

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of CNQ Issuer: CUERVO REOURCES INC. (the "Issuer").

Trading Symbol: FE

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the CNSX Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

FINANCIAL STATEMENTS ATTACHED

## **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

### **1. Related party transactions**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

RELATED PARTY TRANSACTIONS DISCLOSED IN FINANCIAL STATEMENTS AND MD&A (attached)

## 2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

No securities were issued during the period

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
2009/09/18	250,000	Velasquez Spring, Director		\$0.60	2014/09/17	\$0.34
2009/09/18	250,000	Gordon Watts, Director		\$0.60	2014/09/17	\$0.34
2009/09/18	250,000	Brian M. Cloney, Director		\$0.60	2014/09/17	\$0.34

**3. Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

INFORMATION INCLUDED IN FINANCIAL STATEMENTS (ATTACHED)

**4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Brian Berner, Chairman of the Board, Chief Executive Officer, Director

John Siriunas, President, Secretary, Director

Dan Hamilton, Chief Financial Officer

Brian Cloney, Director

Velasquez Spring, Director

Gordon Watts, Director

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

MD&A ATTACHED

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: November 26, 2009

John M. Siriunas  
Name of Director or Senior Officer

"John Siriunas"  
Signature

President  
Official Capacity

<b>Issuer Details</b> Name of Issuer Cuervo Resources Inc		For Quarter Ended September 31, 2009	Date of Report YY/MM/D 2009/11/26
Issuer Address 247 Major Street			
City/Province/Postal Code Toronto, Ontario M5S 2L5	Issuer Fax No. (416) 203-4197	Issuer Telephone No. (416) 203-3957	
Contact Name John M. Siriunas	Contact Position President	Contact Telephone No. (416) 203-3957x701	
Contact Email Address john.siriunas.r@cuervoresources.com	Web Site Address <a href="http://www.cuervoresources.com">www.cuervoresources.com</a>		

**CUERVO RESOURCES INC.**  
**(An Exploration Stage Enterprise)**

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Unaudited - Expressed in Canadian dollars, unless otherwise stated)**

**THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009**

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
(Unaudited - Expressed in Canadian dollars)

THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

Responsibility for Unaudited Consolidated Interim Financial Statements

The accompanying unaudited consolidated interim financial statements for CUERVO RESOURCES INC. have been prepared by management in accordance with Canadian Generally Accepted Accounting Principles consistently applied. The most significant of these accounting principles have been set out in the March 31, 2009 audited financial statements. These unaudited consolidated interim financial statements are presented on the accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent upon future events. Therefore, estimates and approximations have been made using careful judgement. Recognizing that the Company is responsible for both the integrity and objectivity of these unaudited consolidated interim financial statements, management is satisfied that these unaudited consolidated interim financial statements have been fairly presented.

**Disclosure Required Under National Instrument 51-102 – Continuous Disclosure Obligations – Part 4.3(3)(a)**

These unaudited consolidated interim financial statements have not been audited, reviewed or verified by the Company's independent external auditors or any other independent accounting firm.

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CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

CONSOLIDATED BALANCE SHEETS  
(Unaudited)

	September 30, 2009	March 31, 2009 (Audited)
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash and cash equivalents	\$ 739,341	\$ 962,670
Accounts receivable	804,612	800,240
Prepaid expenses	<u>54,133</u>	<u>101,725</u>
	1,598,086	1,864,635
 MINING INTERESTS (notes 2 and 4)	 465,570	 465,571
 CAPITAL ASSETS (note 3)	 <u>157,922</u>	 <u>166,114</u>
	<u><u>\$ 2,221,578</u></u>	<u><u>\$ 2,496,320</u></u>
<b>LIABILITIES</b>		
<b>CURRENT</b>		
Accounts payable and accrued liabilities	\$ 48,328	\$ 98,140
<b>SHAREHOLDERS' EQUITY</b>		
SHARE CAPITAL (note 5(a))	13,104,124	11,968,724
CONTRIBUTED SURPLUS (note 5(b))	3,285,874	2,183,899
DEFICIT	<u>( 14,216,748)</u>	<u>( 11,754,443)</u>
	<u>2,173,250</u>	<u>2,398,180</u>
 COMMITMENTS (note 4)	 <u><u>\$ 2,221,578</u></u>	 <u><u>\$ 2,496,320</u></u>

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



CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

CONSOLIDATED STATEMENTS OF LOSS, COMPREHENSIVE LOSS AND DEFICIT  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30

	Three months ended September, 30		Six months ended September, 30	
	2009	2008	2009	2008
<b>EXPENSES</b>				
Consulting fees	\$ 59,815	\$ 54,439	\$ 105,599	\$ 104,323
Depreciation	4,020	4,531	8,191	10,176
Exploration	281,545	762,351	587,553	1,868,592
Foreign exchange loss	49,796	( 29,284)	102,763	64,436
General, office and investor relations	134,483	67,011	189,384	172,752
Interest and bank charges	1,580	3,854	3,687	7,304
Professional fees	84,141	133,730	151,223	265,816
Rent	39,674	18,737	78,865	34,072
Telecommunications	6,077	5,732	15,408	18,239
Stock-option compensation cost	125,175	189,042	1,101,975	843,822
Vehicle	6,014	73,646	29,947	107,166
Wages and benefits	44,806	117,287	90,629	270,065
	837,126	1,401,076	2,465,224	3,766,763
Interest and other income	( 274)	( 25,366)	( 2,919)	( 47,576)
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	836,852	1,375,710	2,462,305	3,719,187
<b>DEFICIT, BEGINNING OF PERIOD</b>	13,379,896	8,110,850	11,754,443	5,767,373
<b>DEFICIT, END OF PERIOD</b>	<u>\$ 14,216,748</u>	<u>\$ 9,486,560</u>	<u>\$ 14,216,748</u>	<u>\$ 9,486,560</u>
<b>Loss per common share</b>				
Basic and diluted	<u>\$ 0.027</u>	<u>\$ 0.046</u>	<u>\$ 0.079</u>	<u>\$ 0.128</u>
<b>Weighted-average number of common shares outstanding</b>				
Basic and diluted	<u>30,997,416</u>	<u>30,179,750</u>	<u>31,107,942</u>	<u>29,017,927</u>

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

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30

	Three months ended September 30,		Three months ended September 30,	
	2009	2008	2009	2008
CASH PROVIDED BY(USED IN) OPERATING ACTIVITIES:				
Net loss for the period	(\$ 836,852)	(\$ 1,375,710)	(\$ 2,462,305)	(\$ 3,719,187)
Add items not affecting cash:				
Depreciation	4,020	4,531	8,191	10,176
Stock-option compensation cost	125,175	189,042	1,101,975	843,822
Net changes in working capital balances:				
(Increase) decrease in accounts receivable	8,317	( 55,846)	( 4,372)	154,875
Decrease (increase) in prepaid expenses	22,136	( 47,726)	47,592	( 137,805)
(Decrease) increase in accounts payable and accrued liabilities	2,444	( 39,806)	( 49,812)	( 13,215)
Cash used in operations	<u>( 674,760)</u>	<u>( 1,325,515)</u>	<u>( 1,358,731)</u>	<u>( 2,861,334)</u>
CASH USED IN INVESTING ACTIVITIES:				
Purchase of capital assets	<u>-</u>	<u>-</u>	<u>-</u>	<u>( 6,179)</u>
Cash used in investing	<u>-</u>	<u>-</u>	<u>-</u>	<u>( 6,179)</u>
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES:				
Issue of common shares	-	-	1,135,400	3,582,500
Share issue cost	<u>-</u>	<u>-</u>	<u>-</u>	<u>( 226,995)</u>
Cash provided by financing	<u>0</u>	<u>-</u>	<u>1,135,400</u>	<u>3,355,505</u>
INCREASE IN CASH POSITION	( 674,760)	( 1,325,515)	( 223,331)	487,992
CASH POSITION AT BEGINNING OF THE PERIOD	<u>1,414,099</u>	<u>4,657,661</u>	<u>962,670</u>	<u>2,844,154</u>
CASH POSITION AT END OF THE PERIOD	<u>\$ 739,339</u>	<u>\$ 3,332,146</u>	<u>\$ 739,339</u>	<u>\$ 3,332,146</u>

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

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

1 - NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS:

Cuervo Resources Inc. (the “Company”) was incorporated on February 11, 2005 under the Business Corporations Act (Ontario). The Company is in the business of acquiring, exploring for and developing mineral properties in Perú. Substantially all of the efforts of the Company are devoted to these business activities. To date the Company has not earned significant revenue and is considered to be in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a “going concern”, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The business of mining and exploring for minerals involves a high degree of risk and there is no guarantee that the Company’s exploration programs will yield positive results or that the Company will be able to obtain the necessary financing to carry out the exploration and development of its mineral property interests.

The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the development of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Although the Company has taken steps to verify title to the properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

2 - SIGNIFICANT ACCOUNTING POLICIES:

PRINCIPLES OF CONSOLIDATION

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Minera Cuervo S.A.C. (“Minera”), which is incorporated in Perú (see note 4). All intercompany transactions have been eliminated.

