

# Management Discussions & Analysis of Operating Results and Financial Condition for the Quarter Ended March 31 2005

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## March 31, 2005

The following information should be read in conjunction with the audited financial statements for the years December 31, 2004 and 2005 and related notes included herein. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional information relating to the Company, including the Annual Information Form and other regulatory filings, can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## Forward-Looking Statements

Certain statements contained in this document constitute “forward-looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

## Overview

United Bolero Development Corp. (“United Bolero” or the “Company”) is a junior natural resource company focused on the exploration and development of natural resource properties in precious metals, base metals and oil and gas. United Bolero was incorporated under the British Columbia Company Act on August 13, 1985 and as an extra provincial corporation on February 13, 2004 in the province of Ontario.

The Company is a reporting issuer in British Columbia and Alberta and is listed on the TSX Venture Exchange under the symbol “UNB.”

Until recently the Company was largely focused on mineral exploration but has been able to integrate oil and gas exploration into its core operations to become both a mineral **and** oil and gas exploration company. United Bolero intends to maintain that balance of being both a junior mineral exploration and development company as well as a junior oil and gas company.

Our long-term goals for United Bolero include:

- acquiring and developing cash producing assets;
- building and strengthening our core operations in natural resource exploration and development;
- increasing return on investment for our shareholders;

## Operating Activities

### South Baird Property – Red Lake, Ontario

On November 3<sup>rd</sup>, 2003, United Bolero signed the South Baird Property agreement to acquire a 50% interest in three patented claims units (KRL 1244608, KRL 1244612, and KRL 1244620) located in Baird Township in the Red Lake mining district.

On November 4<sup>th</sup>, 2004, the Company in agreement with Solitaire Minerals amended the terms of the original South Baird agreement.

In consideration of the amended agreement, United Bolero is required to make the following cash and share payments as well as commit to the following exploration expenditures:

- (a) Cash Payments
  - \$5,000 Cdn. upon execution of the agreement (paid);
  - \$5,000 Cdn. upon TSX Venture Exchange approval (paid);
  - \$20,000 Cdn. On or before November 3, 2005 (originally 2004)
  - \$30,000 Cdn. on or before November 3, 2006 (originally 2005);
- (b) Share Issuances
  - 50,000 common shares upon TSX Venture Exchange approval (issued);
  - 100,000 common shares on or before November 3, 2004 (issued), with the original commitment being the issue of 50,000 common shares;
  - a final issue of 50,000 common shares on or before November 3, 2006 (originally 2005)
- (c) Exploration Expenditures
  - \$150,000 on or before November 3, 2005 (originally 2004);
  - a further \$350,000 on or before November 3, 2006 (originally 2004)

### Smoky Gap Agreement

On February 17<sup>th</sup>, 2004 United Bolero entered into an agreement with Big Snowy Resources LLP (“Big Snowy”), a U.S. based private company whereby the Company can earn up to a 50% working interest in up to five wells in the Smoky Gap Field, Natrona County, Wyoming. To date Big Snowy has drilled and completed three of the five wells covered under the Smoky Gap Agreement and has advanced the required US\$150,000 to earn the 50% working interest in these three wells. Confirmation of revenue entitlements and payments are pending from Big Snowy. During the year ended December 31, 2004 the Company wrote down the working interest in the Smokey Gap Field, Wyoming, USA, by \$199,913.

### The Wagonbox Agreement

On April 15<sup>th</sup>, 2004, United Bolero entered into a second agreement with Big Snowy Resources LLP, whereby the Company can earn up to a 50% working interest in two wells in the Wagonbox Field, located in Musselshell County, Montana.

On July 6<sup>th</sup>, 2004 United Bolero reported that the Bolero 1-33 had been drilled to permitted depth. While drilling Big Snowy as the operator encountered multiple hydrocarbon zones of both oil and gas. Subsequent

to drilling and finding the multi-hydrocarbon zones, Big Snowy experienced difficulties with completion equipment and casing in the well, causing further delays in being able to complete the Bolero 1-33 well. Currently United Bolero management and Big Snowy management are assessing options on how to, or whether to, proceed on the Bolero 1-33 well. Funds have been advanced for the drilling of a second well under the Wagonbox agreement and the Company is awaiting a report on the status of that drilling.

