Interim Consolidated Financial Statements

April 30, 2011

The accompanying financial statements of American Manganese Inc . *(formerly Rocher Deboule Minerals Corp.)* comprised of the Consolidated Balance Sheets as at April 30, 2011 and July 31, 2010, and the Interim Consolidated Statements of Operations and Deficit and Consolidated Statements of Cash Flows for the three and nine-month period ended April 30, 2011 and 2010 have been prepared by management and approved by the Board of Directors.

These financial statements have not been reviewed by the independent external auditors of the Company.

AMERICAN MANGANESE INC.

(formerly Rocher Deboule Minerals Corp.)

Interim Consolidated Balance Sheets

	April 30,2011 *(Unaudited)*	July 31, 2010 *(Audited)*
ASSETS		
Current		
Cash	$ 9,337,271	$ 129,004
Amounts receivable	116,605	40,614
Due from related parties (Note 5)	10,532	8,717
Prepaid expenses	41,876	45,000
	9,506,284	223,335
Project advance (Note 6)	294,995	-
Equipment (Note 7)	5,667	7,957
Reclamation bond	14,000	14,000
Mineral property interest (Note 8)	4,878,680	4,396,183
	$ 14,699,626	$ 4,641,475
LIABILITIES		
Current		
Accounts payable and accruals	$ 28,509	$ 87,990
Due to related parties (Note 5)	-	35,962
	28,509	123,952
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	24,755,381	13,048,514
Value assigned to options and warrants (Note 9)	1,758,292	1,881,936
Deficit	(11,842,556)	(10,412,927)
	14,671,117	4,517,523
	$ 14,699,626	$ 4,641,475

Nature and continuance of operation (Note 1)
Subsequent events (Note 12)

Approved on Behalf of the Board of Directors:

Larry Reaugh
Director

Edward Lee
Director

See accompanying notes to consolidated financial statements

AMERICAN MANGANESE INC.
(formerly Rocher Deboule Minerals Corp.)
Interim Consolidated Statements of Operations and Deficit

	Three-Month Ended April 30		Nine-Month Ended April 30	
	2011	**2010**	**2011**	**2010**
Administrative Expenses				
Amortization	$ 848	$ 848	$ 2,290	$ 2,544
Bank charges and interest	1,336	1,309	2,805	2,168
Consulting fees	48,265	75,374	97,999	112,685
Management fees	13,674	5,526	27,803	12,854
Office expenses	68,662	13,173	97,779	44,763
Professional fees	60,480	(1,410)	84,819	49,870
Shareholder communications	233,086	71,856	370,905	255,341
Office rent	2,456	4,032	11,052	10,591
Repairs and maintenance	-	0	832	0
Filing and transfer agent fees	28,177	34,452	50,505	47,286
Telephone	4,967	5,184	12,834	12,603
Travel	38,791	17,657	75,282	43,500
Wages and benefits	183,724	111,165	406,737	266,248
Loss (gain) on foreign exchange	16,264	13,528	39,219	13,463
Stock based compensation expense	12,575	183,923	82,886	420,103
Metallurgical Testing	8,595	19,619	66,141	102,084
Loss before other items	(721,900)	(556,236)	(1,429,888)	(1,396,103)
Interest income	124	0	259	214
Net Loss for the Period	(721,776)	(556,236)	(1,429,629)	(1,395,889)
Deficit - Beginning of Period	(11,120,780)	(9,862,626)	(10,412,927)	(9,022,973)
Deficit - End of Period	$ (11,842,556)	$ (10,418,862)	$ (11,842,556)	$ (10,418,862)
Basic and Diluted Loss per Share	$ (0.007)	$ (0.010)	$ (0.014)	$ (0.024)
Weighted Average Number of Shares Outstanding	99,752,805	58,200,320	99,752,805	58,200,320

See accompanying notes to consolidated financial statements

AMERICAN MANGANESE INC.
(formerly Rocher Deboule Minerals Corp.)
Interim Consolidated Statements of Cash Flows

