

UNITED BOLERO DEVELOPMENT CORP.

UNAUDITED QUARTERLY FINANCIAL STATEMENTS

March 31, 2005

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of the interim financial statements by an entity's auditor.

Signed "Michael England"
Director

AS AT MARCH 31, 2005

Period Ending	Qtr March 31, 2005	Year End December 31,2004
ASSETS		
Current		
Cash	\$ 259,116	\$ 114,334
Marketable securities (Note 3)		-
Receivables	9,471	9,014
Prepaid expenses and advances	<u>-</u>	<u>-</u>
	268,587	123,348
Mineral properties (Note 4)	210,304	130,304
Oil and gas properties (Note 5)	231,375	231,375
Equipment (Note 6)	<u>17,486</u>	<u>16,766</u>
	<u>\$ 727,751</u>	<u>\$ 501,793</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current

Accounts payable and accrued liabilities	\$ 80,151	\$ 81,979
Due to related parties (Note 7)	<u>2,001</u>	<u>2,001</u>
	<u>82,151</u>	<u>83,980</u>

Shareholders' equity

Capital stock (Note 8)	4,487,037	3,998,833
Share subscriptions receivable	9,668	(9,860)
Contributed surplus (Note 8)	381,009	381,009
Deficit	(4,212,779)	<u>(3,952,169)</u>
	<u>645,599</u>	<u>417,813</u>
	<u>\$ 727,751</u>	<u>\$ 501,793</u>

Nature and continuance of operations (Note 1)

Contingency(Note 14)

Subsequent events (Note 15)

On behalf of the Board:

Signed "William Morton"

Director

Signed "Michael England"

Director

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

UNITED BOLERO DEVELOPMENT CORP.
STATEMENTS OF OPERATIONS AND DEFICIT
YEAR ENDED March 31, 2005

Period Ending	Qtr March 31, 2005	Year End December 31,2004
REVENUE	\$ 545	\$ 6,400
DEPLETION AND AMORTIZATION		<u>995</u>
	<u>545</u>	<u>5,405</u>
EXPENSES		
Amortization	665	2,661
Consulting fees	31,635	67,197
Management fees	55,208	118,437
Office, rent, and miscellaneous	32,745	22,665
Professional fees	62,921	117,055
Shareholder communications and promotion	40,298	77,231
Stock-based compensation (Note 9)		188,651
Transfer agent and filing fees	1,774	27,899
Travel and accommodation	35,909	\$ 14,646
	<u>256,305</u>	<u>636,442</u>
Loss before other items	<u>(255,760)</u>	<u>631,037</u>
OTHER ITEMS		
Write-down of oil and gas property (Note 5)	-	(199,913)
Write-off of receivable	-	
Write-off of mineral properties (Note 4)	-	
Gain on sale of marketable securities (Note 3)	-	11,340
		<u>(188,573)</u>
Loss for the year	<u>(260,610)</u>	<u>(819,610)</u>
Deficit, beginning of Year	<u>(3,952,169)</u>	<u>(3,132,559)</u>
Deficit, end of year	<u>(4,212,779)</u>	<u>(3,952,169)</u>
	(0.02)	(0.07)
Basic and diluted loss per common share	-	-
Weighted average number of common shares outstanding	<u>14,858,843</u>	12,325,843

