



**INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2011

(In Canadian Dollars, Unless Otherwise Noted)

NOTICE TO READERS

Notice of No Audit Review of the Interim Consolidated Financial Statements

The consolidated financial statements of Redzone Resources Ltd. (“Redzone” or the “Company”) are the responsibility of the Company’s management, are prepared in accordance with accounting principles generally accepted in Canada, and reflect management’s best estimates and judgment based on information currently available.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal controls through an audit committee, which is comprised of non-management directors. The Audit Committee reviews the results of the consolidated financial statements prior to their submission to the Board of Directors for approval.

The Company’s independent auditors have not performed a review of these interim consolidated financial statements.

“Michael Murphy”
Michael Murphy
President and CEO

“Steven Cook”
Steven Cook
Director

Vancouver, British Columbia
March 14, 2011

REDZONE RESOURCES LTD.
(An Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS (unaudited)
As at January 31, 2011 and April 30, 2010

	January 31 2011	April 30 2010
	\$	\$
Assets		
Current		
Cash	4,428,104	5,353,944
Receivables	12,908	11,667
Prepaid expenses and advances	56,549	19,737
	4,497,561	5,385,348
Equipment (Note 5)	3,196	3,114
Deferred acquisition costs (Note 6)	693,253	85,214
	5,194,010	5,473,676
Liabilities and Shareholders' Equity		
Current		
Accounts payable and accrued liabilities	291,588	124,953
Shareholders' equity		
Capital stock (Note 7)	6,603,795	6,352,105
Contributed surplus (Note 7)	807,573	597,542
Deficit	(2,508,946)	(1,600,924)
	4,902,422	5,348,723
	5,194,010	5,473,676

Continuance of operations (Note 3)
Commitments and contingencies (Notes 6 and 11)
Subsequent events (Note 12)

On behalf of the Board:

"Michael Murphy" Director _____
"Steven Cook" Director

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

REDZONE RESOURCES LTD.

(An Exploration Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT (unaudited)

For the three and nine months ended January 31, 2011 and 2010

	Three months ended		Nine months ended	
	January 31		January 31	
		Restated		Restated
	2011	Note 2	2011	Note 2
	\$	\$	\$	\$
Mineral property exploration costs	49,427	14,187	49,427	14,187
Expenses				
Amortization	293	-	880	-
Audit, legal and other professional fees	24,155	11,880	106,430	24,464
Business investigation costs	-	10,417	60,803	131,768
Investor relations	16,836	18,629	88,008	24,204
Management and consulting fees	-	7,500	-	22,500
Management salaries and benefits	111,783	-	201,045	21,301
Office facilities and administration	37,817	18,199	123,621	52,308
Stock-based compensation	77,631	500,264	215,221	500,264
Shareholders' information, transfer agent, listing and filing fees	6,881	6,355	89,104	22,170
	275,396	573,244	885,112	798,979
Loss before other items	324,823	587,431	934,539	813,166
Other items				
Interest income	11,462	-	27,213	641
Foreign exchange loss	(406)	-	(696)	-
	11,056	-	26,517	641
Loss and comprehensive loss for the period	313,767	587,431	908,022	812,525
Deficit, beginning of period	2,195,179	620,213	1,600,924	395,119
Deficit, end of period	2,508,946	1,207,644	2,508,946	1,207,644
Loss per share				
Basic and diluted	\$0.01	\$0.02	\$0.02	\$0.03
Weighted average number of common shares outstanding				
Basic and diluted	42,548,934	32,525,250	42,458,898	31,112,136

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

REDZONE RESOURCES LTD.
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
For the three and nine months ended January 31, 2011 and 2010

	Three months ended		Nine months ended	
	January 31		January 31	
		Restated		Restated
	2011	Note 2	2011	Note 2
	\$	\$	\$	\$
Cash Flows From Operating Activities				
Loss for the period	(313,767)	(587,431)	(908,022)	(812,525)
Items not involving cash:				
Amortization	293	-	880	-
Stock-based compensation	77,631	500,264	215,221	500,264
Changes in non-cash working capital items:				
Receivables	297	(18,773)	(1,241)	18,604
Prepaid expenses and advances	(10,773)	-	(36,812)	-
Accounts payable and accrued liabilities	34,578	(2,467)	(56,102)	24,935
Net cash used in operating activities	(211,741)	(108,407)	(786,076)	(271,189)
Cash Flows From Investing Activities				
Purchase of equipment	-	-	(962)	-
Deferred acquisition costs	-	-	(320,302)	-
Net cash used in investing activities	-	-	(321,264)	-
Cash Flows From Financing Activity				
Common shares and warrants issued for cash, net of issuance costs	-	-	174,000	1,834,800
Common shares issued on the exercise of stock options	7,500	-	7,500	-
Net cash (used) provided by financing activity	7,500	-	181,500	1,834,800
Change in cash for the period	(204,241)	(108,407)	(925,840)	1,563,611
Cash, beginning of period	4,632,345	1,687,917	5,353,944	15,899
Cash, end of period	4,428,104	1,579,510	4,428,104	1,579,510
Supplementary cash flow information				
Cash received for interest	11,462	-	27,213	-
Non-cash investing activities				
Issuance of shares for deferred acquisition costs	-	-	65,000	-
Accrual of payment for deferred acquisition costs	222,737	-	222,737	-