### **Cannivan Gulch Mining Exploration and Option Agreement**

On December 30<sup>th</sup>, 2004, United Bolero entered into the Cannivan Gulch Mining Exploration and Option Agreement (“MEOA”) to acquire a 100% interest in the Cannivan Gulch molybdenum project. The property was acquired from MKM Enterprises and Verde Ltd. (the “vendors”) based out of Missoula, Montana. In order to earn a 100% interest in the property, net of a 2% Net Smelter Royalty (NSR), United Bolero will make the following cash and share payments:

#### Cash Payments:

- US \$50,000 upon execution of a formal option agreement (Mining Exploration and Option Agreement, December 31, 2004) (paid);
- US \$50,000 upon the first anniversary of the agreement, December 31, 2005;
- US \$50,000 upon the second anniversary of the agreement, December 31, 2006;
- US \$75,000 upon the third anniversary of the agreement, December 31, 2007;
- US \$75,000 upon the fourth anniversary of the agreement, December 31, 2008;
- US \$75,000 upon the fifth anniversary of the agreement, December 31, 2009;
- US \$100,000 upon the sixth anniversary of the agreement, December 31, 2010;
- US \$100,000 on each subsequent anniversary until such time as the Company has broached the total cash purchase price of \$10,000,000 USD.

When the Company reaches production stage, all annual production payments and/or royalty production payments will be credited towards the Company’s final purchase price of \$10,000,000 USD.

#### Treasury Issues:

United Bolero will also issue shares from treasury according to the following schedule:

- 100,000 upon execution of the formal agreement (issued);
- 100,000 upon the first anniversary of the agreement;
- 100,000 upon the second anniversary of the agreement;
- 100,000 upon the third anniversary of the agreement;
- 100,000 upon the fourth anniversary of the agreement.

United Bolero will have the opportunity to purchase 1% of the 2% net smelter upon the third anniversary of the agreement for a purchase price of US \$600,000. This option to purchase is offered only on the third anniversary of the agreement and at no other time.

### **Results of Exploration Activities – Operations**

The results of operations reflect the overhead costs incurred for mineral property acquisitions and exploration expenses incurred by the Company to maintain good standing with the various regulatory authorities and to provide an administrative infrastructure to manage the acquisition, exploration, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisitions and exploration continues. As at March

31, 2005, the Company had not recorded any significant revenues from its projects in either oil and gas, or mineral exploration and development.

## Revenues

Due to the Company's status as an exploration and development stage mineral resource company, and a lack of commercial production from its properties, the Company currently does not have significant revenues from its operations. Minor revenues have been obtained from the Company's involvement in oil and gas exploration and development in Montana and Wyoming.

## Financial Information

For the periods ending		3 Mo. End 3/31/05	Year Ending 2004
		\$	\$
Revenue		Nil	6,400
Loss for the year		(260,610)	(819,610)
Loss per common share, basic and diluted		(0.01)	(0.07)
Weighted Average number of common shares outstanding		21,265,282	12,325,843
<b>Balance Sheet Data</b>			
Working capital		186,435	39,368
Total assets		718,280	501,793
Long-term debt		Nil	Nil

## Operating Expenses

### Management, Administrative & Professional Fees

Management, administrative and professional fees for the respective twelve-month periods ended December 31 were as follows:

Period Ending	3/31/2005	12/31/2004	12/31/2003
Management and Administrative Fees	67,489	118,437	53,300
Professional Fees	10,153	117,055	78,238
Consulting Fees	1,150	67,197	32,832

Management and administrative expenses for the twelve-month period ended December 31, 2004 increased to \$118,437, largely due to the increased activities by management to improve and strengthen the Company's operations. In February 2004, management became focused on pursuing oil and gas opportunities in the states of Wyoming and Montana. In December 2004, management became involved in mining of minerals in Montana.

Professional fees of \$117,055 which consists of \$66,469 in legal and \$50,586 in audit & accounting expenses increased for the period ending December 31, 2004 (2003: \$78,238; 2002: \$8,757) due to the associated costs of obtaining legal and accounting advice.

Consulting Fees of \$67,197 consist of payments to a former officer for \$34,726, a payment to a former director for \$8,500, a payment for \$15,000, and a payment for \$8,971.