	Three-Month Ended April 30		Nine-Month Ended April 30	
	2011	**2010**	**2011**	**2010**
Cash Provided By (Used For):				
Operating Activities				
Net loss for the period	$ (721,776)	$ (556,235)	$ (1,429,629)	$ (1,395,888)
Items not requiring cash:				
Amortization	848	848	2,290	2,544
Stock-based compensation	12,575	183,923	82,886	420,103
	(708,353)	(371,464)	(1,344,454)	(973,242)
Net change in non-cash working capital items:				
Amounts receivable	(48,540)	(16,842)	(75,991)	180,740
Accounts payable and accruals	(39,181)	(19,426)	(59,478)	63,582
Due to related parties	(3,985)	(168,401)	(37,777)	2,882
Prepaid expenses	7,562	(47,000)	(16,876)	(28,856)
	(792,497)	(623,133)	(1,534,576)	(754,894)
Investing Activities				
Project advance	-		(274,995)	-
Reclamation bonding	-	-	-	(3,500)
Mineral property expenditures	(255,390)	(433,634)	(482,498)	(666,935)
	(255,390)	(433,634)	(757,493)	(670,435)
Financing Activities				
Share capital	7,264,389	1,150,098	11,500,336	1,286,148
	7,264,389	1,150,098	11,500,336	1,286,148
(Decrease) / Increase in Cash	6,216,502	93,331	9,208,267	(139,181)
Cash– Beginning of Period	3,120,769	74,379	129,004	306,891
Cash – End of Period	$ 9,337,271	$ 167,710	$ 9,337,271	$ 167,710

See accompanying notes to consolidated financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company is in the exploration stage of developing mineral property interests.

The Company has incurred losses since inception and as at April 30, 2011 has working capital of $9,477,775 and an accumulated operating deficit of $11,842,556. The Company does not generate cash flow from operations to fund its exploration activities and has therefore relied principally upon the issuance of equity securities for financing. The Company intends to continue relying upon the issuance of these securities to finance its operations and exploration activities to the extent such instruments are issuable under terms acceptable to the Company. Accordingly, the Company's financial statements are presented on a going concern basis, which assumes that the Company will continue to realize its assets and discharge its liabilities in the normal course of operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These consolidated financial statements include the accounts of the company and its wholly owned subsidiary, incorporated in the State of Nevada U.S. All significant intercompany transactions have been eliminated.

Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses incurred during the periods. Actual results could differ from those estimated.

Mineral properties and deferred costs

The cost of mineral properties and their related direct exploration costs are deferred until the properties are placed into production, sold or abandoned. These deferred costs will be amortized on the unit-of-production basis over the estimated useful life of the properties following the commencement of production, or written-off if the properties are sold or abandoned.

Cost includes the cash consideration and the fair market value of shares issued on the acquisition of property interests. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts when the payments are made. The recorded amounts of property acquisition costs and their related deferred exploration costs represent actual expenditures incurred and are not intended to reflect present or future values.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

The Company reviews capitalized costs on its property interests on a periodic basis and will recognize impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property. Management's assessment of the property's estimated current fair market value is also based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

Administrative costs are expensed as incurred.

Cost of maintaining mineral properties

The Company does not accrue the estimated future costs of maintaining its mineral properties in good standing.

Share capital

Share capital issued for non-monetary consideration is recorded at the fair market value of the shares based on their trading price on the TSX Venture Exchange on the date the agreement to issue the shares was entered into as determined by the Board of Directors of the Company.

Costs incurred to issue shares are deducted from share capital.

Equipment

Equipment is amortized over its estimated useful economic life using the declining balance method at annual rates ranging from 20% to 100%. In the year of acquisition, one half the rate is applied.

Impairment of Long-Lived Assets

Long-lived assets are assessed for impairment when events and circumstances warrant. The carrying value of a long-lived asset is impaired when the carrying amount exceeds the estimated undiscounted net cash flow from use and fair value. In that event, the amount by which the carrying value of an impaired long-lived asset exceeds its fair value is charged to earnings.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value as determined by the Black-Scholes option pricing model using amounts that are believed to approximate the volatility of the trading price of the Company's stock, the expected lives of awards of stock-based compensation, the fair value of the Company's stock and the risk-free interest rate. The estimated fair value of awards of stock-based compensation are charged to expense as awards vest, with offsetting amounts recognized as contributed surplus. If and when the stock options are exercised the applicable amounts of contributed surplus are transferred to share capital.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial Instruments

Under Section 3855, *Financial Instruments - Recognition and Measurement,* all financial instruments are classified into one of the following five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale assets or other financial liabilities. All financial instruments, including derivatives, are included on the balance sheet and are measured at fair market value upon inception with the exception of certain related party transactions. Subsequent measurement and recognition of change in the fair value of financial instruments depends on their initial classification. Held-for-trading financial instruments are measured at fair value and all gains and losses are included in operations in the period in which they arise. Available-for-sale financial instruments are measured at fair value with revaluation gains and losses included in other comprehensive income until the asset is removed from the balance sheet. Loans and receivables, held-to-maturity investments and other financial liabilities are measured at amortized cost using the effective interest method. Gains and losses upon inception, derecognition, impairment write-downs and foreign exchange translation adjustments are recognized immediately. Transaction costs related to financing will be expensed in the period incurred.