ESTIMATES

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in Canada. Precise determination of amounts of some assets and liabilities is dependent on future events. This requires that management make estimates in the preparation of financial statements. Significant estimates and assumptions include those related to the recoverability of mining interests, valuation of stock-based compensation cost, benefits of future income tax assets, and estimated useful lives of capital assets. While management believes that these estimates and assumptions are reasonable, actual results could vary significantly.

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

2 - SIGNIFICANT ACCOUNTING POLICIES (continued):

**MINING INTERESTS AND EXPLORATION**

The Company has adopted the recommendation issued by the CICA EIC 126 and expenses exploration expenditures as incurred. Costs attributable to property acquisitions are capitalized while exploration expenditures on the property can only be capitalized once mineral reserves have been established. Once a mineral reserve has been established, all development costs will be capitalized. These costs together with the costs of mining interests will be charged to operations on a unit-of-production method based on estimated recoverable reserves. If the mining interests are abandoned, or when impairment in value has been determined, the capitalized costs will be charged to operations.

The Company reviews its exploration properties to determine if events or changes in circumstances have transpired which indicate that the carrying value of its assets may not be recoverable. The recoverability of costs incurred on the exploration properties is dependent upon numerous factors including exploration results, environmental risks, commodity risks, political risks, and the Company's ability to attain profitable production. It is reasonably possible, based on existing knowledge, that changes in future conditions in the near-term could require a change in the determination of the need for, and amount of, any write down.

**CASH AND CASH EQUIVALENTS**

Cash and short-term investments with a remaining maturity of three months or less at the date of acquisition are classified as cash and cash equivalents. The Company places its cash and cash investments with institutions of high credit worthiness.

**CAPITAL ASSETS**

Capital assets are stated at cost. Depreciation is provided on the diminishing balance basis at the following annual rates:

Buildings .....	3%
Furniture and Fixtures.....	10%
Computer equipment.....	45%
Machinery and equipment.....	20%

Depreciation is recorded at half the annual rate in the year of acquisition.

**INCOME TAXES**

Future income tax assets and liabilities are determined based on differences between the financial statements carrying values and their respective income tax basis generally using the enacted income tax rates at each balance sheet date. Future income tax assets also arise from unused loss carry forwards and other deductions. The amount of the future income tax asset recognized is limited to the amount that is more likely than not to be realized. The estimated realizable amount is reviewed annually and adjusted, if necessary, by use of a valuation allowance.

**IMPAIRMENT OF LONG-LIVED ASSETS**

Long-lived assets including mining interests, property and equipment, and other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Management believes there has been no impairment of the Company's long-lived assets as at June 30, 2009.

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

2 - SIGNIFICANT ACCOUNTING POLICIES (continued):

FINANCING COSTS

Costs directly identifiable with the raising of capital are charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. Deferred financing costs are charged against the related capital stock or charged to operations if the shares are not issued.

LOSS PER SHARE

Basic loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the year. The treasury stock method is used to calculate diluted loss per share. Diluted loss per share is similar to basic loss per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding assuming that options and warrants with an average market price for the year greater than their exercise price are exercised and the proceeds used to repurchase common shares.

STOCK-BASED COMPENSATION

The Company has a stock option plan, which is described in note 5(d). The Company accounts for stock-based compensation using the fair-value method. Under the fair value method, stock-based payments are measured at the fair value of equity instruments and are amortized over the vesting period. The offset to the recorded cost is contributed surplus in shareholders' equity. In the event the stock options are exercised, the applicable amount of contributed surplus is transferred to share capital. However, if the options are not exercised, the allocated amount remains in contributed surplus.

SHARE CAPITAL

Common shares issued for non-monetary consideration are recorded at their fair market value based upon the price per share paid in the most recent prior sale of shares for cash.

Costs incurred to issue common shares are deducted from share capital.

REVENUE RECOGNITION

Interest income is recognized on an accrual basis as it is earned.

ASSET RETIREMENT OBLIGATION

The fair value of the liability for an asset retirement obligation is recorded when it is incurred or can be reasonably estimated. The asset retirement costs are capitalized to the assets carrying value and amortized over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at June 30, 2009, the Company has not incurred or committed any asset retirement obligations related to its exploration properties.

PROPERTY PRE-ACQUISITION COSTS

The Company capitalizes pre-acquisition costs relating to the evaluation of potential mineral property acquisitions. However, if the Company determines that a specific property acquisition should not be concluded, the costs associated with the specific property are charged to operations in the current period.

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30 2009

2 - SIGNIFICANT ACCOUNTING POLICIES (continued):

TRANSLATION OF FOREIGN CURRENCIES

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at exchange rates prevailing at the balance sheet date. Non-monetary assets and liabilities are translated into Canadian dollars at approximate exchange rates prevailing at the transaction date. Revenue and expenses are translated at average exchange rates prevailing during the year. The resulting gains and losses are included in loss for the year.

FINANCIAL ASSETS AND LIABILITIES

Assets or liabilities held-for-trading -

Financial instruments classified as assets or liabilities held for trading are reported at fair value at each balance sheet date, and any change in fair value is recognized in net income (loss) in the period which the change occurs.

Held-to-maturity investments, loans and receivables and other financial liabilities -

Financial instruments classified as loans and receivables, held-to-maturity investments and other financial liabilities are carried at amortized costs using the effective interest method. Interest income or expenses is included in net income (loss) over the expected life of the instrument.

Available-for-sale -

Financial instruments classified as available for sale are recorded at fair value at each balance sheet date and any change in fair value is recognized in other comprehensive income in the period in which these changes occur. Securities classified as available for sale and with no quoted market price in an active market are carried at cost. Available-for-sale securities are written down to fair value (impairment recognized in income) when it is necessary to reflect an other-than-temporary impairment. Upon de-recognition, any accrued gains or losses in accumulated other comprehensive income are then recognized in net income (loss).

CLASSIFICATION OF FINANCIAL INSTRUMENTS

The Company designates its cash and cash equivalents as held-for-trading, which is measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost.

Effective April 1, 2007, the Company adopted the following accounting policies as recommended by the CICA handbook:

Section 3855 - Financial Instruments - Recognition and Measurement: Section 3855 requires that all financial assets, except those classified as held to maturity, and derivative financial instruments, must be measured at fair value. All financial liabilities must be measured at fair value when they are classified as held for trading; otherwise, they are measured at amortized cost. Investments classified as available for sale are reported at fair market value (or mark to market) based on quoted market prices with unrealized gains or losses excluded from earnings and reported as other comprehensive income or loss.

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

2 - SIGNIFICANT ACCOUNTING POLICIES (continued):

CLASSIFICATION OF FINANCIAL INSTRUMENTS (continued)

Comprehensive Income - Section 1530 introduces new rules for the reporting and display of comprehensive income. Comprehensive income represents a change in shareholders' equity (net assets) of an enterprise during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. These items include holding gains and losses on certain investments, gains and losses on certain derivative instruments, and foreign currency gains and losses related to self-sustaining foreign operations.

The Company's accumulated comprehensive income balance as at September 30, 2009 is \$Nil (2008 - \$Nil) and for the period then ended. The Company's comprehensive loss is equal to its net loss for the period ended September 30, 2009.

Capital Disclosures – Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such noncompliance. The Company has included disclosures recommended by the new Handbook section in note 9 to these consolidated financial statements.

Financial instruments – Sections 3862 and 3863 replace Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new section in note 10 to these consolidated financial statements.

CHANGES IN ACCOUNTING POLICIES

Effective April 1, 2009, the Company adopted the following accounting policy as recommended by the CICA handbook:

*Goodwill and Intangible Assets*

CICA Handbook Section 3064, "General Standards of Financial Statements Presentation" establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The requirements are effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The adoption of this standard has not had an impact on the consolidated financial statements, as the Company does not have any goodwill or intangible assets at this time.

FUTURE ACCOUNTING AND REPORTING CHANGES

Business combinations, consolidated financial statements and non-controlling interest -

In January 2009, the CICA issued CICA Handbook Section 1582, "Business Combinations", Section 1601, "Consolidations", and Section 1602, "Non-controlling Interests". These sections replace the former CICA Handbook Section 1581, "Business Combinations" and Section 1600, "Consolidated Financial Statements" and establish a new section for accounting for a non-controlling interest in a subsidiary. CICA Handbook Section 1582 establishes standards for the accounting for a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent consideration and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. It provides the Canadian equivalent to International Financial Reporting Standard ("IFRS") 3, "Business Combinations" (January 2008). 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.

CUERVO RESOURCES INC.  
(An Exploration Stage Enterprise)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

2 - SIGNIFICANT ACCOUNTING POLICIES (continued):

FUTURE ACCOUNTING AND REPORTING CHANGES (continued)

CICA Handbook Section 1601 establishes standards for the preparation of consolidated financial statements.

CICA Handbook Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, "Consolidated and Separate Financial Statements" (January 2008).

CICA Handbook Section 1601 and Section 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

On February 13, 2008, the Canadian Accounting Standards Board (AcSB) of the CICA confirmed the mandatory International Financial Reporting Standards (IFRS) changeover date for Canadian profit-oriented publicly accountable entities (PAEs). This means that PAEs will be required to prepare financial statements in accordance with IFRS for interim and annual financial statements for fiscal years beginning on or after January 1, 2011.