### Investor Relations, Shareholder Communications and Promotional Expenses

Investor relations and promotional activities increased over the three-year period, due to increased corporate visibility the Company has been trying to achieve.

<b>As at December 31</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
Investors Relations	14,462	3,500	6,153
Shareholder Communications & Promotion	62,769	9,027	1,479

As the Company became more active over the course of 2004, management felt it important to utilize the services of independent investor relations' professionals to help increase corporate awareness.

The \$62,789 in shareholder communications and promotion for the period ended December 31, 2004 consists of \$10,266 for business promotion and \$52,503 for shareholder communications. These expenses increased from the previous two fiscal years due to the increased financings and promotional efforts of the Company.

### **Transfer Agent & Filing Fees**

Transfer fees & filing fees for the year ended December 31, 2004 is \$27,899 (2003: \$16,864, 2002: \$7,804). The increase during 2003 relates largely to the applicable regulatory filings in connection with increased financing activities as well as the granting of the stock options to employees and Directors of the Company.

### **Liquidity & Capital Resources**

At the end of 2004 the Company's cash balance was \$114,334, in contrast to the previous year end cash balance of \$45,590 in 2003 and \$116 in 2002.

Our working capital for the year ended December 31, 2004 is \$39,368 compared to a working capital deficiency of \$9,414 in 2003 and \$66,120 in 2002. As the Company became more active in its reactivation endeavors, funds were expended in 2003 towards the exploration and development of mineral properties.

The Company has no long-term debt and no material credit facilities in place at the end of 2004.

### **Financing Activities**

Over the course of 2004, the Company completed a number of private placement financings to fund their mining and oil and gas endeavors.

The Company completed a private placement in January 2003, of 1,283,333 units, consisting of one common share and one share purchase warrant at a price of \$0.12 per unit, for total gross proceeds of \$154,000. Each warrant originally entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.18 per share in the first year and \$0.25 in the second year. In January 2004, the Company made an application to the Exchange to amend the second year exercise price of the warrants originally offered under the January 2003 private placement. With the acceptance for filing by the TSX Venture Exchange, the Company proceeded to amend the second year warrant exercise price from \$0.25 per share to \$0.20 per common share.

On February 18<sup>th</sup>, 2004, United Bolero announced a private placement of 1,500,000 units at a price of \$0.20 per unit, for gross proceeds of \$300,000. The private placement units consisted of one common share and one non-transferable share purchase warrant, exercisable at a price of \$0.25 per warrant share in the first year and at a price of \$0.35 per warrant share in the second year. The Company used the funds to finance the drilling of two wells on the Smokey Gap field, located in Natrona County, Wyoming and for exploration expenses relating to the further development of the South Baird property in Red Lake, Ontario. On March 17<sup>th</sup>, 2004, the Company received and announced the acceptance for filing of the private placement from the TSX Venture Exchange.

On April 5<sup>th</sup>, 2004, announced a non-brokered private placement of three million (3,000,000) units, offered at a price of \$0.33 per unit. Each unit consisted of one share and one share purchase warrant exercisable at a price of \$0.38 in the first year and at a price of \$0.45 in the second year, with the funds to be directed towards the Company's ongoing endeavors in oil and gas exploration in Wyoming and Montana. In addition to that offering, the Company announced that it would be offering a 300,000 flow-through private placement financing for the furtherance of the South Baird gold project. On April 28<sup>th</sup>, 2004, the Company announced that it had amended the price of the flow-through financing and increased the number of units it originally announced on April 5<sup>th</sup>, 2005, increasing the total offering to 371,000 flow-through units at price of \$0.31 per unit. The units consisted of one common share and one half (1/2) of one share purchase warrant to be exercisable for one full common share at a price of \$0.36 in year one and at a price of \$0.42 in year two. On June 11<sup>th</sup>, 2004, the Company announced the closing of the flow-through units, receiving subscriptions for 193,548 flow-through units, instead of the amended offering of 371,000 units. The Company experienced a decline in share price in the period from the date of the original announcement to the date of closing, resulting in less funds received under the flow-through offering. The Company also announced on June 11<sup>th</sup>, 2004, a withdrawal of the 3,000,000 units previously announced on April 5<sup>th</sup>, 2004.