Comprehensive Income

Section 1530, *Comprehensive Income*, provides standards for the reporting and presentation of comprehensive income, which is defined as the change in equity from transactions and other events and circumstances from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income but that are excluded from net income calculated in accordance with generally accepted accounting principles.

Future income taxes

The Company accounts for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be settled. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net asset is recognized. Such an allowance has been applied to all potential income tax assets of the Company.

Environmental expenditures

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. The overall future impact of such regulations is neither determinable nor predicable at the present time.

Environmental expenditures that relate to ongoing environmental and reclamation programs are charged against operations as incurred or capitalized and amortized depending on their expected future economic benefit. Estimated future removal and site restoration costs will be recognized when the ultimate liability is reasonably determinable, and will be charged against operations over the estimated remaining life of the related business operations, net of expected recoveries.

Foreign currency translation

The Company translates its foreign operations for monetary assets and liabilities at the rate of exchange in effect as at the balance sheet date and for non-monetary assets and liabilities at their historical exchange rates. Revenues and expenses are translated at the average rates prevailing for the year, except for amortization that is translated at the historical rate of the related assets.

Foreign exchange gains and losses from the translation of foreign operations are recognized in the current period.

Loss per share

Loss per share has been calculated using the weighted-average number of common shares outstanding during each fiscal year. Diluted loss per share has not been calculated as it is anti-dilutive.

Comparative figures

Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred and when a reasonable estimate of the fair value can be made based on expected future cash outflows discounted to present value.

The associated asset retirement costs are capitalized as part of the carrying amount of long lived assets. The liability is accreted over the estimated time period until settlement of the obligation and the asset is depreciated over its estimated remaining useful life. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statement of operations. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease in the carrying amount of the liability and the related capitalized asset retirement cost. The Company has no asset retirement obligations.

Reclamation Bonding

The Company maintains cash deposits, as required by regulatory bodies as assurance for the funding of reclamation costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled. Reclamation deposits are designated as available for sale, are recorded at fair value and are classified as non-current assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Future accounting standards

The CICA has issued new standards which may affect the financial disclosures and results of operations of the Company for future interim and annual periods. The Company will adopt the requirements on the date specified for each respective section the impact of these standards on the consolidated financial statements, as outlined below.

(a) Business Combinations, Consolidated Financial Statements and Non-Controlling Interests
The CICA issued three new accounting standards in January 2009: Section 1582, *Business Combinations*, Section 1601, *Consolidated Financial Statements*, and Section 1602, *Non-Controlling Interest*s. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces Section 1581, *Business Combinations*, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to IFRS 3, *Business Combinations*. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace Section 1600, *Consolidated Financial Statements*. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS IAS 27, *Consolidated and Separate Financial Statements*, and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

3. CAPITAL MANAGEMENT

When managing capital, the Company’s objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the three and nine-month period ended April 30, 2011.

The Company is not subject to externally imposed capital requirements.

4. FINANCIAL RISK FACTORS

a) Fair value of financial instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, amounts due from/to related parties, accounts payable and accrued liabilities. Cash equivalents consist of guaranteed investment certificates and term deposits, the investment terms of which are one year or less at the time of acquisition. The Company holds no asset-backed commercial paper. The fair values of the financial instruments approximate their amortized cost value due to their short-term nature.

b) Currency risk

A portion of the Company's financial assets and liabilities is denominated in foreign currencies, giving rise to risks from changes in foreign exchange rates. The Company is exposed to currency exchange rate risks to the extent of its activities in the United States. The Company does not use derivative financial instruments to reduce its foreign exchange exposure; however, the Company maintains a portion of its cash and cash equivalents in US Dollars. Future changes in exchange rates could have a material effect on the Company's business, financial condition and results of operations.

c) 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 commercial obligations. The Company's cash is held primarily through large Canadian and international banks. Short-term investments consist of guaranteed investment certificates which have an original maturity of one year or less from the date of purchase and are readily convertible into a known amount of cash

d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the short term investments included in cash and cash equivalents is limited because these instruments, although available for sale, are generally held to maturity. The Company manages its cash according to its operational needs and to optimize revenues from interest.

5. RELATED PARTY TRANSACTIONS

The Company shares its office premises with Goldrea Resources Corp., and Molycor Gold Corp., public companies which share common directors with the Company. In addition, certain personnel are shared between the three companies.