UNITED BOLERO DEVELOPMENT CORP.
STATEMENTS OF CASH FLOWS
YEAR ENDED March 31 2005

Period Ending	Qtr March 31, 2005	Year End December 31,2004
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (260,610)	\$ (819,610)
Items not affecting cash:		
Amortization and depletion	(1,194)	2,661
Depletion		995
Stock-based compensation		188,651
Gain on sale of marketable securities		(11,340)
Write-down of oil and gas properties		199,913
Write-off of receivable		
Write-off of mineral properties	-	
Changes in non-cash working capital items:		
Decrease (increase) in receivables		7,390
Decrease (increase) in prepaid expenses and advances	(457)	6,000
Increase in accounts payable and accrued liabilities	(1,827)	6,150
Cash flows used in operating activities	<u>(264,088)</u>	<u>(419,190)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances from (to) related parties		250
Proceeds from issuance of capital stock, net of issue costs	<u>488,204</u>	<u>1,004,996</u>
Cash flows provided by financing activities	<u>488,204</u>	<u>1,005,246</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment	665	(14,065)
Mineral property expenditures	(80,000)	(101,304)
Oil and gas property expenditures		(432,283)
Proceeds on sale of marketable securities		<u>30340</u>
Cash flows used in investing activities	<u>(79,335)</u>	<u>(517,312)</u>
Increase in cash during the year	144,781	68,744
Cash, beginning of year	<u>114,334</u>	<u>45,590</u>
Cash, end of year	<u>\$ 259,116</u>	<u>\$ 114,334</u>
Cash paid for interest during the year	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes during the year	<u>\$ -</u>	<u>\$ -</u>

Supplemental disclosure with respect to cash flows (Note 10)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated under the British Columbia Company Act on August 13, 1985 and is listed on the TSX Venture Exchange ("TSX-V"). The Company's principal business is the acquisition and exploration of resource property interests. To date, the Company has not generated significant revenues from its operations and is considered to be in the exploration stage.

The Company is in the process of exploring its resource properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

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

	March 31, 2005	2004
Working capital	\$ 186,436	\$ 39,368
Deficit	(4,212,779)	(3,952,169)

2. SIGNIFICANT ACCOUNTING POLICIES

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 amount of the assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from those estimates.

Marketable securities

Marketable securities are recorded at the lower of cost or quoted market value.

Mineral properties

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

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

Mineral properties (cont'd...)

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

Values

The amounts shown for mineral properties and deferred exploration costs represent costs to date, and do not necessarily represent present or future values, as they are entirely dependent upon the economic recovery of current and future reserves.

Cost of maintaining mineral properties

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

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 when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability.

Oil and gas properties

The Company follows the full cost method of accounting for its oil and gas operations, whereby all costs of exploring for and developing oil and gas reserves are capitalized in cost centres on a country-by-country basis. Such costs include land acquisition costs, geological and geophysical costs, carrying charges on non-producing properties, costs of drilling both productive and non-productive wells, cost of production and gathering equipment and administrative charges directly related to acquisition, exploration and development activities. Proceeds from the disposal of oil and natural gas properties are applied against capitalized costs. Gains or losses are not recognized on disposals unless crediting the proceeds against capitalized costs would materially alter the rate of depletion.

Exploration costs renounced due to flow-through share subscription agreements remain capitalized. However, for income tax purposes, the Company has no right to these expenses or the related depletion allowance. The amounts shown for oil and gas properties represent costs to date and are not intended to reflect present or future values.

Depletion and amortization

The capitalized costs together with estimated future capital costs associated with the development of proven reserves are depleted and amortized using the unit-of-production method based on proven oil and natural gas reserves, before royalties, determined by Company and independent engineers. For purposes of the depletion and amortization calculations, oil and natural gas reserves are converted to a common unit of measure based upon their relative energy content.

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

Oil and gas properties (cont'd...)

Ceiling test

The Company calculates a ceiling test whereby the net capitalized costs of properties cannot exceed the sum of the undiscounted cash flows expected to result from the Company's proved reserves. Cash flows are calculated based on third party quoted forward prices and adjusted for the Company's contract prices and quality differentials. If there is impairment, the magnitude of it would be calculated by comparing the carrying amount of oil and gas properties to the estimated net present value of future cash flows from proved plus risked probable reserves. A risk-free interest rate is used to arrive at the net present value of the future cash flows. Any excess carrying value above the net present value of future cash flows would be recorded as a permanent impairment and charged as additional depletion expense in the consolidated statement of income.

Sales of oil and gas properties are accounted for as adjustments of capitalized costs, with no gain or loss recognized unless such adjustments would alter the rate of depletion and amortization by more than twenty percent.

Revenue recognition

Revenue from the sale of oil and gas products is recognized upon the passage of title and when ultimate collection is reasonably assured.