Canadian GAAP will be converged with IFRS through a combination of two methods: as current joint-convergence projects of the United States Financial Accounting Standards Board and the International Accounting Standards Board are agreed upon, they will be adopted by the AcSB and may be introduced in Canada before the complete changeover to IFRS; and standards not subject to a joint-convergence project will be exposed in an omnibus manner for introduction at the time of the complete changeover to IFRS. The International Accounting Standards Board has and will likely have projects underway that should result in new pronouncements affecting IFRS. This Canadian convergence initiative is very much in its infancy as of the date of these financial statements. Therefore, it is premature to assess the impact of the Canadian initiative, if any, on the Company.



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(An Exploration Stage Enterprise)

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3 – CAPITAL ASSETS:

	September 30, 2009			March 31, 2009
	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	NET BOOK VALUE
Machinery and equipment	\$ 92,131	\$ 36,308	\$ 55,823	\$ 61,695
Furniture	15,624	4,276	11,348	12,023
Buildings	95,615	5,482	90,133	91,599
Computer equipment	3,400	2,782	618	797
	<u>\$ 206,770</u>	<u>\$ 48,848</u>	<u>\$ 157,922</u>	<u>\$ 166,114</u>

4 - MINING INTERESTS AND COMMITMENTS:

The Company, through its wholly-owned Peruvian subsidiary, Minera, has a 100% interest in 58 mining concessions covering over 28,000 hectares in Perú.

Accumulated mineral property costs have been incurred as follows:

	Six months ended September 30, 2009	Year ended March 31, 2009
Balance, beginning of the period	\$ 465,571	\$ 465,571
Costs incurred during the period	-	-
Balance, end of the period	<u>\$ 465,571</u>	<u>\$ 465,571</u>

Tax and concession payments amount to approximately US\$80,000 per annum.

As at September 30, 2009 the Company had the following commitments:

- i) The Company entered into an office lease and office management contract with a company controlled by a director of the Company. Lease payments total \$4,000 per month and the lease is on a month to month basis.
- ii) The Company entered into annual leases that are renewable in annual terms for office space in Perú. Cash payments total US \$6,250 per month

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5 - SHARE CAPITAL:

a) Common shares:

Authorized:

Unlimited number of common shares

Issued and outstanding:

	Six months ended September 30, 2009		Year ended March 31, 2009	
	Shares	Amount	Shares	Amount
Balance, beginning of the period	30,179,750	\$ 11,968,724	26,569,750	\$ 8,882,260
Issued for cash	-	-	3,500,000	3,500,000
Warrant value (i)	-	-	-	( 287,700)
Issued for cash on exercise of warrants (ii)	3,244,000	1,135,400	110,000	82,500
Issue costs	-	-	-	( 208,336)
Balance, end of the period	<u>33,423,750</u>	<u>\$ 13,104,124</u>	<u>30,179,750</u>	<u>\$ 11,968,724</u>

i) On May 30, 2008, the Company closed a \$3.5 million non-brokered private placement equity financing. The Company issued 3.5 million units, at a price of \$1.00 per unit, for gross proceeds of \$3.5 million (the "Financing"). Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of \$1.50 for a period of 24 months from the closing of the financing. If the closing price of the Cuervo common shares is equal to or greater than \$2.25 for a period of 10 consecutive trading days any time after November 30, 2009 the Company may accelerate the expiry date of the warrants. The Company paid a finder's fee equal to 6% cash (\$210,000) and 6% unit purchase options (210,000 unit purchase options; see note 5(e)) in regard to the financing. A value of \$287,700 has been allocated to the warrants (notes 5(b) and 5(c)) and \$3,212,300 to the common shares.

ii) On May 30, 2007, the Company completed an initial public offering comprised of 5,000,000 units at \$0.50 per unit for gross proceeds of \$2,500,000; each unit was comprised of one common share and one two-year common share purchase warrant exercisable at \$0.75. On March 5, 2009, the Company announced that it had received approval to amend certain terms of these warrants. In particular, the exercise price of the warrants was reduced from \$0.75 to \$0.35 and the term of the warrants was extended by twelve months from May 30, 2009 to May 30, 2010. Pursuant to the policies of the Canadian National Stock Exchange the amended warrants were also subject to an additional acceleration clause which provides that if the common shares of Cuervo trade at greater than \$0.466 for 10 consecutive trading days then the Company would be required to trigger an acceleration of the expiry date of the warrants to a date which is 37 days following such 10 day period. On May 26, 2009 the Company announced that it was accelerating the expiry date of these warrants to July 1, 2009. As a result, 3,244,000 warrants were exercised during the period for gross proceeds of \$1,135,400 (see note 5(c)).

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5 - SHARE CAPITAL (continued):

b) Contributed surplus:

A summary of the status of contributed surplus as of September 30, 2009 and March 31, 2009, and changes during the periods is presented below:

	<u>Six months ended September 30, 2009</u>	<u>Year ended March 31, 2009</u>
Balance, beginning of period	\$2,183,899	\$1,071,036
Stock options granted	1,101,975	843,822
Warrants issued	-	287,700
Issue costs	<u>-</u>	<u>( 18,659)</u>
Balance, end of period	<u><u>\$3,285,874</u></u>	<u><u>\$2,183,899</u></u>

c) Warrants:

A summary of the status of the warrants as of September 30, 2009 and March 31, 2009 and changes during the periods are presented below:

	<u>Number of Warrants</u>	
	<u>Six months ended September 30, 2009</u>	<u>Year ended March 31, 2009</u>
Balance, beginning of period	7,544,800	4,154,800
Warrants issued on issuance of shares for cash	-	3,500,000
Warrants exercised during the period	( 3,244,000)	( 110,000)
Warrants expired during the period	<u>( 800,800)</u>	<u>-</u>
Balance, end of period	<u><u>3,500,000</u></u>	<u><u>7,544,800</u></u>

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5 - SHARE CAPITAL (continued):

c) Warrants (continued):

The fair value of warrants issued during the six months ended September 30, 2009 of \$Nil (2008 - \$287,700) has been estimated using the Black-Scholes option pricing model and this value has been disclosed as a component of contributed surplus. The assumptions used for the valuation of warrants were consistent with the assumptions used in the valuation of stock options and are as follows:

	<u>2009</u>	<u>2008</u>
Risk-free interest rate	nil	2.77%
Expected life	nil	1.5 years
Estimated volatility in the market price of the common shares	nil	30%
Dividend yield	nil	nil

As at September 30, 2009, the following warrants were outstanding. The warrants entitle the holder to purchase the stated number of common shares at the exercise price on or before the expiry date:

Exercise Price	Number of warrants	Weighted average exercise price	Weighted average remaining contractual life (years)
\$1.50	3,500,000	\$ 1.50	0.67

See notes 5 a), 5 e) and 10 for additional warrant information.

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5 - SHARE CAPITAL (continued):

d) Stock-option plan:

The Company maintains a Stock Option Plan (the "Plan") for the benefit of directors, officers, employees, consultants and other service providers of the Company and its subsidiaries in order to assist the Company in attracting, retaining, and motivating such persons by providing them with the opportunity, through stock options, to acquire an increased proprietary interest in the Company. Under the Plan, options are non-assignable and may be granted for a term not exceeding five years. The number of common shares that may be reserved for issuance to any one person must not exceed 5% of the outstanding common shares. The options are non-transferable.

The Company determines the fair value of the stock options using the Black-Scholes option pricing model. The fair value of each option was estimated on the date of grant with the following assumptions at the measurement date:

	Six Months Ended September 30, 2009	Year Ended March 31, 2009
Risk-free interest rate	1.93% - 2.63%	3.20% - 3.56%
Expected life	5 years	5 years
Price volatility	229% - 219%	100%
Dividend yield	nil	nil

The fair value compensation recorded for options granted during the six months ended September 30, 2009 was \$1,101,975 (year ended March 31, 2009 - \$843,822) and has been expensed as stock-option compensation cost. This has resulted in an allocation of \$1,101,975 to contributed surplus (year-ended March 31, 2009 - \$843,822).

A summary of the status of the Company's Plan as of September 30, 2009 and March 31, 2009, and changes during the periods is presented below:

	Six Months ended September 30, 2009		Year ended March 31, 2009	
	Options	Weighted average exercise price	Options	Weighted average exercise price
Balance, beginning of the period	-	\$ -	2,090,000	\$ 1.21
Exercised during the period	-	-	-	-
Expired or forfeited during the period	(105,000)	-	(3,000,000)	1.26
Granted during the period	3,375,000	0.60	910,000	1.35
Balance, end of the year	3,270,000	\$ 0.60	-	\$ -

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5 - SHARE CAPITAL (continued):

e) Agent's options:

A summary of the status of the agent's options as of September 30, 2009 and March 31, 2009 and changes during the periods is presented below:

	<u>Six Months Ended September 30, 2009</u>	<u>Year Ended March 31, 2009</u>
Balance, beginning of the period	575,725	365,725
Agent's options issued during the period	-	210,000
Agent's options expired during the period	<u>( 365,725)</u>	<u>-</u>
Balance, end of the period	<u><u>210,000</u></u>	<u><u>575,725</u></u>

As at September 30, 2009 agent's options were outstanding enabling the holders to acquire the stated number of units as follows:

<u>Exercise price</u>	<u>Number of agent's options</u>	<u>Expiry Date</u>
\$1.00	<u>210,000</u> <sup>(1)</sup>	May-30-10

- 1) During the year ended March 31, 2009, 210,000 agent's options were issued as part of a finders fee relating to the non-brokered private placement for \$3,500,000 completed on May 30, 2008. Each agent option is exercisable at \$1.00 and expires on May 30, 2010. Each agent option consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$1.50 on or before May 30, 2010.