Expenses relating to the common office facilities are shared among the companies are allocated according to the relative amount of space used by each of the companies. The salary and related costs of common personnel are allocated according to the time expended by the personnel in question.

As at nine-month ended April 30, 2011, the amount of $10,532 is owed from these related parties.

Also as at nine-month period ended April 30, 2011, the Company advanced $5,220 to a director. The amount does not bear interest, is unsecured and has no fixed term of repayment

6. PROJECT ADVANCE

The Company advanced $174,995 to Wardrop, A Tetra Tech Company to conduct a NI43-101 compliant preliminary feasibility study for the Company's Artillery Peak Manganese Project located in Mojave County, Arizona. The Company also advanced $120,000 to Kemetco Research Inc. to continue development of the Company's innovative energy and water efficient hydro-metallurgical process for treating low grade manganese resources from its Artillery Peak Manganese deposit located in Mojave County, Arizona.

7. EQUIPMENT

	Amortization Rate	Cost	Accumulated Amortization	April 30, 2011 Net Book Value	July 31, 2010 Net Book Value
Office Equipment	20%	$ 1,426	$ 1,342	$ 84	$ 101
Motor Vehicle	30%	18,828	13,254	5,574	7,842
Computer Equipment	30%	1,851	1,842	9	13
Software	100%	7,444	7,444	-	-
		$ 29,549	$ 23,882	$ 5,667	$ 7,957

8. MINERAL PROPERTY INTERESTS

Rocher Deboule
Omineca Mining Division, Hazelton, B.C.

The Company's 8,051 hectare property is located nine kilometers south of New Hazelton, BC, and is comprised of claims acquired by staking in 2001, and certain additional claims acquired in 2007 by the cash payment of $60,000 and the issuance of 130,000 common shares.

	Balance, July 31, 2009	Expenditures	Balance, July 31, 2010	Expenditures	Balance, April 30, 2011
Acquisition and staking	$ 133,317	$ 10,789	$ 144,106	$ 3,144	$ 147,250
				1,060	
Assays and analysis	31,463	13,848	45,311	-	46,371
Camp and supplies	59,504	-	59,504	-	59,504
Drilling	146,826	-	146,826	-	146,826
Geological and geophysical	426,545	67,546	494,091	-	494,091
Geologist travel and accommodation	15,284	656	15,940	-	15,940
Freight and transport	76,476	3,686	80,162	-	80,162
BCMETC recoverable	(226,963)	(5,966)	(232,929)	-	(232,929)
	$ 662,452	$ 90,559	$ 753,011	$ 4,204	$ 757,215

8. MINERAL PROPERTY INTERESTS *(continued)*

Artillery Mountains
Mohave County, Arizona, U.S.A.

During fiscal year ended July 31, 2008, the Company completed the terms of its option to acquire 236 unpatented lode mining claims located in the southeastern corner of Mohave County, Arizona, USA, by the issuance of 1,000,000 common shares and the payment of US $96,000. The property is subject to a 2% Net Smelter Returns ('NSR') royalty with the Company retaining an option to purchase 1% of the NSR for US$ 2,000,000. In August 2008, the company acquired additional contiguous properties as follows:

Lake property – The Company has entered into an agreement to lease the patented mining claims adjoining the Company's Artillery Peak properties. Under the Lease Agreement, as consideration for leasing the claims for a 10-year renewable term, the Company shall pay the lessors the following amounts:

a. $60,000 US upon execution of the Lease Agreement (paid)
b. $80,000 US upon 1st anniversary of the Lease Agreement (paid)
c. $100,000 US upon 2nd anniversary of the Lease Agreement (paid)
d. $120,000 US upon 3rd anniversary of the Lease Agreement
e. $140,000 US upon 4th anniversary of the Lease Agreement
f. $160,000 US upon 5th anniversary of the Lease Agreement
g. $180,000 US upon 6th anniversary of the Lease Agreement
h. $200,000 US upon 7th and each subsequent anniversary of the Lease Agreement

In addition, the Company is to pay a royalty to the lessors of US$0.05/lb for manganese, and 1.5% of net returns for all other minerals, produced from both the lessors' claims and the Company's existing claims. An additional annual advance of $10,000 is also payable to the lessors pursuant to an agreement dated August 1, 2008. All lease and advance payments described above constitute advances on any royalties due to the lessors.