On July 21<sup>st</sup>, 2004, United Bolero announced a private placement of one million units at a price of \$0.15 per unit, consisting of one common share and one share purchase warrant, exercisable for up to two years from the date of issue at a price of \$0.25 in both year one and two, receiving gross proceeds of \$150,000. The Company allocated the majority of the funds from the offering towards the Wagonbox Agreement, accepted for filing by the TSX Venture Exchange on April 15<sup>th</sup>, 2004.

On September 2<sup>nd</sup> 2004, the Company withdrew the private placement announced on July 21<sup>st</sup> and instead offered two million (2 million) units at a price of \$0.10 per unit, for gross proceeds of \$200,000. The units consisted of one common share and one share purchase warrant exercisable for up to one year from the date of issue, at a price of \$0.15 per share. The proceeds of the financing were used for the Company's oil and gas operations in Montana and for general working capital. On September 10<sup>th</sup>, 2004, the Company announced that it had increased the size of the September 2<sup>nd</sup> private placement offering to 2,500,000 units from the original 2,000,000. The private placement was oversubscribed and provided the Company with gross proceeds of \$250,000 – the offering was closed on October 22<sup>nd</sup>, 2004.

On December 15<sup>th</sup>, 2004, the Company announced a private placement of 2,000,000 units at a price of \$0.12 per unit, then on December 17<sup>th</sup>, 2004, the Company announced that it had increased the size of the offering to 2,500,000 units for gross proceeds of \$330,000. The units consisted of one common share and one share purchase warrant exercisable for up to two years from the date of issue, at a price of \$0.15 per warrant share in the first year and at a price of \$0.20 per warrant share in the second year. The proceeds of the offering were contributed towards the Company's acquisition of the Cannivan Gulch molybdenum property based in Butte, Montana. The private placement closed on December 31<sup>st</sup>, 2004 with TSX Venture Exchange acceptance for filing. The private placement was oversubscribed and resulted in a final unit offering of 2,749,999 units placed with subscribers for total gross proceeds of \$330,000.

The intended use of funds for each private placement is outlined in the schedule below:

<b>Private Placement</b>	<b>Shares Issued</b>	<b>Gross Proceeds</b>	<b>Intended Use of Funds</b>
February 18 <sup>th</sup> , 2004	1,500,000	\$300,000	Drilling of two wells under the Smokey Gap agreement and for exploration expenditures relating to the South Baird gold property in Red Lake Ontario; general working capital
June 11 <sup>th</sup> , 2004	193,548	\$60,000	South Baird gold exploration expenditures
September 10 <sup>th</sup> , 2004	2,500,000	\$250,000	Drilling of two wells under the Wagonbox agreement; general working capital
December 17 <sup>th</sup> , 2004	2,749,999	\$330,000	Acquisition of the Cannivan Gulch molybdenum property; settlement of outstanding liabilities; general working capital

## Cash Flow and Earnings

United Bolero Development Corp. expects that unless it receives substantial revenues from oil and gas activities initiated over 2004 and its renewed objectives to engage in high demand mineral properties, it anticipates funding its operating activities for the interim through the sale of equity securities.

Cash flows used in operations were \$419,190 in 2004 compared with \$257,434 and \$40,179 in 2002.

Cash used for investing purposes is \$517,312, compared to \$71,302 in fiscal 2003 and \$1,243 in 2002. In fiscal 2004, \$101,304 was expended on mineral property, \$432,283 on oil and gas properties and \$14,065 was used for the purchase of office equipment. In 2003, \$65,510 was expended on mineral property expenditures, no proceeds were used for oil and gas properties and \$5,792 was used for the purchase of office equipment.

Cash provided by the issuance of new shares in fiscal 2004 was \$1,004,996 compared to \$413,385 in 2003. This cash represents net proceeds from the private placements for the issue of common shares of the Company.

## Write-Down of Mineral Interests

The Company had no write-downs of any mineral properties during fiscal 2004; however, the Company had \$56,510 in write-downs of interests in exploration claims for the year ended December 31, 2003. The write-downs consisted of the write-off of the Poly Property, and the Placiteros Agreement. The Company had no write-offs in fiscal 2002 of any interests in exploration claims.