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6 - SEGMENTED INFORMATION:

The Company operates in a single reportable operating segment, the exploration and development of mineral properties. Segmented geographic information is as follows:

The following table allocates total assets by segment:

	September 30, 2009	March 31, 2009
Canada	\$ 726,943	\$ 946,622
Peru	1,494,635	1,549,698
Total assets	<u>\$ 2,221,578</u>	<u>\$ 2,496,320</u>

The following table allocates net loss by segment:

	Six Months Ended September 30, 2009	Six Months Ended September 30, 2008
Canada	\$ 1,540,912	\$ 1,264,068
Peru	921,393	2,455,119
Net loss for the period	<u>\$ 2,462,305</u>	<u>\$ 3,719,187</u>

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7- RELATED PARTY TRANSACTIONS:

The following related party transactions occurred and were reflected in the consolidated financial statements during the six months ended September 30, 2009 and 2008:

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Six Months Ended September 30, 2009	Six Months Ended September 30, 2008
Consulting fees expense:				
Corporate administrative fees were charged by an officer and director	\$ 15,000	\$ 18,750	\$ 33,750	\$ 37,500
Consulting fees were charged by officers for financial management services	\$ 14,334	\$ 14,334	\$ 28,668	\$ 22,668
Corporate administrative fees were charged by a company controlled by an individual related to a director of the Company at the time of the transaction	\$ -	\$ 4,500	\$ -	\$ 9,000
Consulting fees were charged by a company controlled by an individual related to a director of the Company for investor relations services	\$ 10,500	\$ 7,500	\$ 18,000	\$ 15,000
Exploration expense:				
Geologist services were charged by an officer and director	\$ 15,000	\$ 18,750	\$ 33,750	\$ 37,500
General, office, and investor relations expense:				
Travel and promotion costs were reimbursed by the Company at cost to directors and officers and companies controlled by a director of the Company	\$ 11,350	\$ 6,935	\$ 35,898	\$ 41,769
Travel and promotion costs were reimbursed by the Company at cost to companies controlled by individuals related to a director of the Company	\$ 1,095	\$ -	\$ 1,095	\$ 3,757
Rent:				
Office lease and office management fees were charged by a company controlled by a director of the Company	\$ 4,000	\$ 11,250	\$ 26,500	\$ 22,500



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7 - RELATED PARTY TRANSACTIONS (continued):

Accounts payable and accrued liabilities includes \$nil (March 31, 2009 - \$2,467) owing to a company controlled by a director of the Company as at September 30, 2009 and a company controlled by an individual related to a director of the Company as at September 30, 2009.

In September 2009, the Company entered into a consulting agreement with an officer and director of the Company and a company controlled by the officer and director whereby the officer and director and the company controlled by the officer and director will be entitled to a success-oriented fee equal to 2.5% of the gross transaction value of certain potential corporate-finance transactions provided that the gross transaction value is more than \$25,000,000 and provided further that no fee shall be paid on any gross transaction value in excess of \$120,000,000. The Company also amended the existing agreement with an officer and director of the Company whereby the officer and director is entitled to a success-oriented fee of 0.5% on terms similar to those described above.

See note 4 for additional related party information.

Management believes these transactions are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8 - CAPITAL MANAGEMENT:

The Company's objectives in managing capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's investments; to safeguard the Company's ability to continue as a going concern in order to pursue investments and new projects of merit; and to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions.

The Company considers its capital to include components of shareholders' equity.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, 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 continue to assess 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 reasonable.

There were no changes in the Company's approach to capital management during the period ended September 30, 2009. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

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9 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS:

Fair value

The Company has determined the estimated fair value of its financial instruments based on estimates and assumptions. The actual results may differ from those estimates and the use of different assumptions or methodologies may have a material effect on the estimated fair value amounts.

The fair value of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities are comparable to their carrying value due to the relatively short period to maturity of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents and sundry receivables. The Company has no material concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to sundry receivables is remote. Management does not believe the receivables are impaired. Cash and cash equivalents consists of bank deposits and short-term investments which are with a Canadian Chartered Bank, from which management believes the risk of loss is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2009, the Company had cash and cash equivalents of \$739,341 (March 31, 2009- \$962,670) to settle accounts payable and accrued liabilities of \$48,328 (March 31, 2009- \$98,140). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The ability of the Company to continue to pursue its exploration activities and maintain its working capital is dependant on its ability to secure additional equity or other financing.

Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars, Peruvian New Soles, and US dollars. The Company funds major operations and exploration in Peru. The Company maintains US and New Soles bank accounts in Peru. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

Equity price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

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9 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS (continued):

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

As at September 30, 2009, the carrying value amounts of the Company's financial instruments approximates their fair value unless otherwise stated.

10 – COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. These reclassifications did not affect the prior period's net losses.

## Cuervo Resources Inc.

## Management's Discussion and Analysis

THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2009

**General**

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Cuervo Resources Inc. (the "Company" or "Cuervo") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended September 30, 2009. This MD&A should be read in conjunction with the Company's unaudited interim consolidated financial statements and related notes for the three and six months ended September 30, 2009 as well as the Company's audited consolidated financial statements and related notes as at and for the years ended March 31, 2009 and March 31, 2008, which were prepared in accordance with generally accepted accounting principles ("GAAP") in Canada. Additional information regarding the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). All amounts following are expressed in Canadian dollars unless otherwise stated. This discussion and analysis is dated November 26, 2009.

**Description of Business**

The Company is currently focusing its exploration efforts on its iron ore properties in Perú.

The Company has one subsidiary, Minera Cuervo S.A.C., ("Minera Cuervo") a Peruvian corporation of which the Company owns 100% of the outstanding shares: 99.7% directly and 0.3% indirectly through a trustee. The financial statements of the Company and Minera Cuervo have been combined as they are affiliated businesses.

The common shares of the Company are listed on the Canadian National Stock Exchange ("CNSX") in Canada with the trading symbol "FE". Shares of the Company are also traded on the Frankfurt Stock Exchange with the trading symbol "CRR".

**Overall Performance**

The Company's cash position decreased to \$739,341 at September 30, 2009 from \$962,670 at March 31, 2009. The decrease to September 30, 2009 was the result of the exploration and overhead expenses for the six months ended September 30, 2009, partially offset by the exercise of 3,244,000 warrants for cash proceeds of \$1,135,400.

The Company's main focus during the three and six months ended September 30, 2009 continued to be the exploration of its wholly owned Cerro Ccopane iron ore property in southern Perú. The Orcopura Zone at the Cerro Ccopane project has reported an NI 43-101-compliant Mineral Resource Estimate of 55.5 million tonnes "measured and indicated" grading 46.75% iron in addition to 50.8 million tonnes "inferred" grading 43.68% iron.

The Company is engaged in the business of preliminary or early stage mineral exploration and mine development. The Company holds no interests in producing or commercial ore deposits. The Company has no production or other revenue. Commercial development of any kind will only occur in the event that sufficient quantities of ore containing economic concentrations of iron or other mineral resources are discovered. If in the future a discovery is made, substantial financial resources will be required to establish ore reserves. Additional substantial financial resources will be required to develop mining and processing for any ore reserves that may be discovered.

## Selected Annual Information

	For the years ended March 31,		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
Interest income	\$ 74,193	\$ 65,236	\$ 13,462
Loss for the year	( 5,987,070)	( 4,546,783)	( 942,648)
Loss per share	(0.202)	(0.204)	(0.072)
Total assets	2,496,320	4,240,269	2,044,551
Total long-term liabilities	-	-	-

The results for the fiscal year ended March 31, 2009 reflect the Company's increased focus on its exploration activities in Perú. Exploration expense during 2009 was \$3,408,288, compared to \$2,226,365 in 2008 and \$233,599 in 2007. During fiscal 2009 the Company acquired 30 additional mining concessions by staking. Mineral property acquisitions were \$nil during 2009, compared to \$309,625 during 2008 and \$10,029 during 2007. Cash and cash equivalents were \$962,670 as at March 31, 2009, compared to \$2,844,154 as at March 31, 2008 and \$1,449,933 as at March 31, 2007 with the decrease reflecting the higher level of exploration activity during fiscal 2009.