Equipment

Equipment is recorded at cost less accumulated amortization. Amortization is being provided for annually using the declining balance method of amortization at the following rates:

Office equipment	20%
Computer equipment	30%

Income taxes

The Company follows the asset and liability method of accounting for income taxes whereby future income taxes are recognized for the future income tax consequences attributable to differences between the financial statement carrying values and their respective income tax bases (temporary differences). Future income tax assets and liabilities are measured using enacted or substantively enacted income tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period in which the change occurs. The amount of future income tax assets recognized is limited to the amount that is more likely than not to be realized.

Stock-based compensation

Stock options and direct awards of stock granted to employees and non-employees are recorded at fair value on the date of grant and the associated expense is amortized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

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

Loss per share

The Company uses the treasury stock method to calculate diluted loss per share. Diluted loss per share considers the dilutive impact of the exercise of outstanding stock options, warrants and similar instruments as if the events had occurred at the beginning of the period or at time of issuance, if later. For the years presented, this calculation proved to be anti-dilutive.

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year.

Flow-through shares

Canadian tax legislation permits a company to issue flow-through shares whereby the deduction for tax purposes relating to qualified resource expenditures is claimed by the investors rather than the Company. Recording these expenditures for accounting purposes gives rise to taxable temporary differences.

Effective March 19, 2004, the Emerging Issues Committee of the Canadian Institute of Chartered Accountants requires that, when the Company renounces flow-through expenditures, a portion of the Company's future income tax assets that were not recognized in previous years, due to the recording of a valuation allowance, be recognized as a recovery of income taxes in the statement of operations.

Comparatives

Certain comparative figures have been reclassified to conform to the current year's presentation.

3. MARKETABLE SECURITIES

The Company disposed of all marketable securities resulting in a gain of \$11,340 during the year ended December 31, 2004.

4. MINERAL PROPERTIES

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

UNITED BOLERO DEVELOPMENT CORP.
NOTES TO THE FINANCIAL STATEMENTS
 March 31, 2005

4. MINERAL PROPERTIES (cont'd...)

At March 31, 2005, expenditures incurred on mineral properties were as follows:

	Cannivan Gulch Project, Montana	South Baird Project, Ontario	Total
Acquisition costs:			
Balance, beginning of year	\$ 64,500	\$15,000	\$ 93,500
Additions during the year	<u>80,000</u>	<u>-</u>	<u>80,000</u>
Balance, end of year	<u>144,500</u>	<u>15,000</u>	<u>173,500</u>
Deferred exploration costs:			
Balance, beginning of year	-	-	-
Reports, drafting, maps	-	14,400	2,900
Surveys	-	17,500	15,000
Line cutting	<u>-</u>	<u>18,904</u>	<u>18,904</u>
Balance, end of year	<u>-</u>	<u>50,804</u>	<u>36,804</u>
Total, March 31, 2005	\$ 144,500	\$ 65,804	\$ 210,304

At December 31, 2004, expenditures incurred on mineral properties were as follows:

	Cannivan Gulch Project, Montana	South Baird Project, Ontario	Total
Acquisition costs:			
Balance, beginning of year	\$ -	\$ 15,000	\$ 15,000
Additions during the year	<u>64,500</u>	<u>14,000</u>	<u>78,500</u>
Balance, end of year	<u>64,500</u>	<u>29,000</u>	<u>93,500</u>
Deferred exploration costs:			
Balance, beginning of year	-	-	-
Reports, drafting, maps	-	2,900	2,900
Surveys	-	15,000	15,000
Line cutting	<u>-</u>	<u>18,904</u>	<u>18,904</u>
Balance, end of year	<u>-</u>	<u>36,804</u>	<u>36,804</u>
Total, December 31, 2004	\$ 64,500	\$ 65,804	\$ 130,304

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4. MINERAL PROPERTIES (cont'd...)

South Baird Project, Ontario, Canada

On November 3, 2003, the Company entered into an option agreement with Solitaire Minerals Corp. ("Solitaire") to acquire a 50% interest in certain mineral claims located in Baird Township, Red Lake Mining Division, Ontario.

To maintain the agreement and the option in good standing, the Company is required to incur exploration and development expenditures totalling \$150,000 on or before November 3, 2004 and a further \$350,000 on or before November 3, 2006.