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

REDZONE RESOURCES LTD.

(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

For the three and nine months ended January 31, 2011

1. NATURE OF OPERATIONS

The Company was incorporated as Redzone Capital Corp. under the Business Corporations Act (Alberta) on December 23, 2005. On March 3, 2006, the Company was renamed Redzone Resources Ltd. (“the Company”). On October 13, 2009, the Company incorporated a wholly owned subsidiary, Compania Minera Oyamel, S.A. de C.V. (“RZ Mexico”). The principal business activities of the consolidated Company include the acquisition and exploration of mineral properties.

2. RESTATEMENT

The comparative quarter ended January 31, 2010 has been restated due to a decrease in stock-based compensation expense of \$218,966. The impact of this adjustment results in a reduction to net loss and comprehensive loss for the three month period ending January 31, 2010 by \$218,966. Restated net loss and comprehensive loss for the period is \$587,431. There is no change to shareholder’s equity at January 31, 2010.

The restatement relates to changes in management’s assumptions used to value the options granted during the quarter ended January 31, 2010. This adjustment is reflected in the April 30, 2010 year-end financial statements and all subsequent quarters thereafter; therefore, no restatement of any other periods is required.

3. CONTINUANCE OF OPERATIONS

These consolidated financial statements were prepared on a “going concern” basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At January 31, 2011, the Company had accumulated losses of \$2,508,946 (January 31, 2010 - \$1,207,644), had working capital of \$4,205,973 (April 30, 2010 - \$5,260,395) and expects to incur further losses in the development of its business.

The Company’s ability to meet its operational requirements is dependent on its ability to raise adequate funding through equity financings, and to identify, evaluate and negotiate an acquisition of, a participation in, or an interest in properties, assets, or businesses. There can be no assurances that adequate financing will be available on a timely basis under acceptable terms to the Company. Although these consolidated financial statements do not include any adjustments that may result from the inability to secure financing, such a situation would have a material adverse effect on the Company’s business, results of operations and financial condition.

4. SIGNIFICANT ACCOUNTING POLICIES**Basis of Presentation**

These unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) in Canada for interim financial information. They do not include all of the information and disclosures required by Canadian GAAP for annual consolidated financial statements. They have been prepared using the same accounting policies and methods of application as in the latest annual consolidated financial statements, except as discussed herein. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation have been included. The results for interim periods are not necessarily indicative of results for the entire year. The information contained in the interim consolidated financial statements should be read in conjunction with the Company’s latest annual consolidated financial statements for the year ended April 30, 2010, and the notes thereto. All significant inter-company transactions and balances have been eliminated. Certain amounts in prior periods have been reclassified to conform to the presentation of these financial statements.

REDZONE RESOURCES LTD.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

For the three and nine months ended January 31, 2011

Recently Issued Accounting Pronouncements*Business Combinations, Consolidated Financial Statements and Non-Controlling Interest*

For interim and annual financial statements relating to its fiscal year commencing on or after January 1, 2011, the Company will be required to adopt new CICA Section 1582 "Business Combinations", Section 1601 "Consolidated Financial Statements" and Section 1602 "Non-Controlling Interests". Section 1582 replaces existing Section 1581 "Business Combinations", and Sections 1601 and 1602 together replace Section 1600 "Consolidated Financial Statements". The adoption of Sections 1582 and collectively, 1601 and 1602 provides the Canadian equivalent to IFRS 3 "Business Combinations" and International Accounting Standard IAS 27 "Consolidated and Separate Financial Statements" respectively. The Company is currently evaluating the impact of these new Sections.