## Results of Operations

The Company's operations involve the acquisition and exploration of its iron properties in Perú. For the six months ended September 30, 2009, Cuervo had a net loss of \$2,462,305 (2008 - \$3,766,853). Details of the expenditures, comprised principally of general and administration costs and exploration costs, contributing to the loss are described below:

	Three Months ended September 30,		Six Months ended September 30,	
General and Administrative Costs	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Consulting fees	\$ 59,815	\$ 54,439	\$ 105,599	\$ 104,323
Depreciation	4,020	4,531	8,191	10,176
Exploration costs	281,545	762,351	587,553	1,868,592
Foreign exchange loss	49,796	( 29,284)	102,763	64,436
General office and investor relations	134,483	67,011	189,384	172,752
Interest and bank charges	1,580	3,854	3,687	7,304
Professional fees	84,141	133,730	151,223	265,816
Rent	39,674	18,737	78,865	34,072
Telecommunications	6,077	5,732	15,408	18,329
Stock-based compensation	125,175	189,042	1,101,975	843,822
Vehicle	6,014	73,646	29,947	107,166
Wages and benefits	44,806	117,287	90,629	270,065
<b>Total costs</b>	<b>\$ 837,126</b>	<b>\$ 1,401,076</b>	<b>\$ 2,465,224</b>	<b>\$ 3,766,853</b>

For the six months ended September 30, 2009, Cuervo incurred total general, administrative and exploration expenses of \$2,465,224 compared to \$3,766,853 for the six months ended September 30, 2008. The lower level of general and administrative expenses in the current period reflects lower costs associated with the Company's exploration programs on its Cerro Ccopane exploration properties in Perú and a general overall reduction in overhead costs. Consulting fees of \$105,599 (2008 - \$104,323) were comparable to the prior year. Drilling and other exploration expenditures on Minera Cuervo's individual mining concessions are expensed as incurred and amounted to \$587,553 for the six months ended September 30, 2009 (2008 - \$1,868,592) reflecting a reduction in the level of exploration activity on the Company's Cerro Ccopane properties. General office and investor relations expenses of \$189,384 (2008 - \$172,752) are higher than the prior year's expense reflecting increased investor relations during the period. Professional fees of \$151,223 (2008 - \$265,816) were lower in 2009 as the prior period included fees associated with the planned private placement, announced in March 2008 but subsequently withdrawn in

May 2008 as well as higher legal fees incurred in Peru. Wages and benefits of \$90,629 (2008 - \$270,065) were paid by Minera Cuervo to Peruvian residents for services rendered to Minera Cuervo in Perú and reflect the reduction in the level of exploration activity during the six months ended September 30, 2009 compared to the same period in 2008. Vehicle costs of \$29,947 (2008 - \$107,166) are incurred in Perú and reflect the reduced level of exploration work being carried on at the Company's properties during the six months ended September 30, 2009.

Stock-based compensation of \$1,101,975 (2008 - \$843,822) relates to the grant of 3,375,000 options during the period (2008 - 2,110,000 options).

Interest and bank charges reflect the cost of incoming and outgoing wire transfers, principally due to the funding of the Company's Peruvian subsidiary, and monthly service costs. Rent is for head office space in Toronto and a corporate office in Lima, Perú and increased over the prior year period due to increased rent expense in Toronto and a move to a new office location in Lima.

The foreign exchange loss of \$102,763 (2008 - loss of \$64,436) for the six months ended September 30, 2009 primarily reflects the impact of the fluctuating Canadian dollar on monetary assets and expense items. As detailed in Note 2 to the audited consolidated financial statements, monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing at the transaction date. Revenues and expenses are translated at average exchange rates during the period.

### **Related Party Transactions**

A total of \$114,168 (2008 - \$121,668) was paid to related parties during the three months ended June 30, 2009 for consulting and exploration fees, \$80,418 (2008 - \$84,168) of which was accounted for as consulting fee expenses for financial management, administrative services and investor relations services and \$33,750 (2008 - \$37,500) of which was accounted for as exploration expenses. Of the aforementioned \$80,418 consulting fees, \$33,750 (2008 - \$37,500) was paid to the President for administrative services; \$28,668 (2008 - \$22,668) was paid to the Chief Financial Officer for financial management services; and \$18,000 (2008 - \$24,000) was paid to companies controlled by individuals related to a director of the Company for administrative and investor relations services. The aforementioned \$33,750 (2008 - \$37,500), accounted for as exploration expenses, was paid to the President for geological consulting services. Rent of \$26,500 (2008 - \$22,500) was paid to a company controlled by a director of the Company.

A total of \$37,263 was reimbursed to related parties for out of pocket travel and promotion expenses incurred by the related parties on behalf of Cuervo during the six months ended September 30, 2009 (2008 - \$41,769). Of the aforementioned \$37,263, \$36,168 was reimbursed to officers and directors and companies controlled by a director, and \$1,095 was reimbursed to companies controlled by individuals related to a director of the Company.

In September 2009, the Company entered into a consulting agreement with an officer and director of the Company and a company controlled by the officer and director whereby the officer and director and the company controlled by the officer and director will be entitled to a success-oriented fee equal to 2.5% of the gross transaction value of certain potential corporate-finance transactions provided that the gross transaction value is more than \$25,000,000 and provided further that no fee shall be paid on any gross transaction value in excess of \$120,000,000. The Company also amended the existing agreement with an officer and director of the Company whereby the officer and director is entitled to a success-oriented fee of 0.5% on terms similar to those described above.

Management of Cuervo believes that the amounts paid to related parties are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

## Summary of Quarterly Results

Selected financial information for past eight quarters:

<i>Fiscal year 2010</i>	4 <sup>th</sup> Quarter	3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter	1 <sup>st</sup> Quarter
Interest income			274	2,645
Loss			( 836,852)	( 1,625,453)
Loss per share			(0.027)	(0.052)
 <i>Fiscal year 2009</i>	 4 <sup>th</sup> Quarter	 3 <sup>rd</sup> Quarter	 2 <sup>nd</sup> Quarter	 1 <sup>st</sup> Quarter
Interest income	9,594	17,023	25,366	22,210
Loss	( 1,094,202)	( 1,173,681)	( 1,375,710)	( 2,343,477)
Loss per share	(0.033)	(0.039)	(0.046)	(0.082)
 <i>Fiscal year 2008</i>	 4 <sup>th</sup> Quarter	 3 <sup>rd</sup> Quarter	 2 <sup>nd</sup> Quarter	 1 <sup>st</sup> Quarter
Interest income	27,869	15,237		
Loss	( 1,168,392)	( 1,264,422)		
Loss per share	(0.041)	(0.050)		

The Company is a junior exploration company with no revenue generating properties. Currently the Company's funding continues to be derived from issuing securities and its short-term investments.

For further quarterly financial information, please refer to the Company's unaudited interim consolidated financial statements and management's discussion and analysis that have been filed on the Company's website at [www.cuervoresources.com](http://www.cuervoresources.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

## Liquidity and Capital Resources

On March 23, 2009, option holders holding options to purchase 2,950,000 common shares of Cuervo at exercise prices ranging from \$1.15 to \$2.50 per share surrendered and cancelled their options. As at March 31, 2009, the Company had no outstanding stock options.

On April 23, 2009, the Company granted 3,000,000 stock options at an exercise price \$0.60 per common share expiring on April 23, 2014 to certain directors, officers and consultants of the Company and certain employees and consultants of Minera Cuervo.

During the six months ended September 30, 2009 the Company received proceeds of \$1.13 million from the exercise of 3,244,000 amended common share purchase warrants.

Cash and cash equivalents as at September 30, 2009 were \$739,341. The Company has no long-term debt. Accounts payable and accrued liabilities at June 30, 2009 were \$48,328. Currently the Company's only material source of funds is through the sale of shares by way of public or private offerings or through the exercise of outstanding convertible securities such as warrants and options. If all of the Company's outstanding convertible securities, as at the date of this report, were exercised the Company would realize approximately \$7,727,000 of additional financing (gross). Except for the ability of the Company to accelerate the expiry date of certain convertible securities, the Company has no control over the exercise of its convertible securities and therefore cannot know the timing or amount of financing that may be raised, if any, through the exercise of its convertible securities. Factors which may influence the decision of the holder to exercise the Company's convertible securities are the market price of the Company's common shares in relation to the exercise price of the convertible security (*i.e.* it is unlikely that the holder of a convertible security would exercise it if the exercise price was lower than the market price of the Company's common shares) and the expiry date of the convertible security. The exercise prices and expiry dates of the Company's outstanding convertible securities are set out in the table under the heading "Other information" below.

As at the date hereof to the end of the March 31, 2010 fiscal year, the Company estimates that it requires approximately \$414,000 to fund its intended exploration program and meet its working capital and general overhead requirements. The Company may require additional financing in order to meet these financial obligations and, if so, intends to seek additional equity financing at the appropriate time. The timing and ability of the Company to obtain additional equity financing may depend, among other things, on the liquidity of the financial markets as well as the acceptance of investors to finance junior resource based exploration stage companies. There is no assurance that the Company will have the funds to meet such obligations. If the Company is unable to raise sufficient financing it may need to scale-back its intended exploration program and its other expenses.

The Company currently does not have material contractual obligations with respect to any purchase obligations or financings other than the payments required in order to maintain its various mining interests.

As at September 30, 2009 the Company has the following contractual obligations:

The Company entered into an office lease and office management contract with a company controlled by a director of the Company. Lease payments total \$4,000 per month and the lease is on a month-to-month basis.

The Company entered into annual leases that are renewable in annual terms for office space in Perú. Cash payments total approximately \$US6,250 per month.

### **Changes in Accounting Policies**

Effective April 1, 2009, the Company adopted the following accounting policies as recommended by the CICA handbook:

#### *Goodwill and Intangible Assets*

CICA Handbook Section 3064, "Goodwill and Intangible Assets" establishes new standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The requirements will be effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The adoption of this standard has not had an impact on the consolidated financial statements as the Company does not have any goodwill or intangible assets at this time.