In addition, the Company is required to make cash payments and issue shares to Solitaire as follows:

<u>Date</u>	<u>Cash Payments</u>	<u>Share Issuances</u>
Upon execution of agreement (paid)	\$5,000	-
Upon receipt of regulatory approval (paid and issued)	5,000	50,000 common shares
On or before November 3, 2004 (issued)	-	100,000 common shares
On or before November 3, 2005	20,000	
On or before November 3, 2006	30,000	50,000 common shares

During the year ended December 31, 2004 the company amended its agreement with Solitaire. In lieu of a scheduled cash payment of \$20,000 and the issuance of 50,000 common shares, the Company issued 100,000 shares valued at \$14,000 and extended its commitment of exploration expenditures of \$150,000 to November 3, 2005. All other terms of the original option agreement remain in effect.

Pursuant to the underlying agreement between Solitaire and the property holder, the holder retains a 2% net smelter returns royalty ("NSR") on the proceeds of production from the South Baird Property.

Cannivan Gulch Project, Montana, USA

During the year ended December 31, 2004 the company entered into an option agreement to acquire a 100% interest in the Cannivan Gulch deposit which is located in northern Beaverhead County, Montana.

4. MINERAL PROPERTIES (cont'd...)

Cannivan Gulch Project, Montana, USA (cont'd...)

The company is required to make cash payments as follows:

- a) US \$50,000 upon execution of the agreement (paid);
- b) US \$50,000 on the 1st anniversary;
- c) US \$50,000 on the 2nd anniversary;
- d) US \$75,000 on the 3rd to 5th anniversaries; and
- e) US \$100,000 on each subsequent anniversary to a maximum of US \$10,000,000.

The company is required to issue common shares as follows:

- a) 100,000 upon completion of the formal option agreement (issued subsequently); and
- b) 100,000 on the 1st to 5th anniversary of the agreement.

The optioners will retain a 2% NSR. The company may purchase 1% of the NSR on the third anniversary of the agreement for US \$600,000.

This option agreement is subject to finder's fees of 500,000 common shares of the Company, payable in stages (200,000 issued subsequently).

Poly Claims, Skeena Mining Division, B.C., Canada

During the year ended December 31, 2002, the Company signed a letter of intent to enter into an option agreement with Island Arc Mining Corporation, a company with a common director, to acquire up to a 100% interest in certain mineral claims located in the Skeena Mining Division of British Columbia. The Company paid \$52,500 and issued 50,000 common shares valued at \$5,000.

The option agreement was terminated on October 1, 2003. Consequently, all related costs were written off to operations during the 2003 fiscal year.

Placeritos Gold Project, Mildred Peak, Arizona, USA

During the year ended December 31, 2003, the Company entered into agreements with Golden Arch Resources Ltd. ("Golden Arch") to acquire a 51% interest in certain mineral claims located at Mildred Peak, Arizona, USA.

The Company paid \$25,000 and incurred \$12,546 expenditures on geological reports during the year ended December 31, 2003.

The Company's agreement with Golden Arch over the Placeritos Gold Project was the subject of a legal dispute during 2003. On November 21, 2003, the Company finalized a settlement with Golden Arch whereby the Company received a refund of \$25,000 and 100,000 free-trading common shares of Golden Arch valued at \$19,000.

UNITED BOLERO DEVELOPMENT CORP.
NOTES TO THE FINANCIAL STATEMENTS
 March 31, 2005

5. OIL AND GAS PROPERTIES

	2004			March 31, 2005
	Smokey Gap, Wyoming	Wagonbox, Montana	Total	Total
Balance, beginning of year	\$ -	\$ -	\$ -	\$ 231,375
Deferred exploration and development costs	200,909	231,374	432,283	
Depletion during the year	(995)	-	(995)	-
Written-down during the year	(199,913)	-	(199,913)	-
Balance, end of year	\$ 1	\$ 231,374	\$ 231,375	\$ 231,375

As at December 31, 2004, all the oil and gas properties are unproved and excluded from depletion calculations.