Maggie Canyon –The Company has entered into a mineral lease agreement with an option to purchase to lease 23 patented and unpatented mineral claims for a term of 10 years. Lease payments are $20,000 (paid) on execution of the lease and $20,000 yearly for the term of the lease. In addition, the Company has an option to purchase the property, during the term of the lease or up to commencement of commercial production, at a price of $2,250,000.

Huffman property – The Company has entered into a mineral lease agreement with an option to purchase to lease 7 patented claims for a term of 10 years. Lease payments are $10,000 (paid) on execution of the lease and $10,000 yearly for the term of the lease. In addition, the Company has an option to purchase the property during the term of the lease, or up to the commencement of commercial production, for a price of $1,000,000.

In March, 2011 Drill-Tech, Inc., of Chino Valley, Arizona, was awarded a contract to perform a minimum of 6100 meters (20, 000 feet) of rotary drilling on the Company's Artillery Peak Manganese Project located in Mojave County, Arizona. Drilling has started ion April 15, 2011. Further EPG, Inc., of Phoenix, Arizona, has been awarded a contract to perform a cultural and biological resource survey to support exploration drilling on unpatented Artillery Peak mining claims.

8. MINERAL PROPERTY INTERESTS *(continued)*

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	Balance, July 31, 2009	Expenditures	Balance, July 31, 2010	Expenditures	Balance, April 30, 2011
Acquisition and staking	$ 1,081,719	$ 219,987	$ 1,301,706	$ 132,671	$ 1,434,377
Assays and analysis	140,712	15,668	156,380	365	156,745
Drilling	669,054	526,780	1,195,834	106,966	1,302,800
Geological and geophysical	340,714	294,652	635,366	210,531	845,897
Geologist travel and accommodation	53,268	44,982	98,250	34,363	132,613
Property maintenance	68,898	4,659	73,557	-	73,557
	$ 2,354,365	$ 1,106,728	$ 3,461,093	$ 484,896	$ 3,945,989

BC Manganese
Alberni and Clinton Mining Division, B.C.

The Company acquired by staking the Black Prince, Junction Creek and Olson exploration properties located in the Alberni and Clinton Mining Divisions of British Columbia.

	Balance, July 31, 2009	Expenditures	Balance, July 31, 2010	Expenditures	Balance, April 30, 2011
Acquisition and staking	$ 4,197	$ -	$ 4,197	$ 3,073	$ 7,270
Geological and geophysical	946	-	946	-	946
	$ 5,143	$ -	$ 5,143	$ 3,073	$ 8,216

Lonnie Brent
Omineca Mining, B.C.

During the fiscal year ended July 31, 2008 the Company acquired the mineral claims comprising this property located in the Omineca Mining Division of British Columbia by staking and also by the issuance of 100,000 common shares and the cash payment of $10,000. In January 2011, the Company granted option agreement to Rara Terra Capital Corp. granting option to acquire 60% of the right, title and interest in the Lonnie property. Rara Terra Capital Corp will pay $60,000 and incur up to $500,000 in exploration expenditure on the property as per agreement.

	Balance, July 31, 2009	Expenditures	Balance, July 31, 2010	Expenditures	Balance, April 30, 2011
Acquisition and staking	$ 58,727	$ -	$ 58,727	$ -	$ 58,728
Assays and analysis	-	20	20	4,508	4,528
Drilling		60,074	60,073		60,073
Geological and geophysical	-	40,615	40,615	5,300	45,915
Geologist travel and accommodation				186	186
				(20,000)	(20,000)
	$ 58,727	$ 100,709	$ 159,436	$ (10,006	$ 149,430

Pond Claims
Golden Mining Division, B.C.

During the fiscal year ended July 31, 2008 the Company obtained an option to acquire a property located in the Golden Mining Division of British Columbia by the payment of $10,000 and issuing 50,000 shares.

	Balance, July 31, 2009	Expenditures	Balance, July 31, 2010	Expenditures	Balance, April 30, 2011
Acquisition and staking	$ 17,500	$ -	$ 17,500	$ 330	$ 17,830
	$ 17,500	$ -	$ 17,500	$ 330	$ 17,830

Boundary Macklin Coal Field
Manville Group, Saskatchewan, Canada

The Company had an option to acquire coal permits located in Saskatchewan by the payment of $170,000 and the requirement to issue 2,500,000 shares prior to December 31, 2008. In August 2008, the government of Saskatchewan cancelled these coal applications and accordingly, during the 2009 fiscal year, the Company received $98,411 refund of fees paid to Saskatchewan Government and wrote off residual amount of $97,039 in related deferred costs. .