#### *Future accounting and reporting changes*

In February 2008, the CICA published Section 3064, "Goodwill and Intangible Assets". This new standard establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The requirements will be effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The Company is currently assessing the impact that this accounting pronouncement will have on its financial statements.

#### *Business combinations, consolidated financial statements and non-controlling interest -*

In January 2009, the CICA issued CICA Handbook Section 1582, "Business Combinations", Section 1601, "Consolidations", and Section 1602, "Non-controlling Interests". These sections replace the former CICA Handbook Section 1581, "Business Combinations" and Section 1600, "Consolidated Financial Statements" and establish a new section for accounting for a non-controlling interest in a subsidiary. CICA Handbook Section 1582 establishes standards for the accounting for a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent consideration and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. It provides the Canadian equivalent to International Financial Reporting Standard ("IFRS") 3, "Business Combinations" (January 2008). 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.



CICA Handbook Section 1601 establishes standards for the preparation of consolidated financial statements.

CICA Handbook Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, "Consolidated and Separate Financial Statements" (January 2008).

CICA Handbook Section 1601 and Section 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

#### *International financial reporting standards*

On February 13, 2008, the Canadian Accounting Standards Board (AcSB) of the CICA confirmed the mandatory International Financial Reporting Standards (IFRS) changeover date for Canadian profit-oriented publicly accountable entities (PAEs). This means that PAEs will be required to prepare financial statements in accordance with IFRS for interim and annual financial statements for fiscal years beginning on or after January 1, 2011.

Canadian GAAP will be converged with IFRS through a combination of two methods: as current joint-convergence projects of the United States Financial Accounting Standards Board and the International Accounting Standards Board are agreed upon, they will be adopted by the AcSB and may be introduced in Canada before the complete changeover to IFRS; and standards not subject to a joint-convergence project will be exposed in an omnibus manner for introduction at the time of the complete changeover to IFRS.

The International Accounting Standards Board has and will likely have projects underway that should result in new pronouncements affecting IFRS. This Canadian convergence initiative is very much in its infancy as of the date of these financial statements. Therefore, it is premature to assess the impact of the Canadian initiative, if any, on the Company.

#### **Financial Instruments and Other Instruments**

The Company's financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

#### **Disclosure of Internal Controls**

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements; and (ii) the unaudited interim financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **IFRS Implementation Plan**

The AcSB has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements in accordance with IFRS beginning with the quarter ended October 31, 2011. The Company has commenced the development of an IFRS implementation plan to prepare for this transition, and is currently in the process of identifying the key accounting policy changes that may be required. Once the potential accounting policy changes have been identified, other elements of the plan will be addressed including the implication on information technology, internal controls, contractual arrangements and employee training.

### **Use of Estimates**

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

### **Accounting Standards and Policies - Critical Accounting Estimates**

Critical accounting estimates that require judgment are used in the preparation of the consolidated financial statements. The carrying values of mining interests are the lower of the historic cost and the recoverability of the recorded value of the mining interests. The recoverability of the recorded value of mining interests is based on market conditions for minerals, the minerals associated with the properties and the future costs that could be required to develop the properties or the potential for the sale to a third party of the mining interests.

### **Off-Balance Sheet Arrangements**

As at September 30, 2009 the Company does not have any off-balance sheet arrangements

### **Other Information**

*Disclosure of Outstanding Share Data as at November 26, 2009:*

Common shares	33,423,750
Common share purchase warrants	3,500,000
Agent's options – common shares	210,000
- warrants	210,000
Stock options	<u>3,270,000</u>
Fully diluted	<u>40,613,750</u>

In accordance with the requirements of National Policy 46-201, as of March 31, 2007 there were 2,300,000 common shares held in escrow, representing approximately 14% of the outstanding common shares of the Company at that time. The escrowed shares are being released from escrow as to 1/10 thereof on the date that the common shares are listed on a recognized Canadian stock exchange, 1/6 of the remaining common shares 6 months after the listing date, 1/5 of the remaining common shares 12 months after the listing date, 1/4 of the remaining common shares 18 months after the listing date, 1/3 of the remaining common shares 24 months after the listing date, 1/2 of the remaining common shares 30 months after the listing date, and the remaining escrowed common shares on the date that is 36 months after the listing date. A total of 230,000 shares were released from escrow on May 30, 2007; 345,000 shares were released on November 30, 2007; 345,000 were released on May 30, 2008; 345,000 were released on November 30, 2008; and a further 345,000 were released on May 30, 2009 leaving 345,000 common shares still held in escrow as at August 25, 2009.

## Exploration Activities

The Company is focused on exploring and developing its iron properties located in Perú.

### *Cerro Ccopane*

The Company has a 100% interest in twenty-three (23) contiguous mining concessions south of Cuzco in southern Perú. The 23 concessions cover 14,000 ha and are described in the following list:

Concession Name	Size (ha)	Department	Province	District
Posada 1	500	Cusco	Chumbivilcas/Paruro	Capacmarca/Omacha
Posada 2	800	Cusco	Paruro	Omacha
Posada 3	900	Cusco	Paruro	Omacha
Posada 5	500	Cusco	Chumbivilcas/Paruro	Capacmarca/Omacha
Posada 6	200	Cusco	Chumbivilcas/Paruro	Chamaca/Omacha
Posada 7	400	Cusco	Paruro	Omacha
Huini II	200	Cusco	Paruro	Omacha
Huini III	600	Cusco	Chumbivilcas/Paruro	Capacmarca/Omacha
Huini IV	800	Cusco	Chumbivilcas	Capacmarca/Colquemarca
Huini V	600	Cusco	Chumbivilcas	Capacmarca/Colquemarca
Alizandra	500	Cusco	Paruro	Omacha
Bob 1	1,000	Cusco	Paruro	Omacha
Bob X	600	Cusco	Paruro	Omacha
Bob XI	400	Cusco	Paruro	Omacha
Karina 01	600	Cusco	Paruro	Omacha
Karina 02	100	Cusco	Paruro	Omacha
Karina 04	1,000	Cusco	Paruro	Accha
Karina 05	800	Cusco	Paruro	Omacha
Karina 06	400	Cusco	Chumbivilcas	Capacmarca/Accha
Mafe 1	1,000	Cusco	Paruro	Accha
Mafe 2	1,000	Cusco	Paruro	Omacha/Accha
Mafe 3	700	Cusco	Paruro	Capacmarca/Accha
Mafe 4	400	Cusco	Paruro	Capacmarca/Accha

The original six (6) concessions, which covered 3,300 ha, are the subject of a NI 43-101-compliant report entitled “Technical Report on the Cerro Ccopane Iron Project” authored by James A. McCrear, P.Geo. and Ryan Grywul, B.Sc. and dated January 8, 2007. The Cerro Ccopane property constitutes the Company’s “property of merit” and is the main focus of exploration by the Company. Effective March 2, 2007, the Company entered into an agreement with the local landowners from the rural community of Huillque for surface rights in the area. The agreement allows the Company to build access roads, a camp and conduct exploration on the property.

The Company's Category "C" Environmental Assessment regarding the Cerro Ccopane property was given final approval by the Ministerio de Energía y Minas del Perú as Directoral Resolution No. 229-2007 MEM/AAM on July 11, 2007. This approval allows the Company to commence advanced exploration including diamond drilling on concessions Posada 2 and Posada 5. On October 7, 2008 the Company's existing Category "C" Environmental Assessment was accepted by the Ministerio de Energía y Minas del Perú. This Assessment now covers areas of proposed exploration work on the Aurora zones of mineralization on the Cerro Ccopane properties. The Aurora and Aurora "B" zones will be the third and fourth geological/geophysical targets to be explored by diamond drilling.

Minera Cuervo commenced a program of diamond drilling on July 29, 2007, which focussed on the Orcopura (also known as Wiychaucassa or Posada 2) zone of mineralization. The drilling program targeted near surface, relatively flat-lying iron mineralization (magnetite  $\pm$  hematite). By the end of the December 31, 2008, 14,500 m had been drilled in 121 drill holes and results for these drill holes were announced in fourteen press releases between October 22<sup>nd</sup>, 2007 and January 6<sup>th</sup>, 2009. The results for the drilling program can be found on the Company's website at [www.cuervoresources.com](http://www.cuervoresources.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

All drill holes on the Orcopura zone were logged and sampled at the project campsite on the property under the direction of Minera Cuervo's senior geologist at the time, ing. Abraham Castillo Ll. All exploration work has been carried out under the supervision of Mr. John M. Siriunas, P.Eng., the designated qualified person for Cuervo under the definition of NI43-101. A nominal sampling interval of 1.5 m is currently being used within sections of typical iron mineralization. Analyses were performed by SGS Minerals Services at their laboratory facilities in Lima (Callao), Perú. Iron (Fe) analyses reported were performed by titration methods, sulphur (S) were carried out with a LECO furnace and all other analyses reported herein, being phosphorus (P), manganese (Mn) and copper (Cu), were by performed ICP-AES after a multi-acid ("total") digestion. Laboratory check analyses were performed on approximately 10% of the samples submitted while field duplicate samples are submitted on a rate of approximately 5% of the total samples sent to the laboratory. The Company is satisfied with the reproducibility of analyses for the elements reported.