Smokey Gap Field, Natrona County, Wyoming, USA

During the year ended December 31, 2004, the Company entered into an agreement with Big Snowy Resources LLP, ("Big Snowy") a company with a former director in common, whereby the company can earn up to a 50% working interest in up to five wells in the Smokey Gap Field, Natrona County, Wyoming. The Company must incur US\$50,000 drilling costs on each well to earn the 50% interest in the well. During the year ended December 31, 2004, the Company paid \$200,909 (US\$150,000) towards its 50% earn in.

During the year ended December 31, 2004, the Company wrote-down the working interest in the property to a nominal amount.

Wagonbox Field, Musselshell County, Montana, USA

During the year ended December 31, 2004, the Company entered into an agreement with Big Snowy whereby the Company can earn up to a 50% working interest in up to two wells in the Wagonbox Field, Musselshell County, Montana. During the year ended December 31, 2004, the Company paid \$231,374 (US\$175,000) towards its 50% earn in on this property. These have been fully earned at December 31, 2004.

6. EQUIPMENT

Period Ending	QT March 31, 2005			12 MO YE 2004		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Office equipment	\$ 2,683	\$ 714	\$ 1,969	\$ 2,683	\$ 630	\$ 2,053
Computer equipment	19,802	4,286	15,516	18,417	3,704	14,713
	\$ 22,485	\$ 5,000	\$ 17,485	\$ 21,100	\$ 4,334	\$ 16,766

7. RELATED PARTY TRANSACTIONS

Amounts due to related parties include balances owed to former directors for fees, rent and funds advanced to the Company to assist in its operations. These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

The Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$ 50,050 (YE 2004 - \$90,864) to current and former directors of the Company
- b) Paid or accrued management fees of \$ 10,500 (YE 2004 - \$ 18,720) to a company controlled by an officer of the Company
- c) Paid or accrued consulting fees of \$5,158 (YE 2004 - \$ 52,197) to former directors and officers of the Company.
- d) Paid or accrued consulting fees of Nil (YE 2004 - \$15,000) to a company controlled by a former director of the Company.
- e) Paid or accrued rent of Nil (YE 2004 - \$7,250) to a former director and a company controlled by a former director.
- f) Paid or accrued investor relations expenses included in shareholder communications of Nil (YE 2004 - \$5,541) to a director and former director of the Company.
- g) Wrote-off a receivable of \$Nil (2003 - \$22,500) owing by a company related by a common director.
- h) Recorded stock-based compensation of \$66,666 (YE 2004 - \$119,914) for services provided by current and former directors.

These transactions were in the normal course of operations and were measured at the exchange amount which is the amount established and agreed to by the related parties.

UNITED BOLERO DEVELOPMENT CORP.
NOTES TO THE FINANCIAL STATEMENTS
March 31, 2005

8. CAPITAL STOCK

	Number of Shares	Capital Stock	Contributed Surplus
Authorized			
99,875,000 common shares without par value			
Common shares			
Balance as at December 31, 2002	6,138,529	\$ 2,526,410	\$ 125,800
Private placement	3,733,333	419,000	5,468
Exercise of options	63,852	6,385	-
Mineral properties	100,000	10,000	-
Stock-based compensation (Note 9)	-	-	86,740
Issue costs	-	(17,468)	-
Balance as at December 31, 2003	10,035,714	2,944,327	218,008
Flow-through private placement	193,548	60,000	-
Finders' fee on flow-through private placement	19,355	6,000	-
Private placements	6,749,999	880,000	21,407
Finders' fee on private placements	307,000	33,840	-
Exercise of warrants	80,000	14,400	-
Exercise of agent warrants	50,000	11,367	(1,367)
Exercise of stock options	655,000	117,940	(45,690)
Acquisition of mineral properties	100,000	14,000	-
Stock-based compensation (Note 9)	-	-	188,651
Issue costs	-	(83,041)	-
Balance as at December 31, 2004	12,325,843	\$ 3,998,833	\$ 381,009
Exercise of Warrants	2,225,000	467,750	
Exercise of Stock Options	108,000	18,325	
Exercise of Warrants	200,000	2,129	
Balance as at March 31, 2005	14,858,843	4,487,037	

In April 2004, the Company issued 1,500,000 units at \$0.20 per unit for proceeds of \$300,000. Each unit consisted of one common share and one common share purchase warrant entitling the holder to acquire one common share at \$0.25 in the first year and at \$0.35 in the second year. A finder's fee of \$8,000 cash and 100,000 agent warrants with the same terms of the unit warrants was paid. The fair value of the agent warrants, as determined by the Black-Scholes pricing model, was \$13,306.