9. SHARE CAPITAL

a) Authorized

Authorized share capital comprises of unlimited number of common shares without par value

b) Issued and Outstanding

	Number of Shares		Amount		Value Assigned to Options and Warrants
Balance, July 31, 2008	35,861,425	$	9,236,080	$	910,850
Private placement	3,255,000		651,000		-
Private placement	11,970,800		1,197,080		
Cost of issuance - cash	-		(104,586)		-
Shares for mineral properties	50,000		7,500		-
Stock based compensation	-		-		441,431
Balance, July 31, 2009	51,137,225	$	10,987,074	$	1,352,281
Private placement	5,969,595		1,193,919		-
Short form prospectus	4,613,184		1,014,900		
Cost of issuance	-		(364,413)		110,678
Exercise of warrants	1,120,000		168,000		
Exercise of options	238,500		28,620		
Fair value of options exercised			20,414		(20,414)
Stock based compensation	-		-		439,391
Balance, July 31, 2010	63,078,504	$	13,048,514	$	1,881,936
Private placement	2,290,174		412,231		-
Private placement	13,926,961		4,178,088		
Private placement	7,200,000		5,040,000		
Cost of issuance	-		(839,454)		-
Exercise of warrants	11,813,900		2,512,480		
Exercise of options	1,443,266		196,992		
Fair value of options exercised			206,531		(206,531)
Stock based compensation	-		-		82,886
Balance, April 30, 2011	99,752,805	$	24,755,382	$	1,758,291

c) During the fiscal year ended July 31, 2008, the Company completed a brokered private placement for 3,562,200 units at a price of $0.45 per unit for aggregate proceeds of $1,602,900. Each unit consists of one common share and one transferable common share warrant. Each warrant entitles the holder to purchase one common share for a period of two years at an exercise price of $0.90 per share. The Company paid cash commission of 6% of the gross proceeds of the sale of the units and issued agents warrants equal to 10% of the number of units sold under the offering. Each agent's warrant will be exercisable to acquire one unit of the company on the same terms as the offering.

In September 2008, the Company closed its non-brokered private placement of 3,255,000 units at a price of $0.20 per unit for aggregate proceeds of $651,000. Each unit is comprised of one common share in the capital of the Company plus a two year share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $ 0.30 per share prior to October 7, 2010.

In June 2009, the Company closed its non-brokered private placement for gross proceeds of $1,197,080 comprising of 11,970,800 units plus a two year share purchase warrant priced at $0.15 per unit.

In February 2010, the Company closed its non-brokered private placement raising gross proceeds of $1,193,919 comprised of 5,969,595 units at a price of $0.20 per Unit. Each Unit is comprised of one common share in the capital of the Company plus one-half of a two year share purchase warrant. Each whole Warrant entitles the holder to purchase one common share at a price of $0.30 per share by February 16, 2012. All of the securities issued pursuant to this private placement will have a hold period expiring four months and one day after the closing date.

In June 2010, the Company issued 4,613,184 units at a price of $0.22 per Unit for gross proceeds of $1,014,900.48. Each Unit consists of one common share in the capital of the Company and one transferable common share purchase warrant . Each Warrant will entitle the holder to acquire one Common share at a price per Common Share of $0.30 for a period of 24 months following the date of closing of the Offering.

In August 2010, the Company closed its non-brokered private placement raising gross proceeds of $412,231.32 comprised of 2,290,174 units at a price of $0.18 per unit. Each unit consisted of two year share purchase warrant entitles the holder to purchase one common share at a price of $0.25 per share until August 11, 2012. All of the securities issued pursuant to this private placement will have a hold period expiring four months and one day after the closing date.

In January 2011, the Company completed its non-brokered private placement, raising $4,178,088 which was comprised of 13,926, 961 units at a price of $0.30 per Unit. Each Unit is comprised of one common share in the capital of the Company, plus a two year share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.40 per share until February 9, 2013.

In March 2011, the Company closed its private placement pursuant to which Laurentian Bank Securities Inc., has sold, on a "bought deal" private placement basis, 7,200,000 units of the Company at a price of $0.70 per unit for total gross proceeds of $5,040,000. Each unit consists of one common share of the Company and one-half of one Common Share purchase warrant. Each Warrant entitles the holder to purchase one Common Share at a price of $0.90 per Common Share for eighteen months from the date of issue. If at any time after the period ending four (4) months plus one (1) day after the Closing Date, the 20-day volume weighted average trading price of the Common shares on the TSX Venture Exchange is equal to or greater than $1.10, the Company shall have the right, at its option, to accelerate the time of expiry of the Warrants to a date not less than 30 days following the date of notice being given to each holder of Warrants of such early expiry.

