capital disclosures" which is effective for years beginning on or after October 1, 2007. The section specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. This new Section, which the Corporation intends to adopt on March 1, 2008, relates to disclosures and is not expected to have an impact on the Corporation's financial results.

Section 1400, General standards for financial statement presentation
The CICA has amended Handbook Section 1400 "General standards of financial presentation, effective for periods beginning on or after January 1, 2008 to include requirements to assess and disclose the Corporation's ability to continue as a going concern. The adoption of this new section on March 1, 2008 is not expected to have an impact on the Corporation's financial statements.

Section 3031, Inventories
In October 2007, the CICA issued Handbook Section 3031 "Inventories". This section, which is effective for year ends beginning on or after January 1, 2008, provides more guidance on the measurement and disclosure requirements for inventories. The adoption of this new section on March 1, 2008 is not expected to have an impact on the Corporation's financial statements.

Financial Instruments
In December 2006, the CICA issued Handbook Section 3862, "Financial Instruments – Disclosures" and Handbook Section 3863, "Financial Instruments – Presentation" to replace Handbook Section 3861, "Financial Instruments – Disclosure and Presentation". Section 3862 expands on the disclosures previously required under Section 3861 that establishes standards for disclosures about financial instruments and non-financial derivatives and identifies the information that should be disclosed about them. Section 3863 is consistent with the presentation requirements of Section 3861 that establishes standards for presentation of financial instruments and non-financial derivatives. These sections apply to interim and annual financial statements for fiscal periods beginning on or after October 1, 2007 and will be adopted by the Company on March 1, 2008. Transitional provisions are complex and vary based on the type of financial instruments under the consideration. The effect on the Company's financial statements is not expected to be material.

Note 2 SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

j) Accounting standards not yet adopted (Cont'd)

Section 3064, Goodwill and intangible assets
In February 2008, the CICA issued Handbook Section 3064 "Goodwill and intangible assets" which is required to be adopted for fiscal years beginning on or after October 1, 2008. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. The Corporation does not expect that the adoption of this new Section on March 1, 2009 will have a material impact on its financial statements.

International Financial Reporting Standards
In January 2006, the CICA Accounting Standards Board (AcSB) adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards ("IFRS") by the end of 2011. The impact of the transition to IFRS on the Corporation's financial statements has not yet been determined.

Note 3 **TERM DEPOSIT**

The term investment (redeemable) is through a chartered Canadian bank and interest is accrued at a fixed rate of 4.35% per annum, with a maturity date of November 12, 2008.

Note 4 **EQUIPMENT**

		February 29, 2008	
Description	Cost	Accumulated Amortization	Net Book Value
Computer equipment	$2,243	$457	$1,786

Note 5 **FINANCIAL INSTRUMENTS**

The carrying value of cash, the term deposit, accounts payable and accrued liabilities and due to related party approximate fair value due to the short-term nature of these financial instruments. The Corporation has incurred expenditures that are payable in U.S. dollars. The Corporation is therefore subject to currency exchange risk arising from the degree of volatility of changes in exchange rates between Canadian dollar and the U.S. dollar. Financial instruments that potentially subject the Corporation to concentration of credit risk consist principally of the term deposit. The Corporation places its term deposit with high credit quality financial institutions. The Corporation is not exposed to significant interest rate and credit risks. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

The Corporation does not use derivative instruments to reduce its exposure to foreign currency risk.

As at February 29, 2008, the Corporation had the following financial instruments in US$:

	CAD $ equivalent	US $
Cash	$35,382	$35,943

As at February 29, 2008, US$ amounts were converted at a rate of US$1.00 to $0.9844 Canadian dollars.

Note 6 **SHARE CAPITAL**

a) **Authorized:**
Unlimited number of common shares without par value

b) **Common Shares Issued:**

	2008		2007	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of period	**2,700,000**	**$135,000**	**-**	**-**
Issued for cash:				
Seed shares	-	-	2,700,000	$135,000
IPO shares	2,000,000	200,000	-	-
Private placements	4,620,000	1,663,200	-	-
Share issuance costs	-	(53,250)	-	-
Balance, end of period	**9,320,000**	**$ 1,944,950**	**2,700,000**	**$135,000**

Note 6 **SHARE CAPITAL (Cont'd)**

Transactions for the issuance of share capital during the periods are:

1) IPO Shares:
On June 19, 2007, the Corporation completed an initial public offering ("IPO") of 2,000,000 common shares of the Corporation at $0.10 per share for gross proceeds of $200,000. Pursuant to an agency agreement with Leede Financial Markets Inc. (the "agent"), the agent received a commission of 10% of the gross proceeds. The Corporation granted the agent a non-transferable option to purchase 200,000 common shares at an exercise price of $0.10 per common share exercisable for a period of 24 months from the date of listing of the common shares on the Exchange which occurred on June 21, 2007.

2) Private Placement:
On November 6, 2007, the Corporation completed a non-brokered private placement and issued 4,620,000 common shares of the Corporation at a price of $0.36 per share for gross proceeds of $1,663,200.

3) Escrow Shares:
During the period ended February 28, 2007, the Corporation issued 2,700,000 common shares at a price of $0.05 per share totaling $135,000 cash. These shares were subscribed for by the Corporation's directors and allotted from treasury, to be held in escrow. The shares will be released from escrow upon issuance of a notice of final acceptance of a Qualifying Transaction by the Exchange. Such releases will either be over a period of 18 months or 3 years depending on the determination as to the Tier upon which the Corporation's shares are listed. While escrowed, the escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the Exchange.

c) Stock Options

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors and officers of the Corporation, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Corporation, exercisable for a period of up to five years, from the date of grant. However, while the Corporation is a capital pool company, the Corporation is restricted to stock option grants that in aggregate do not exceed 10% of the issued and outstanding shares of the Corporation as at completion of its IPO. There are no vesting requirements under the stock option plan. The Board may, however, add such provisions in its discretion on a grant by grant basis.