On July 31, 2008, the Company reported that the initial mineral resource estimate on the Orcopura Zone at its wholly owned Cerro Ccopane iron ore project in southern Perú stands at 60.5 million tonnes ("inferred") grading 51.5% Fe. This study, prepared by Gateway Solutions S.A.C. ("Gateway") of Lima, Perú, included results from the first 73 drill holes over a mineralized strike length of over 700 m. The Orcopura zone is the first of the five zones identified on the property to be drilled; to date a total of 121 drill holes have been put down on this zone of mineralization which is now known to have a strike length of at least 900 m. A program of additional rock density analyses, seen as a limiting factor to the current resource classification (i.e., "inferred"), is being instituted by the Company.

On April 21, 2009, the Company reported on the mineral processing studies that were carried out in conjunction with the updated Mineral Resource Estimate on the Orcopura Zone at its wholly owned Cerro Ccopane iron ore project. The Measured, Indicated and Inferred Resources based on a 20% head iron cut-off are reported as:

<b>Classification</b>	<b>Tonnes</b>	<b>Head Fe (%)</b>	<b>Head S (%)</b>
Measured	19,696,000	48.26	2.44
Indicated	35,856,000	45.91	2.61
<i>M+I</i>	<i>55,552,000</i>	<i>46.75</i>	<i>2.55</i>
Inferred	50,825,000	43.68	3.13

Micon International Limited ("Micon"), who prepared the Resource Estimate and Technical Report, concluded that "the Cerro Ccopane – Orcopura iron deposit resource is a high quality magnetite deposit with respect to head iron, weight recovery, and the total gangue content of Davis magnetic tube concentrates."

A program of geophysical surveying including magnetics and gravity that was commenced in December 2006 was executed at a slower than expected pace due to weather conditions and the topography of the property. A final report on the program of geophysical surveying including magnetics and gravity was prepared by VDG del Perú S.A.C. in June, 2007. This report was updated, with new interpretations based on the early results from the drilling program, in December, 2007 and again in June, 2008. A new program of geophysical surveying (magnetic and gravity) was commenced during fiscal 2009 on parts of the Cerro Ccopane property. On May 12, 2009, the Company announced that the program of geophysical surveying carried out on the Cerro Ccopane property identified an additional intense coincident magnetic and gravity anomaly that modeling suggests could be caused by near surface (magnetite) bodies totaling on the order of 1.068 Gt (billion tonnes) in size. This new iron-ore exploration target has been designated “Bob 1” by the Company. On May 19, 2009, the Company announced that the remaining results from the program of geophysical surveying included the identification of a second large gravity anomaly that modeling suggests could be caused by a near surface (magnetite) body on the order of 1.265 Gt (billion tonnes) in size. This new iron-ore exploration target (“Huillque Norte”) is located about 3.5 km to the southwest of the “Bob 1” anomaly (1.068 Gt model size). The limits of this new anomaly remain open to the northwest. All magnetic and gravity surveys and ancillary gravity modeling were carried out under contract by VDG del Perú S.A.C. (Val D’or Geofísica).

On July 28, 2009, the Company reported on the results of mini-pot pelletizing tests that were carried out on composite samples from the Orcopura Zone. Previously reported mineral-processing studies have shown the material from the Orcopura Zone to be of high quality (magnetite) with respect to head grade of iron, weight recovery, and the total gangue content of Davis magnetic tube concentrates. The new balling and indurating tests indicate that the concentrates are suitable to the production of commercial-grade pellets. The pelletizing tests were carried out by the Midland Research Center in Nashwauk, MN, USA. Four composite samples of mineralization previously prepared for other studies were used in the current tests. As none of this material had been the subject of pelletizing tests, a standard composition and firing sequence was used in the mini-pot testing. The current testing was intended to provide a preliminary indication of the ability to make commercial-grade pellets from the mineralization in the Orcopura Zone. The Company is of the opinion that similar results can be expected from mineralization in the other zones on the Cerro Ccopane property.

Submission was made to extend the environmental permitting covering the Posada 2 and Posada 5 concessions (original Directorial Resolution No. 229-2007 MEM/AAM). The environmental permitting regarding the Chimbote area La Gringa concession (original Constancia de Aprobación Automática No. 004-2008 MEM/AAM) was allowed to lapse.

On September 22, 2009, the Company reported the results of a study undertaken as an internal due diligence exercise to confirm the potential of the original geophysical (magnetic and gravity) anomalies at its wholly owned Cerro Ccopane iron ore project in southern Perú. The new study was carried out by Matrix GeoTechnologies Ltd. (“MGT”) of Toronto, ON. Their work confirmed the quality of the Company’s “Bob 1” anomaly and its similarity in geophysical characteristics to known zones of mineralization on the property. Gravity modeling of this anomaly was carried out by VDG del Perú S.A.C. (Val D’or Geofísica, “VDG”) and originally suggested that it has the potential to host 1.1 billion tonnes of iron mineralization. VDG was responsible for the acquisition of all data in the field. Based on the work of MGT, the Company believes that additional field work will be necessary to reassess and refine the “Huillque Norte” anomaly which appears to be open to the north and to the west. Previous gravity modeling of this anomaly, again by VDG, had suggested that it has the potential to host 1.3 billion tonnes of iron mineralization.

The Company also received the results of a preliminary low-intensity magnetic separation (Davis Tube) metallurgical study in December 2007. A total of twenty (20) samples selected from the early stages of its on-going diamond-drill program were submitted for this study. Each sample represented 1.5 m of drill-core length.

The Company recognized at an early stage that many of the samples submitted for analysis, while reporting iron contents in excess of 55%, also returned elevated sulphur and copper values; this was not to be totally unexpected given the geological setting and metallogeny of other deposits and occurrences in the Apurímac – Andahuaylas skarn belt. For example, the belt hosts such deposits as the Tintaya Mine which is being exploited by Xstrata Copper Inc. for its copper content.

The Company believes that the metallurgical issues can be addressed in a relatively simple manner. The preliminary Davis Tube results indicate that most of the contained sulphur-bearing minerals as well as the copper can be removed with limited processing while producing a very high-grade iron ore concentrate. Silica values were also found to be within acceptable limits by analyses carried out as part of this testing.

A follow-up program of mineral-processing studies was carried out in conjunction with the Micon resource update. These studies are being carried out at Midland Research Center in Nashwauk, MN, USA.

Two transportation studies have been commissioned by the Company to assess the potential development of the Cerro Ccopane iron ore project. The second, and more comprehensive report, was completed in February 2009.

The recently completed study, entitled “Cuervo Resources, Cerro Ccopane Mine Perú: Mine to Port Conceptual Transport Study” was prepared by Sandwell Engineering Inc. (“Sandwell”) of Vancouver, BC with input from PSI Engineering Inc. also of Vancouver. Mr. Frank Hanson of Frank Hanson Consulting of Kila, Montana, the Company’s transportation advisor, provided the initial specifications for the study. The study was initiated in response to the continuing success of the ongoing program of exploration drilling on the Cerro Ccopane property which is located 65 km south of Cuzco, Perú and approximately 320 km north of the Pacific tidewater port at Matarani, Departamento Arequipa, Perú.

The principal findings and recommendations of the Sandwell report may be summarized as follows:

- Transportation of material from the Cerro Ccopane property does not present unique logistical challenges. All examined transport scenarios are technically feasible;
- A slurry pipeline from the property to port is considered to be the best overall transportation alternative at this time. It is noted that similar pipelines for mining operations of comparable proposed capacities are presently in operation elsewhere; and
- Recommendations for further studies include additional port studies at Matarani and linking future mineral-processing studies with future transportation evaluations.

The Company is encouraged by the findings of these reports as they give confidence in the potential to advance the project.

Drilling started on the Huillque zone of mineralization during the first quarter of fiscal 2009. The Huillque zone is the second of five known target zones to be drilled and is located 2.5 km to the north of the Orcopura zone. In press releases dated September 30, 2008, October 8, 2008 and February 3, 2009 the Company released assay results from the 21 diamond drill holes on the Huillque zone. Results from the Huillque zone appear to be very similar to those encountered in the Orcopura zone and include intersections of 62.09% Fe over 75.85 m in HDH – 01 and 54.55% Fe over 98.70 m in HDH – 03.

Diamond drilling commenced on the Aurora and Aurora “B” zones of mineralization at its Cerro Ccopane iron ore project in December 2008. The Aurora zones are the smallest of the known targets on the property. On June 10, 2009, the Company released the final assay results from the program of diamond drilling on the Aurora and Aurora “B” zones. Geophysical modeling of gravity survey data has indicated that there could be a total of 50 million tonnes of mineralization in the two Aurora zones. The results from the Aurora zones continue to demonstrate grades of magnetite mineralization that are consistent with those previously reported on from the Orcopura and Huillque zones. The results reported included intersections of 51.05% Fe over 78.50 m in ADH – 06 and 55.60% Fe over 24.30 m in ADH – 08 in the Aurora zone. Intersections in the Aurora “B” zone were found to be somewhat shallower but nevertheless include up to 52.90% Fe over 13.50 m in ADH – 13.

All the geophysical targets (magnetic and gravity anomalies) that have been drill tested to date (i.e. Orcopura, Huillque, Aurora and Aurora “B”) have been found to contain massive magnetite mineralization; this gives the Company high confidence in the exploration potential for the other large anomalies that have now been identified. The results of the geophysical modeling, as described above, have shown that the Cerro Ccopane property has the potential to host a total of over 2½ billion tonnes of mineralization.