9. SHARE CAPITAL *(continued)*

d) **Stock options**

	Number of Options		Weighted Average Exercise Price
Balance at July 31, 2010	7,971,500	$	0.16
Granted	533,333		0.26
Exercised	(1,443,266)		(0.14)
Cancelled/forfeited	(80,000)		(0.15)
Balance at April 30, 2011	6,981,567	$	0.18

As at April 30, 2011 the following options were outstanding:

Grant Price Low	Grant Price High	Expire Date	Awards Outstanding			Awards Exercisable		
			Quantity	Remaining Contractual Life	Exercise Price	Quantity	Remaining Contractual Life	Exercise Price
$0.20	$0.20	04-Sep-2012	1,423,500	1.35	$0.20	1,423,500	1.35	$0.20
$0.12	$0.12	27-Oct-2013	2,415,734	2.49	$0.12	2,415,734	2.49	$0.12
$0.20	$0.20	19-Aug-2014	1,799,000	3.30	$0.20	1,799,000	3.30	$0.20
$0.21	$0.21	08-Mar-2015	810,000	3.85	$0.21	607,500	3.85	$0.21
$0.255	$0.255	01-Nov-2015	533,333	4.51	$0.26	133,333	4.51	$0.255
$0.12	**$0.255**		**6,981,567**	**2.78**	**$0.18**	**6,379,067**	**2.64**	**$0.17**

The weighted average grant date fair value of options granted during fiscal 2010 was $0.22 (2009 - $0.11)

In August 2009, the Company granted incentive stock options, pursuant to the Company's Stock Option Plan, to purchase an aggregate of 1,935,000 shares in the capital stock of the Company. The options will be granted for a period of five years commencing August 19, 2009 at $0.20 per share.

In August 2009, the Company amended the exercise price of 1,615,000 options granted on September 4, 2007 from $0.58 to $0.20. The expiration dates of the options will remain September 4, 2012.

In November 2010, the Company retained an investor relations firm for a term of one year at a fee of $10,000 per month, plus reasonable expenses and the appointment is renewable at the option of the Company for an additional one year. The Company granted 533,333 incentive stock options, priced at the closing price on the day which will vest in accordance with the Company's Incentive Stock Option Plan.

During the nine –month period ended April 30, 2011 $82,886 (2010 - $236,179) in compensation expense was recorded for options vested to directors, officers, employees and consultants utilizing a fair value method. The fair value of the stock options granted was estimated on the date of the grant using Black-Scholes option pricing model using the assumptions shown in the following table.

9. SHARE CAPITAL *(continued)*

	2010	2009	2008
Dividend yield	0%	0%	0%
Expected volatility	147.7 – 153.8%	162.94%	173.35%
Risk-free interest rate	2.76 – 2.79%	2.76%	4.08%
Expected live	5 years	5 years	5 years

e) **Warrants**

	Number of Warrants		Weighted Average Exercise Price	Weighted Average Remaining Life	Expiry Date
Balance at July 31, 2008	4,274,640	$	0.49		
Granted – Private Placement	3,255,000		0.30		October 7, 2011
Granted – Private Placement	1,625,000		0.15		April 22, 2011
Granted – Private Placement	10,345,800		0.15		June 12, 2011
Balance at July 31, 2009	19,500,440	$	0.35		
Granted – Private Placement	2,984,797		0.30		February 16, 2012
Granted – Private Placement	4,613,184		0.30		June 16, 2012
Expired/Cancelled	(4,274,640)		0.49		
Exercised/Released	(1,120,000)		0.15		
Balance at July 31, 2010	21,703,781	$	0.23	1.06 years	
Granted – Private Placement	20,513,359		0.48		August 11, 2012
Exercised/Released	(11,543,900)		0.21		
Expired/Cancelled	(755,000)		0.30		
Balance at April 30, 2011	29,918,240	$	0.40	1.33 years	

As at April 30, 2011 the following warrants were outstanding:

Grant Price Low	Grant Price High	Expire Date	Awards Outstanding			Awards Exercisable		
			Quantity	Remaining Contractual Life	Exercise Price	Quantity	Remaining Contractual Life	Exercise Price
$0.15	$0.15	12-Jun-2011	3,969,300	0.12	$0.15	3,969,300	0.12	$0.15
$0.20	$0.30	16-Feb-2012	2,137,797	0.80	$0.29	2,137,797	0.80	$0.29
$0.22	$0.30	16-Jun-2012	3,895,892	1.13	$0.29	3,895,892	1.13	$0.29
$0.25	$0.25	11-Aug-2012	2,290,174	1.28	$0.25	2,290,174	1.28	$0.25
$0.90	$0.90	08-Sep-2012	3,600,000	1.36	$0.90	3,600,000	1.36	$0.90
$0.40	$0.40	09-Feb-2013	14,037,185	1.78	$0.40	14,037,185	1.78	$0.40
$0.70	$0.70	08-Mar-2013	576,000	1.86	$0.70	576,000	1.86	$0.70
$0.15	**$0.90**		**30,506,348**	**1.33**	**$0.40**	**30,506,348**	**1.33**	**$0.40**

f) **Broker Warrants**

The fair values of broker warrants granted was estimated on the date of the grant using Black-Scholes option pricing model using the assumptions shown in the following table:

	2010	**2009**	**2008**
Dividend yield	0%	0%	0%
Expected volatility	147.71 – 194.23%	162.94%	110.78%
Risk-free interest rate	1.39-2.79%	2.76%	2.65%
Expected live	2 years	5 years	2 years

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life	Expiry Date
Balance at July 31, 2009	-	$ -		
Granted – Private Placement	120,000	0.30	0.98	February 16, 2012
Granted – Short form prospectus	369,054	0.30	1.13	June 16,2012
Granted – Short form prospectus	369,054	0.22	1.13	June 16,2012
Exercised -	(270,000)	0.30		
Balance at April 30, 2011	588,108	$ 0.25	1.06	

10. INCOME TAXES

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

		2010		2009
Loss for the year	$	(1.389,954)	$	(1.689,811)
Expected income tax recovery		(397,183)		(506,943)
Net adjustment for deductible and non-deductible amounts		105,984		203,059
Unrecognized benefit of non-capital losses		291,199		303,885
		-		-

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

Future income tax assets:		2010		2009
Mineral properties	$	(248,087)	$	30,104
Non-capital loss carry-forwards		1.046,750		843,960
Share issue coasts		79,351		42,314
Equipment		8,186		7,632
		886,200		924,010
Valuation allowance		(886,200)		(924,010)
Net future income tax assets		-		-

The following is a schedule of the Company's aggregate non-capital losses available to reduce taxable income in Canada in future years, expiring between 2010 and 2030 as follows:

Year of Expiration	Non-Capital Loss
2010	59,739
2014	76,834
2015	126,496
2026	95,816
2027	266,502
2028	1,194,653
2029	966,189
2030	898,257
	$3,684,486

The Company has non-capital losses of approximately $3.7 million (2009 - $2.8 million) in Canada and $0.5 million in the United States, which are available to reduce future taxable income and which expire between 2010 and 2030. The Company also has mineral property expenditure pools of $3.4 million (2009 - $3.2 million) available to reduce taxable income in future years, subject to certain restrictions. The Company has not recognized any future benefit relating to these tax losses and resource deductions as it is not considered likely that they will be utilized.

11. FINANCIAL INSTURMENTS

In accordance with Canadian generally accepted accounting principles, financial instruments are classified into one of the following categories: held-for-trading, held-to-maturity, loans and receivables, available for sale and other financial liabilities. The Company has designated its cash as held-for-trading, which are measured at fair value and amounts receivable, are classified as loans and receivables, which are measured at amortized cost. Accounts payable, accrued liabilities and due to/from related parties are classified as other financial liabilities. Reclamation bonds are classified as available for sale, which are measured at their fair value.
The Company does not have held-to-maturity instruments during the period ended April 30, 2011.

Amended CICA section 3862 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1- quoted prices in active markets for identical assets or liabilities;

Level 2- inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and

Level 3- inputs for the asset or liability that are not based upon observable market data.

At April 30, 2011, the following table sets forth the levels in the fair value hierarchy into which the Company's financial assets and liabilities are measured and recognized in the balance sheet. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Level 1
Cash and cash equivalents	$9,337,271
Reclamation bonding	$14,000

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. At April 30, 2011, there were no financial assets or liabilities measured and recognized in the balance sheet at fair value that would be categorized as Level 2 and 3in the fair value hierarchy above.

12. SUBSEQUENT EVENTS

In May 2011, the Company entered into a purchase agreement with Elemental Solutions, LLC as to 50% and Lodestar Management Group, LLC as to 50% to purchase a 100% interest (subject to a 2% NSR) in the SoCal Manganese unpatented load mining claims. The purchase price is $20,000 and 200,000 shares of American Manganese.