In June 2004, the Company issued 193,548 flow-through units at \$0.31 per unit for proceeds of \$60,000. Each unit consisted of one flow-through share and one half common share purchase warrant. One whole warrant entitles the holder to acquire one common share at \$0.36 in the first year and at \$0.42 in the second year. The Company issued 19,355 units valued at \$6,000 consisting of one common share and one whole common share purchase warrant with the same terms of the unit warrants as finder's fees.

In October 2004, the Company issued 2,500,000 units at \$0.10 per unit for proceeds of \$250,000. Each unit consisted of one common share and one common share purchase warrant entitling the holder to acquire one common share at \$0.15 for one year. A finder's fee of \$5,750 cash and 150,000 common shares valued at \$15,000 was paid.

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

In December 2004, the Company issued 2,749,999 units at \$0.12 per unit for proceeds of \$330,000. Each unit consisted of one common share and one common share purchase warrant entitling the holder to acquire one common share at \$0.15 in the first year and at \$0.20 in the second year. A finder's fee of \$8,044 cash, 41,666 agent warrants and 157,000 agent units valued at \$18,840 with the same terms of the units and warrants was paid. The fair value of the agent warrants, as determined by the Black-Scholes pricing model, was \$8,101.

In December 2004, the Company issued 100,000 common shares valued at \$14,000 for the acquisition of mineral properties (Note 4).

In January 2003, the Company issued 1,750,000 units at \$0.10 per unit for proceeds of \$175,000. Each unit consisted of one common share and one common share purchase warrant entitling the holder to acquire one common share at \$0.15 in the first year and at \$0.20 in the second year. A finder's fee of \$12,000 cash and 200,000 agent warrants with the same terms of the unit warrants was paid. The fair value of the agent warrants, as determined by the Black-Scholes pricing model, was \$5,468.

In June 2003, the Company issued 1,283,333 units at \$0.12 per unit for proceeds of \$154,000. Each unit consisted of one common share and one common share purchase warrant to acquire an additional common share at \$0.18 in the first year and at \$0.25 in the second year.

In December 2003, the Company completed the following private placements:

- i) 200,000 units at \$0.15 per unit, each unit consisting of one flow through common share and 200,000 share purchase warrants. Each warrant entitles the holder to purchase one common share at \$0.18 in the first year and at \$0.25 in the second year; and
- ii) 500,000 units at \$0.12 per unit, each unit consisting of one common share and one common share purchase warrant, exercisable at \$0.15 in the first year and at \$0.20 in the second year.

The following weighted average assumptions were used for the Black-Scholes valuation of agent warrants granted during the year:

	QTR 2005	YE 2004
Risk-free interest rate	3.22%	2.67%
Expected life of warrants	1.75 years	1.75 year
Annualized volatility	160%	129%
Dividend rate	0.00%	0.00%

UNITED BOLERO DEVELOPMENT CORP.
NOTES TO THE FINANCIAL STATEMENTS
 March 31, 2005

9. STOCK OPTIONS AND WARRANTS

Share purchase warrants

At March 31, 2005, warrants were outstanding enabling holders to acquire shares as follows:

Number of Shares	Exercise Price	Expiry Date
1,203,333	0.20	June 10, 2005 ⁽ⁱ⁾
200,000	0.20	December 22, 2005 ⁽ⁱ⁾
500,000	0.20	December 22, 2005
1,600,000	0.25	April 5, 2005
then at	0.35	April 5, 2006
116,129	0.36	June 15, 2005
then at	0.42	June 15, 2006
2,500,000	0.15	October 29, 2005
2,948,665	0.15	December 29, 2005
then at	0.20	December 29, 2006

(i) In January 2004, the company received regulatory approval to reduce the exercise price of these outstanding warrants to \$0.20 per share.