## Write-Down of Oil and Gas Properties

During the year ended 31, 2004 the Company wrote down the working interest in the Smokey Gap Field, Wyoming, USA, by \$199,913.

## 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.  
  
Paid or accrued rent of Nil (YE 2004 - \$7,250) to a former director and a company controlled by a former director.
- e) 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.
- f) Wrote-off a receivable of \$Nil (2003 - \$22,500) owing by a company related by a common director.
- g) 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.

## Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

## 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 fee 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

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.

## Critical Accounting Policies

The accompanying financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the settlement of liabilities in the normal course of business. The appropriateness of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and/or generate continued financial support in the form of share issuances. Management is of the opinion that sufficient working capital will be obtained from operations, external financing or public share offerings to meet the Company's liabilities and commitments as they come due. These financial statements are prepared in accordance with accounting principles generally accepted in Canada.

The audit committee of the Board of Directors has reviewed the corporate disclosures in this MD&A.

## Estimates

The preparation of financial statements in accordance with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from management's estimates.

## **Equipment**

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

Office furniture and equipment	20%
Computer equipment	30%

## **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 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 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.

The recorded cost of mineral exploration interests is based on cash paid, the assigned or deemed 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.

### ***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.

### ***Cost of maintaining mineral properties***

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

## **Oil & 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.

### ***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.

### *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 are recognized upon the passage of title and when ultimate collection is reasonably assured.

## **Future Income Taxes**

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, future income tax assets and liabilities are determined based on differences between the financial statement carrying values and their respective income tax basis (temporary differences). Future income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect of future income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets recognized is limited to the amount of the benefit that is likely to be realized.

## **Flow-through common 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.

## **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.

## 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 ended December 31, 2003 and 2002, this calculation was not presented separately as the effect of stock options and warrants was anti-dilutive.

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

## Stock Option Plan

Effective January 1, 2003, the Company adopted the new recommendations of The Canadian Institute of Chartered Accountants Handbook Section 3870, *Stock-based Compensation and Other Stock-based Payments*, which recommends the fair value-based methodology for measuring compensation costs. The new recommendations have been applied prospectively to all stock-based payments to employees and non-employees granted on or after January 1, 2003. The change in accounting policy did not result in any adjustment to the Company's opening deficit balance.

The Company accounts for all stock-based payments granted on or after January 1, 2003 using the fair value based method. Under the fair value based method, stock-based payments are measured at the fair value of the equity instruments issued.

Any consideration paid by employees and directors on exercise of stock options or purchase of shares is credited to share capital. If shares or stock options are cancelled or repurchased from employees and directors, the excess of the consideration paid over the carrying amount of the shares or stock options cancelled is charged to the deficit.

As a result of the adoption of fair value accounting for stock options the Company recorded stock-based compensation expense of \$188,651 (2003: \$86,740, 2002: Nil) for the year ended December 31, 2004. The fair value is determined using the Black-Scholes Option Pricing Model. Prior to the adoption of this standard no compensation was recognized for stock options issued to employees.

## Quantitative and Qualitative Risks

### Molybdenum Price Volatility

Any future revenue that may be generated by the Company's operations, if commercial production commences, and thus its future profitability and cash flow, may be significantly affected by changes in the Molybdenum price. The price of Molybdenum fluctuates widely and is affected by numerous factors beyond the Company's control. In addition, the Molybdenum price is sometimes subject to rapid short-term changes because of speculative activities. If Molybdenum prices should decline and remain at low market levels for a sustained period, the Company could determine that it is not economically feasible to commence or continue activities or commercial production.

### Oil & Gas Commodity Price Risk

Until the Company is in a position to engage in an active oil and gas hedging program, it may be at risk of fluctuations or instability in the price of oil and gas in the open market. The Company may assess and/or implement a hedging program in the future to ensure that a base level of cash flow may be maintained for United Bolero to meet its financial obligations.

Oil and natural gas are commodities whose prices are determined based on world demand, supply and other factors, all of which are beyond the control of the Company. World prices for oil and natural gas have fluctuated widely in recent years. Any material decline in prices could result in a reduction of the Company's oil and gas acquisition and development activities as the economics of some wells may change as a result of lower prices.