1) On June 19, 2007, the Corporation completed the IPO and received net proceeds of $155,566, after deducting agent's fees, commissions and consideration of stock options issued to the agent. Pursuant to an agency agreement with Leede Financial Markets Inc. (the "agent"), the agent received a commission of 10% of the gross proceeds. The Corporation granted the agent a non-transferable option to purchase 200,000 common shares at an exercise price of $0.10 per common share exercisable for a period of 24 months from the date of listing of the common shares on the Exchange which occurred on June 21, 2007.

Note 6 **SHARE CAPITAL (Cont'd)**

c) Stock Options (Cont'd)

2) On June 19th, 2007, the Corporation granted stock options to directors and officers of the Corporation to purchase up to a total of 350,000 common shares at an exercise price of $0.10 per common share for a period of 5 years from the date of grant.

3) On July 16th, 2007, the Corporation granted an additional 40,000 stock options at $0.10/share to one director under the same plan.

4) As at November 30, 2007 the Corporation had outstanding stock options enabling the holders to acquire 590,000 shares as follows:

	Number of Shares	Exercise Price	Expiry Date
Stock options	350,000	$ 0.10	June 19, 2012
Stock options	40,000	$ 0.36	July 15, 2012
Agent options	200,000	$ 0.10	June 21, 2009

A summary of the status of the Corporation's stock options as of February 28, 2007, February 29, 2008, and changes during the periods are as follows:

	2008	
	Shares	Weighted Average Exercise Price
Options outstanding, October 17, 2006 and February 28, 2007	-	-
Granted	590,000	$0.12
Cancelled	-	-
Exercised	-	-
Options outstanding, end of year	**590,000**	**$0.12**

Note 7 STOCK BASED COMPENSATION

The fair value of each option granted is estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

	February 29, 2008
Dividend rate	0.00%
Risk-free interest rate	4.66%
Expected life	2-5 years
Expected annual volatility	80%
Strike price	$0.12
Spot price	$0.12

As disclosed in note 7(d) the Corporation issued 390,000 options exercisable during the year ended February 29, 2008 to directors and officers. Using the above assumptions the weighted average fair value of each option granted and vested was $0.08, therefore compensation expense of $35,500 has been recorded in the statement of operations, and credited to contributed surplus. The fair value of the agent's options, $0.05 has been recorded as a credit to contributed surplus and a share issue cost debited to share capital.

Note 8 **RELATED PARTY TRANSACTION**

During the period ended February 28, 2007, the Corporation received a loan from a director of the Corporation in the amount of $10,078. The loan is unsecured, non-interest bearing and has no specific date of repayment. Accordingly the fair value cannot be determined.

Note 9 **NON-CASH TRANSACTIONS**

The following non-cash transactions were recorded during the period ended:

February 29,		**2008**		2007
Financing activity				
Fair value of agent's options granted	$	10,000	$	-

Note 10 **INCOME TAX**

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

Period ended		**February 29, 2008**		**February 28, 2007**
Net loss for the period before income tax	$	(122,334)	$	(13,784)
Combined federal and provincial tax rate		33.68%		35.79%
Income tax recovery at statutory rates	$	(41,202)	$	(4,933)
Unrecognized items for tax purposes		12,334		173
Effects of tax rate change		6,503		265
Valuation allowance		22,364		4,495
Future income taxes expense	$	-	$	-

The significant components of the Corporation's future tax assets are as follows:

		2008		**2007**
Non-capital loss carry forwards	$	31,514	$	4,502
Cumulative eligible capital		12,354		-
Equipment		133		123
		44,001		4,625
Valuation allowance		(44,001)		(4,625)
	$	-	$	-

The Corporation has available non-capital losses of approximately $108,000 expiring in 2027 and 2028 for Canadian income tax purposes which may be carried forward to reduce taxable income in future years. In addition the Corporation has share issue costs of $42,600 for deduction. The Corporation has not recognized any future income tax asset as realization is not considered more likely than not due to the uncertainty of the business and future taxable income.

Note 11 **PENDING TRANSACTION**

On December 20, 2007, the Corporation announced that it had entered into an initial agreement (the "Initial Agreement") dated December 19, 2007 with the Inner Mongolia Tuoye Mining Development Co. China ("Tuoye"), an Inner Mongolia, China Company for the acquisition and earn-in of up to a 98% equity interest in Tuoye's nickel-copper exploration property (the "Sunite Property") in Inner Mongolia, China. Tuoye is an exploration company registered in Hohhot City, Inner Mongolia, China, and is engaged in the exploration of mineral properties. It owns a 100% interest in the Sunite Property, consisting of five exploration permits and covering a total area of 198 km^2. Pursuant to the Initial Agreement but in variation thereof, the Corporation entered into an equity joint venture agreement with Tuoye on March 30, 2008, whereby the Corporation has the right to earn, prior to the triggering of a dilution provision, a minimum 85% equity interest in Tuoye in two stages. In stage I, the Corporation has the right to earn a 60% interest by investing $3.96 million in exploration. The Corporation has the option in Stage II to earn an additional 25% interest in Tuoye. The transaction is subject to the establishment of Tuoye as a foreign controlled joint venture in China, and Exchange acceptance of the transaction.

The transaction is expected to constitute an arm's length resource "Qualifying Transaction" in accordance with the policies of the TSX Venture Exchange.