	Number of Warrants	Weighted Average Exercise Price
As at December 31, 2002	-	\$ -
Warrants granted	3,933,333	0.17
Warrants cancelled/expired	-	-
Warrants exercised	-	-
As at December 31, 2003	3,933,333	0.17
Warrants granted	7,164,794	0.18
Warrants cancelled/expired	-	-
Warrants exercised	(130,000)	0.18
As at December 31, 2004	10,968,127	\$ 0.17
Number of warrants currently exercisable	10,968,127	\$ 0.17

UNITED BOLERO DEVELOPMENT CORP.
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9. STOCK OPTIONS AND WARRANTS (cont'd...)

Stock options

During the year, the Company amended its stock option plan increasing the number of options it is authorized to grant to directors, employees and consultants from up to 10% of the issued and outstanding common stock of the Company to 20%. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. Options vest evenly every three months over an eighteen month period or over a longer period if specified by the directors of the Company. The options can be granted for a maximum term of 5 years.

As at December 31, 2004, the following incentive stock options were outstanding:

Number of Shares	Exercise Price	Expiry Date
202,000	\$ 0.15	August 15, 2008
450,000	0.20	February 26, 2009
125,000	0.24	March 16, 2009
91,667	0.32	March 24, 2009
100,000	0.20	May 31, 2009
375,000	0.15	June 30, 2009
75,000	0.15	July 22, 2009
733,333	0.10	September 1, 2009
50,000	0.15	October 1, 2009

Stock option transactions and the number of share options outstanding are summarized as follows:

	Number Of Options	Weighted Average Exercise Price
Balance, December 31, 2002	-	\$ -
Options granted	1,215,852	0.12
Options cancelled	(295,000)	0.11
Options exercised	(63,852)	0.10
Balance, December 31, 2003	857,000	0.12
Options granted	2,575,000	0.16
Options cancelled	(575,000)	0.18
Options exercised	(655,000)	0.11
Balance, December 31, 2004	2,202,000	\$ 0.16
Number of options currently exercisable	1,026,441	\$ 0.20

The weighted average fair value of options granted during fiscal 2004 was \$0.16 (2003 - \$0.07).

9. STOCK OPTIONS AND WARRANTS (cont'd...)

Stock-based compensation

During the year ended December 31, 2004, the Company granted 2,575,000 (2003 – 1,215,852) stock options to directors, consultants and employees, resulting in a value of \$342,536. Compensation costs expensed in the year totalled \$188,651 (2003 - \$86,740) for the options currently vested which was recorded as contributed surplus on the balance sheet.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the year:

	2004	2003
Risk-free interest rate	3.56%	3.70%
Expected dividend yield	0.00%	0.00%
Expected stock volatility	106%	91%
Expected option life in years	5 years	4 years

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions for the year ended December 31, 2004 consisted of the Company:

- a) Issuing 100,000 common shares valued at \$14,000 for mineral properties relating to the South Baird Project (Note 4).
- b) Issuing agent warrants valued at \$21,407 as finders' fees and granting stock options valued at \$188,651 which was recorded as contributed surplus. The exercise of warrants and options with a combined value of \$47,057 reducing contributed surplus.
- c) Issuing 307,000 common shares valued at \$39,840 as finder's fees recorded as issue costs (Note 8).
- d) Issuing 19,355 flow-through shares valued at \$6,000 as finder's fees recorded as issue costs (Note 8).

Significant non-cash transactions for the year ended December 31, 2003 consisted of the Company:

- a) Issuing 50,000 common shares valued at \$5,000 for mineral properties relating to the Poly Claims (Note 4).
- b) Issuing 50,000 common shares valued at \$5,000 for mineral properties relating to the South Baird Project (Note 4).
- c) Receiving 100,000 common shares of Golden Arch valued at \$19,000 pursuant to a settlement agreement (Note 4).