Sampling, logging and analytical work on the Huillque and Aurora zones are *as per* the work performed on the Orcopura zone. All results can be found on the Company’s website at [www.cuervoresources.com](http://www.cuervoresources.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

### *Other Cuervo Properties*

The Company has a 100% in thirty-five (35) other mining concessions in Perú totaling 14,061 ha.. All thirty-five concessions are prospective for iron mineralization. Only limited prospecting and sampling has been carried out on these concessions to date. The concessions are listed below:

<b>Concession Name</b>	<b>Size (ha)</b>	<b>Department</b>	<b>Province</b>	<b>District</b>
Blanquita II	100	La Libertad	Trujillo	Poroto
Charango 1	300	La Libertad	Trujillo	Poroto/Simbal
Charango 2	100	La Libertad	Trujillo	Poroto
Francisca Victoria IX	64	La Libertad	Trujillo	Simbal
Francisca Victoria XI	97	La Libertad	Trujillo	Simbal
Arena Dorada	400	La Libertad	Trujillo	Poroto/Simbal
Tigre I	100	La Libertad	Trujillo	Poroto
Palosanto 2007 - I	400	La Libertad	Trujillo	Poroto
Sabrina I	200	Ancash	Santa	Chimbote
La Gringa Ga	200	Ancash	Santa	Chimbote
Flamenco 1	400	Ancash	Aija	Aija
Flamenco 3	600	Ancash	Aija	Aija
Iron Mine	500	Ancash	Aija	Aija
Posada 4	1,000	Apurimac	Aymareas	Colcabamba/Lucre
Fierroando 1	200	Cusco	Chumbivilcas	Capacmarca
Huini I	400	Apurimac	Aymaraes	Lucre
Alexia 2007 - I	600	Ica	Nazca	Marcona
Sur 1	1,000	Arequipa	Islay	Islay
Sur 02-2009	1,000	Arequipa	Islay	Islay
Karina 03	300	Lambayeque	Lambayeque	Olmos
Bob 8	500	Apurimac	Cotabambas	Mara
Bob 9	1,000	Cusco	Chumbivilcas	Capacmara
Bob II	200	Cusco	Chumbivilcas	Livitaca
Bob 3	600	Cusco	Chumbivilcas/ Acomayo	Pomacanchi/Acopia
Bob 4	400	Cusco	Chumbivilcas	Livitaca
Bob 5	400	Cusco	Canas	Yanaoca
Bob 6	100	Cusco	Chumbivilcas	Livitaca
Bob 7	200	Cusco	Canas/ Chumbivilcas	Quehue/Livitaca
Johman 1	900	Apurimac	Aymareas	Lucre
Johman 2	100	Apurimac	Aymareas	Lucre
Julian 01	400	Cusco	Paruro	Colquemarca/Ccapi
Julian 02	200	Cusco	Paruro	Huanquite
Julian 03	600	Cusco	Paruro	Ccapi
Julian 04	400	Cusco	Paruro	Ccapi
Hans Cad 3	100	Ica	Nazca	Marcona

The concessions can be grouped in the following property areas; concessions within a designated area may or may not form contiguous groups but nonetheless are located geographically near to each other:

#### *Northern Perú*

Olmos 300 ha in one (1) concession  
Trujillo 1,561 ha in eight (8) concessions  
Chimbote 400 ha in two (2) concessions  
Aija 1,500 ha in three (3) concessions

#### *Southern Perú*

Arequipa 2,000 ha in two (2) concessions  
Marcona 700 ha in two (2) concession  
Apurimac 2,400 ha in four (4) concessions  
Cerro Ccopane 5,200 ha in thirteen (13) concessions in the vicinity, but not contiguous with the main property

The Company's Category "B" Environmental Assessment regarding the Chimbote area property ("La Gringa Project") was given final approval by the Ministerio de Energía y Minas del Perú as Constancia de Aprobación Automática No. 004-2008 MEM/AAM on June 16, 2008. This approval allows the Company to commence advanced exploration including diamond drilling on the La Gringa Ga concession. No further work had been carried out on any of these other properties by June 30, 2009.

#### *Property Acquisitions*

The Company continues to assess other potential properties for acquisition. Three mining concessions were staked during the period, these being Bob X (600 ha) and Bob XI (400 ha) which tie on to the existing Cerro Ccopane claims and Sur 02-2009 (1,000 ha) in the Arequipa area.

#### **Outlook**

The Company plans to advance its mining properties by exploration and development work. The work programs will be designed to attempt to delineate resources of iron ore, in particular of high grade and/or direct-shiping ore, on each property and perform economic and other studies that could eventually lead toward a decision regarding the feasibility of production.

#### **Subsequent Events**

The Company completed field work and documentation related to environmental permitting related to the Bob 1 target area. The Company continues discussions with local community groups who are required to approve the reports prior to their submission to the Ministerio de Energía y Minas del Perú.

The Company signed a non-exclusive agency agreement with a Peruvian company whose mandate is to provide consultation, analysis and execution assistance in relation to a joint-venture or purchase transaction focusing on Indian and Brazilian based groups. This agency agreement is in addition to an existing agreement with a Canadian company who is providing similar services focusing on groups based in the People's Republic of China. Both companies have executed Non-Disclosure Agreements with Cuervo covering the release of non-public-domain information to third-party organizations.

#### **Risk Factors**

Investment in a natural resource company involves a significant degree of risk. The degree of risk increases substantially where the Company's properties are in the exploration, as opposed to the development or production stage. All of the Company's properties are in the exploration stage.

There are a number of risks inherent to the Company's business. These risks include:

**Limited Business of the Corporation:** Other than the Company's exploration stage properties in Perú, the Company has no material non-cash assets. There is no assurance the Company will be able to finance the acquisition of properties or the exploration or development thereof.

**Exploration and Development:** All of the resource properties in which the Company has an interest or the right to acquire an interest are in the exploration stage and without a known body of commercial ore. Development of any resource property held or acquired by the Company will only follow obtaining satisfactory exploration results. Exploration for and the development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration activities will result in any discovery of commercial ore.

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract reserves and to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. Few properties that are explored are ultimately developed into producing mines.



***Environmental and Government Legislation:*** Existing and possible future environmental legislation, regulations, and actions could cause significant expense, capital expenditures, restrictions, and/or delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties is subject to various reporting requirements and to obtaining certain governmental approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without delay or at all.

Any exploration program executed by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining project is affected both by production costs and by markets for the project's metals which in turn may be influenced by factors including the supply and demand for such metals, the rate of inflation, the inventories of larger producers, the political environment and changes in international investment patterns.

***Environmental Factors:*** All phases of the Company's future operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's business.

***Financing:*** The Company does not presently have sufficient financial resources to complete, by itself, the exploration required to develop its properties to an advanced stage. The exploration and development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There is no assurance that the Company will be successful in obtaining the required financing.

***Limited Operating History and Lack of Cash Flow:*** The Company has a limited business history. The Company has no history of earnings or cash flow from its present operations. The only present source of funds available to the Company is through the sale of equity or debt securities or borrowing. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on any property it has or it acquires and the Company may not realize a return on its investment. While the Company may generate additional working capital through equity offerings, borrowing, sale or the joint venture development of its properties and/or a combination thereof, there is no assurance that any such funds will be available. Failure to obtain such additional capital, if needed, would have a material adverse effect on the Company.

The Company has neither declared nor paid dividends since its incorporation and does not anticipate doing so in the foreseeable future.

***Conflicts of Interest:*** Certain of the directors and officers of the Company are also directors, officers or shareholders of other companies that are engaged in the business of acquiring, exploring and developing natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, to disclose any material interest which they may have in any project or opportunity of the Company, and to abstain from voting on such matter.

***Operating Hazards and Risks:*** Future operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages, damage to persons or property and possible environmental damage. The nature of the risks associated with the Company's business are such that liabilities might exceed insurance policy limits, the liabilities and hazards might not be insurable, or the Company may elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

The Company may become subject to liability for personal injury, property, or environmental damage, and other hazards of mineral exploration against which it cannot insure or against which it may elect not to insure due to high premium costs or other reasons. Payment of such liabilities could have a material adverse effect on the financial position of the Company.

**Permits and Licenses:** Upon acquisition of a property interest, the operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

**Fluctuating Prices:** The Company's future revenues, if any, are expected to be in large part derived from the extraction and sale of iron ore. The price of those commodities fluctuates widely and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of iron ore, and therefore the economic viability of any of the Company's exploration projects, cannot be predicted accurately.

The Company's business of exploring and developing mineral properties is highly uncertain and risky by its very nature. In addition, the ability to raise funding in the future to maintain the Company's exploration and development activities is dependent on financial markets that often fail to provide necessary capital.

Regulatory standards continue to change making the review process longer, more complex and more costly. Even if an apparently mineable deposit is developed, there is no assurance that it will ever reach production or be profitable, as its potential economics are influenced by many key factors such as commodity prices, foreign exchange rates, equity markets and political interference, which cannot be controlled by management.

### **Forward Looking Statements**

*This discussion may contain forward-looking statements that involve a number of risks and uncertainties including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, delays in or failure to obtain governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors which affect this information, except as required by law.*