International Financial Reporting Standards ("IFRS")

The Canadian Accounting Standards Board will require all public companies to use IFRS for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011, which includes providing IFRS comparative information for the previous fiscal year. The transition date of May 1, 2010 will require the restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011.

The Company expects the transition to IFRS to impact financial reporting and its information systems. While the Company continues to assess the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be estimated at this time.

5. EQUIPMENT

January 31, 2011	Cost	Accumulated Amortization	Net Book Value
	\$	\$	\$
Office equipment	4,147	951	3,196

April 30, 2010	Cost	Accumulated Amortization	Net Book Value
	\$	\$	\$
Office equipment	3,185	71	3,114

6. MINERAL PROPERTIES**Lara and Tingo Este Properties**

On February 12, 2010, the Company acquired the right to earn up to a 75% indirect interest in two copper properties ("Lara" and "Tingo Este") from Lara Exploration Ltd. ("Lara Exploration") via earning into Minas Dixon BVI ("Minas"), a wholly owned subsidiary of Lara Exploration.

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For the three and nine months ended January 31, 2011

The first option to earn 55% of all the securities of Minas requires the Company to allot and issue to Lara Exploration:

- 100,000 common shares within seven days after the acceptance of the agreement by the Toronto Stock Exchange (issued on June 2, 2010, valued at \$65,000);
- a further 250,000 common shares on or before February 12, 2011 (issued subsequent to January 31, 2011, valued at \$142,500);
- a further 250,000 common shares on or before February 12, 2012;
- a further 250,000 common shares on or before February 12, 2013;

and funding Minas:

- US\$500,000 on or before the first anniversary of the date upon which all drilling permits required to conduct the proposed exploration on Lara and Tingo Este are obtained;
- A further US\$1,000,000 on or before the second anniversary of the Permit Date;
- A further US\$1,000,000 on or before the third anniversary of the Permit Date.

Initial permits were obtained on October 26, 2010 (the "Permit Date"), and the Company is in compliance with its payment obligations as at January 31, 2011. (US\$391,500 has been paid and an additional US\$222,402 was payable as of January 31, 2011. US\$82,000 was paid as of April 30, 2010.)

If the first option is exercised, the Company may decide within 60 days of exercising to elect to exercise a second option to earn a further 20% of all the securities of Minas by funding a bankable feasibility study to completion and paying US\$1,500,000 to Lara Exploration on or before December 31, 2014. Additionally, Tinka Resources retains a 1% net smelter royalty on all production on the Tingo Este property.

A summary of deferred acquisition costs incurred during the three and nine months ended January 31 2011, with comparative periods, includes the following:

	Three months ended January 31		Nine months ended January 31	
	2011	2010	2011	2010
Deferred acquisition costs, beginning of period	\$ 470,516	\$ -	\$ 85,214	\$ -
Exploration costs incurred during period	222,737	-	543,039	-
Fair value of common shares issued during period	-	-	65,000	-
Deferred acquisition costs, end of period	693,253	-	693,253	-

For the three months ended January 31, 2011, \$222,737 relates to expenditures from the Lara Property drilling program. For the nine months ended January 31, 2011, a total of \$76,316 was spent on the drilling permit process and a total of \$466,723 was spent on drilling activities.

Additionally, for the three and nine months ended January 31, 2011, \$15,500 was paid to a company, with a director in common, for services rendered relating to the review of results received from the Lara Property drilling program. This cost is expensed as mineral property exploration costs as part of the Company's Statement of Operations.

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For the three and nine months ended January 31, 2011

Las Palmas Properties

On October 30, 2009, the Company, through RZ Mexico, entered into an agreement with Minera Teck, S.A. de C.V. ("Teck"), a wholly owned subsidiary of Teck Resources Limited to acquire an initial 50% interest in the Las Palmas property located in Mexico ("Las Palmas").

Under the terms of the agreement, RZ Mexico may initially acquire a 50% interest in Las Palmas by making US\$1,000,000 in property expenditures by August 31, 2010 and thereafter an additional US\$2,000,000 in optional expenditures by August 31, 2012.

Once RZ Mexico has earned its 50% interest, Teck will have 60 days to elect one of the following:

- Make expenditures of US\$3,000,000 within two years thereby increasing its interest to 60% and reducing RZ Mexico to 40%.
- Elect RZ Mexico to solely fund an additional US\$3,000,000 in property expenditures at which time RZ Mexico will have earned a 100% interest in Las Palmas, subject to a 2% net smelter royalty ("NSR") payable to Teck. If Teck makes this election, Teck will have the right to earn back a 51% interest exercisable at any time up to 60 days after RZ Mexico earns its 100% interest by making property expenditures 1.5 times RZ Mexico's total expenditures to a maximum of US\$9,000,000 within four years. If Teck earns back 51%, it can earn an additional 9% by making an additional US\$6,000,000 in property expenditures over two years.