### **Credit and Interest Rate Risk**

The Company has no long-term debt, with accounts payable and accrued liabilities being short-term non-interest bearing. Interest rate risk is limited to interest bearing assets of cash and cash equivalents and short-term investments.

### **Foreign Exchange Currency Risk**

A portion of the Company's current oil and gas exploration and development activities are located in the United States and future exploration and development expenditures and any future commercial production expenditures and income from the Company's properties will be in U.S. dollars. Receipts and payments in U.S. dollars are subject to foreign currency fluctuations upon conversion to Canadian currency.

Exploration and development expenditures on the Canadian gold property are not subject to currency fluctuation as all payments are in Canadian currency.

The Company currently maintains two bank accounts one denominated in Canadian dollars one denominated in US dollars. Transactions to and from the Canadian dollar bank account are converted from, or to, U.S. dollars on the date of the transaction, funds received in US dollars are maintained in the US dollar denominated account until such time as the funds are accessed and used to pay in Canadian currency if required. Account balances are adjusted to reflect any gain or loss on foreign exchange at the end of each month.

### **Hedging, Sales Contracts, Commodity and Derivative Instruments**

The Company is not engaged in any gold hedging and has no sales contracts, commodity or derivative instruments in place.

### **Business Risk**

United Bolero's financial results may be significantly influenced by its business environment. Business risks include, but are not limited to:

- Costs to find, develop, produce and deliver commodities;
- Relationships with its joint venture partners;
- Satisfactory title to property it has agreed to develop;
- Government regulations; and
- Cost of capital.

### **Joint Ventures**

A couple of the properties in which United Bolero has an interest, namely the South Baird Gold property, the Wagonbox and the Smokey Gap properties are operated through joint ventures with other companies. Any failure of such other companies to meet their obligations to the Company or to other third parties could have a material adverse effect on the joint ventures. In addition, United Bolero may be unable to exert control over strategic decisions made in respect of such properties.

## **Uncertainty of Exploration and Development Programs – Base and Precious Metals**

United Bolero's future profitability may be significantly affected by the costs and results of its exploration and development programs. Exploration for base and precious metals is highly speculative in nature, involves many risks and is frequently unsuccessful. Among the many uncertainties inherent in any mineral exploration and development program are the location of economic ore bodies, the development of appropriate metallurgical processes, the receipt of necessary governmental permits and the construction of mining and processing facilities. Assuming the discovery of an economic deposit, depending on the type of mining involved, several years may elapse from the initial phases of drilling until commercial operations are commenced and, during such time, the economic feasibility of production may change. Accordingly, United Bolero's exploration and development plans may not result in any new economically viable mining operations.

## **Uncertainty of Exploration and Development Programs – Oil & Gas**

Oil and natural gas exploration involves a high degree of risk and there is no assurance that expenditures made on exploration by the Company will result in discoveries or production of oil or natural gas in commercial quantities. It is difficult to project the costs of implementing an exploratory drilling program due to the inherent uncertainties of drilling unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones and tools lost in the hole, and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretation thereof. The long term success of the Company's oil and gas programs depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. There is no assurance that the Company will be able to locate satisfactory properties for acquisition or participation. Even if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. Future oil and gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive by do not produce sufficient net revenues to return a profit after drilling, operating and other costs. In addition, drilling hazards or environmental damage could greatly increase the costs of operations, and various field operating conditions, such as delays in obtaining any necessary governmental consents or approvals, extreme weather conditions or insufficient transportation capacity, may adversely affect the production from successful wells. Oil and gas operations are subject to the risks of exploration, development and production of oil and natural gas properties, including encountering unexpected formations or pressures, premature declines of reservoirs, invasion of water into producing formations, blow-outs, cratering, sour gas releases, fires and spills. Oil and gas exploration and development activities are also dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

## **Future Acquisitions**

United Bolero undertakes evaluations of potential opportunities to acquire additional mining and oil and gas assets. Any resultant acquisitions or joint ventures may be significant in size, may change the scale of United Bolero's business and may expose the company to new geographic, political, operating, financial and geological risks. United Bolero's success in its growth strategies depends on its ability to identify suitable acquisitions, acquire them on acceptable terms and integrate them successfully into those already in existence. Any future acquisitions would be accompanied by risks, such as changes in commodity prices, reserves in both mining and oil and gas proving to be below expectations; the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of United Bolero's ongoing business; the inability of management to maximize the financial and strategic position of United Bolero through the successful integrations of acquired assets; the maintenance of uniform standards, controls, procedures and policies; the potential unknown liabilities associated with acquired assets and businesses. In addition, United Bolero may need additional capital to finance new acquisitions of assets. Equity financing may expose the company and its existing shareholders to dilution. There can be no assurance that United Bolero would be

successful in overcoming these risks or any other problems encountered in connection with such acquisition of assets.