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11. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, marketable securities, receivables, accounts payable and accrued liabilities, and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

12. INCOME TAXES

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

	2005	2004
Loss for the year	\$ (260,609)	\$ (819,610)
Expected income tax recovery	\$ (92,777)	\$ (291,781)
Expenses not deductible for income tax purposes	17,007	201,797
Unrecognized benefit of non-capital loss carry forward	89,984	89,984
Write-down of oil and gas property	_____	_____ 71,169
Total income taxes	\$ -	\$ -

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

	2005	2004
Future income tax assets:		
Resource properties	\$ 471,000	\$ 471,000
Non-capital loss carry forwards	394,000	394,000
Other assets	_____ 10,000	_____ 10,000
	875,000	875,000
Valuation allowance	_____ (875,000)	_____ (875,000)
Net future income tax assets	\$ -	\$ -

During the year ended December 31, 2004, the Company issued 193,548 common shares on a flow-through basis for gross proceeds of \$60,000 to a former director of the Company. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to the flow-through participants. During the year ended December 31, 2004, the Company renounced exploration expenditures of \$Nil (2003 - \$30,000). As at December 31, 2004, the Company was committed to spend \$60,000 (2003 - \$15,000) on future Canadian exploration expenditures.

UNITED BOLERO DEVELOPMENT CORP.
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12. INCOME TAXES (cont'd...)

The Company has available for deduction against future taxable income non-capital losses of approximately \$1,106,000. These losses expire through to 2014. Subject to certain restrictions, the Company also has resource expenditures of approximately \$1,884,000 available to reduce taxable income in future years. Future tax benefits which may arise as a result of these non-capital losses and resource deductions have not been recognized in these financial statements and have been offset by a valuation allowance.

13. SEGMENTED INFORMATION

The Company primarily operates in one reportable operating segment, being the acquisition and exploration of resource properties in Canada and the United States.

	Qtr 2005	YE 2004
Revenue		
Canada	\$ -	\$ -
United States	-	6,400
	<u>\$ -</u>	<u>\$ 6,400</u>

	Total Assets	Mineral Properties	Oil and Gas Properties	Other Assets
March 31, 2005				
Assets				
Canada	\$ 342,405	\$ 65,804	\$ -	\$ 276,601
United States	<u>375,875</u>	<u>144,500</u>	<u>231,375</u>	<u>-</u>
	<u>\$ 718,280</u>	<u>\$ 210,303</u>	<u>\$ 231,375</u>	<u>\$ 276,601</u>

UNITED BOLERO DEVELOPMENT CORP.
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13. SEGMENTED INFORMATION (cont'd...)

	Total Assets	Mineral Properties	Oil and Gas Properties	Other Assets
2004				
Assets				
Canada	\$ 205,918	\$ 65,804	\$ -	\$ 140,114
United States	<u>295,875</u>	<u>64,500</u>	<u>231,375</u>	<u>-</u>
	<u>\$ 501,793</u>	<u>\$ 130,304</u>	<u>\$ 231,375</u>	<u>\$ 140,114</u>

14. CONTINGENCY

A claim has been made against the Company seeking the transfer of 600,000 common shares valued at \$72,000 or damages for lost profit from the shares. The Company has \$12,000 included in accounts payable and accrued liabilities related to this claim. The likelihood and amount of any loss is not determinable.

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15. SUBSEQUENT EVENTS

Subsequent to year end, the Company:

- a) Issued 2,225,000 common shares of the Company for \$467,750 pursuant to the exercise of warrants.
- b) Issued 108,000 common shares of the Company for \$18,325 pursuant to the exercise of stock options.
- c) Issued 200,000 common shares of the Company as finders' fees for the Cannivan Gulch option agreement.
- d) Issued 100,000 common shares of the Company pursuant to the terms of the Cannivan Gulch option agreement.
- e) Entered into an option agreement dated February 18, 2005 whereby the Company can acquire a 100% interest in the Bald Butte Property in Southwestern Montana.

To acquire the option, the Company is required to make payments of US\$80,000 upon execution of the agreement, US\$100,000 on the first anniversary, US\$200,000 in subsequent annual payments and issue 600,000 common shares in 5 equal increments per year. Annual payments are capped when total payments and royalties reach US\$5,000,000.

The interest is subject to a 3% NSR. The Company may purchase 1% of the NSR from the vendors on the third anniversary of the agreement for a purchase price of US\$500,000.

This option agreement is subject to regulatory approval.