After all the Teck elections have been exercised or expired, Teck and RZ Mexico will form a joint venture and shall contribute to expenditures to Las Palmas in proportion to their respective interests. In the event that the interest of either RZ Mexico or Teck in Las Palmas is reduced below 10% at any time, such interest shall be converted to a 5% net profits royalty.

Due to the uncertainty in obtaining land access agreements, the Company and Teck have modified the October 30, 2009 agreement to include two additional clauses that extend the time frame for the initial US\$1,000,000 property expenditure by August 31, 2010 to August 31, 2010 plus that number of days from January 30, 2010 to when the access agreements are officially entered into. All subsequent property expenditure timelines are also moved forward by the number of days of the extension granted. As of January 31, 2011, the Company remains unsuccessful in entering into a commercially reasonable land access agreement.

For the three and nine months ended January 31, 2011, \$33,927 was expensed for outstanding mineral rights obligations. For the three and nine month comparative periods, \$14,187 was spent on consulting fees relating to property access and general tax planning. All costs have been expensed as mineral property exploration costs under the Company's Statement of Operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

For the three and nine months ended January 31, 2011

7. CAPITAL STOCK

	Number of Shares	Amount	Contributed Surplus
		\$	\$
Authorized			
Unlimited common shares, without par value			
Unlimited preferred shares, issuable in series			
As at April 30, 2009	27,525,000	424,708	16,737
Private placement, July 14, 2009	5,000,250	2,000,100	-
Less share issue costs	-	(165,300)	-
Stock-based compensation	-	-	500,264
Private placement, March 24, 2010	9,627,887	4,332,550	-
Less share issue costs	-	(239,953)	-
Broker warrants	-	-	80,541
As at April 30, 2010	42,153,137	6,352,105	597,542
Stock-based compensation	-	-	215,221
Shares issued for mineral properties	100,000	65,000	-
Shares issued upon exercise of warrants	290,000	174,000	-
Shares issued upon exercise of stock options	50,000	12,690	(5,190)
As at January 31, 2011	42,593,137	\$6,603,795	\$807,573

On July 14, 2009, the Company completed a non-brokered private placement of 5,000,250 units at a price of \$0.40 per unit for gross proceeds of \$2,000,100. Each unit consisted of one common share and one share purchase warrant. Each whole share purchase warrant entitles the holder thereof to acquire one additional common share at \$0.60 per share up until July 14, 2010.

On March 24, 2010, the Company completed a private placement of 9,627,887 units at a price of \$0.45 per unit for gross proceeds of \$4,332,550. Each unit consists of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to acquire one additional common share at an exercise price of \$0.65 per share at any time on or before March 24, 2012.

In connection with the private placement on March 24, 2010, the Company also issued an aggregate of 277,673 broker warrants, with each broker warrant entitling the holder to acquire one common share at a price of \$0.65 per share, until March 24, 2012. The broker warrants are valued at \$80,541.

The following assumptions were used for the Black-Scholes valuation of broker warrants issued on March 24, 2010:

Risk-free interest rate	1.49%
Expected life of options	2 years
Annualized volatility	133%
Dividend rate	0.00%

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For the three and nine months ended January 31, 2011

Warrants

Warrant transactions are summarized as follows:

	Number	Weighted Average Exercise Price \$
As at April 30, 2009	-	-
Issued	10,091,867	0.63
As at April 30, 2010	10,091,867	0.63
Exercised	(290,000)	0.60
Expired	(4,710,250)	0.60
As at January 31, 2011	5,091,617	0.65
Exercisable, at January 31, 2011	5,091,617	0.65

At January 31, 2011 the Company had outstanding warrants, enabling the holders to acquire common shares as follows:

	Number	Exercise Price	Expiry Date
Warrants	4,813,944	\$0.65	March 24, 2012
Broker warrants	277,673	\$0.65	March 24, 2012

Stock options

The Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant. Vesting terms are determined by the Board of Directors at the time of grant.

For the three months ended January 31, 2011, the Company granted 200,000 stock options of which all were fully vested upon issuance. The total stock-based compensation calculated under the fair value method using the Black-Scholes option-pricing model was \$77,631 which was charged to the statement of operations.