## **Regulatory Risk**

The operations of all oil and gas, and base and precious metal explorers and producers, are subject to extensive controls and regulations imposed by various levels of government. United Bolero in conjunction with its joint venture partners, monitors and adheres to all regulations which could affect its operations and has established standards of operating practice which are designed to minimize risk to the local community and the environment. Changes to regulations could have an adverse effect on the Company's results of operations and financial condition.

## **Safety and Environmental Risks**

### **Mining**

Although United Bolero is in exploration stages at this time, the Company is aware that the production aspects of mining involves many risks and hazards, including environmental hazards, industrial accidents, labor force disruption, the unavailability of material and equipment, unusual or unexpected rock formations, pit slope failures, changes in the regulatory environment, weather conditions, seismic activity, cave-ins, flooding, rock bursts, and water conditions. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

United Bolero's mining activities in concert with its joint venture partner may be subject to extensive national, provincial, state, municipal laws and regulations governing environmental protection and employee health and safety. United Bolero and its partner will be required to obtain government permits and provide other bonding requirements under national, provincial, municipal air, water quality and mine reclamation rules and permits. Although United Bolero will have to make provisions for these costs in the future, it cannot be assured that these provisions will be adequate to discharge its obligations for these costs.

Failure to comply with applicable environmental and health and safety laws can result in injunctions, damages, suspension or revocation of permits and imposition of penalties. There can be no assurance that United Bolero will be in compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not material adversely affect United Bolero's business, results of operations or financial conditions. United Bolero is not able to determine the impact of future changes in environmental laws and regulations on its future financial position due to the uncertainty surrounding the form that those laws or regulations may take. As mining operations evolve, United Bolero in concert with its joint venture partner, will continue to update and clarify their position when it comes to mine reclamation plans and will address their respect environmental responsibilities as they become due.

Any of these risks could significantly affect United Bolero when it reaches a production stage and could possibly subject the Company to significant costs that could have an adverse material effect upon its financial performance, liquidity and results of operations.

### **Oil & Gas**

The oil and gas business is subject to extensive regulation pursuant to various state, national and international conventions and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and gas operations. United Bolero is committed to meeting its environmental and safety policy that is designed, at minimum to comply with current governmental regulations set for the oil and gas industry. Changes to

government regulations are monitored to ensure compliance. Environmental reviews are completed as part of the due diligence process when evaluating acquisitions and developments.

### Summary of Quarterly Results

The following table sets out selected consolidated quarterly information for the last eight quarters of 2004 and 2003:

<b>Three Months Ended</b>	<b>March 31, 2005</b>	<b>June 30, 2004</b>	<b>September 30, 2004</b>	<b>December 31, 2004</b>
	\$	\$	\$	\$
Revenue	Nil	Nil	6,400	6,400
Loss	260,610	186,568	115,756	269,637
Loss per Common Share	(0.02)	(0.01)	(0.01)	(0.07)
<b>Three Months Ended</b>	<b>March 31, 2004</b>	<b>June 30, 2003</b>	<b>September 30, 2003</b>	<b>December 31, 2003</b>
	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil
Loss	247,649	3,505	10,591	41,945
Loss per Common Share	(0.02)	(0.00)	(0.00)	(0.00)

# UNITED BOLERO DEVELOPMENT CORP.

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## CORPORATE DATA

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**MARCH 31 2005**

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### DIRECTORS AND OFFICERS

William Morton	President & CEO, Director
Marvin A. Mitchell	Director
Michael England	Director
Lloyd (Joe) Bardswich	Director
William Stickel	Chief Financial Officer & Corporate Secretary

### CAPITALIZATION

Authorized:	99,875,000
Issued:	3,998,833
Escrow:	Nil

### SOLICITOR

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