For the nine months ended January 31, 2011, the Company granted 575,000 stock options that were fully vested upon issuance. The total stock-based compensation calculated under the fair value method using the Black-Scholes option-pricing model was \$215,221 which was charged to the statement of operations.

The following weighted average assumptions were used for the Black-Scholes valuation of the 25,000 stock options issued on May 12, 2010:

Risk-free interest rate	2.01%
Expected life of options	2 years
Annualized volatility	133%
Dividend rate	0.00%

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For the three and nine months ended January 31, 2011

The following weighted average assumptions were used for the Black-Scholes valuation of the 150,000 stock options issued on July 15, 2010:

Risk-free interest rate	1.66%
Expected life of options	2 years
Annualized volatility	133%
Dividend rate	0.00%

The following weighted average assumptions were used for the Black-Scholes valuation of the 200,000 stock options issued on August 13, 2010:

Risk-free interest rate	1.37%
Expected life of options	2 years
Annualized volatility	133%
Dividend rate	0.00%

The following weighted average assumptions were used for the Black-Scholes valuation of the 200,000 stock options issued on November 4, 2010:

Risk-free interest rate	1.41%
Expected life of options	2 years
Annualized volatility	133%
Dividend rate	0.00%

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's stock options.

500,000 stock options were also granted on May 17, 2010 but remain unvested as at January 31, 2011. These options were granted to an external advisor and vest on the achievement of certain milestones and deliverables in accordance with the terms of the service contract. As it is undeterminable at this time as to when these deliverables will be achieved, a value has not been assigned to these options. Refer to Note 11 for further details.

Stock option transactions are summarized as follows:

	Number	Weighted Average Exercise Price \$
As at April 30, 2009	175,000	0.15
Issued	1,925,000	0.42
As at April 30, 2010	2,100,000	0.40
Issued	1,075,000	0.61
Exercised	(50,000)	0.15
As at January 31, 2011	3,125,000	0.47
Exercisable, January 31, 2011	2,625,000	0.44

The weighted average fair value of the 200,000 options granted during the three month period ending January 31, 2011 was \$0.59 per option.

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For the three and nine months ended January 31, 2011

At January 31, 2011 the Company had outstanding stock options, enabling the holders to acquire common shares as follows:

	Number	Exercise Price	Expiry Date
Options	125,000	\$0.15	March 8, 2012
Options	1,925,000	\$0.42	January 14, 2015
Options	25,000	\$0.66	April 24, 2011 *
Options	500,000	\$0.66	May 17, 2015
Options	150,000	\$0.55	July 15, 2015
Options	200,000	\$0.55	August 13, 2015
Options	200,000	\$0.59	November 4, 2015

* On January 10, 2011, the consultancy contract under which the 25,000 stock options were granted was terminated. In accordance with the Company's stock option plan, the consultant has 90 days from the date of termination to exercise his options. The 90-day period concludes on April 24, 2011.

8. FINANCIAL INSTRUMENTS AND RISKS**Fair Value of Financial Instruments**

Financial instruments must be classified at one of three levels within a fair value hierarchy according to the relative reliability of the inputs used to estimate their values. The three levels of hierarchy are as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3: Inputs that are not based on observable market data.

Financial instruments measured at fair value on the balance sheet are summarized under the three levels of fair value hierarchy as follows:

As at January 31, 2011

Assets	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Cash	4,428,104	-	-	4,428,104

As at April 30, 2010

Assets	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Cash	5,353,944	-	-	5,353,944

Risk Exposures

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

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

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and receivables. The Company's receivables are primarily from government agencies and are subject to certain risks that would be considered normal in this environment. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

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 January 31, 2011, the Company had a cash balance of \$4,428,104 to settle current liabilities of \$291,588. All of the Company's normal financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

The Company entered into an agreement to acquire interests in two copper properties which requires it to spend US\$2,500,000 over three years (first year US\$500,000). As of the end of January 2011, the Company has incurred property expenditures in excess of US\$500,000 and continues to operate under the agreement's terms.

As at January 31, 2011, the Company has adequate capital to meet its anticipated operating expenditures for the next 12 months. The Company will need additional financing to acquire its interests in these properties and to bring the assets into production.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is in a chequing account with a major Canadian bank and therefore there is currently minimal interest rate risk.

b) Foreign currency risk

As at January 31, 2011, the Company has approximately US\$4,900,000 of option expense obligations relating to the acquisition of interests in mineral properties and therefore is exposed to foreign currency risk. An increase or decrease of \$0.01 in exchange rates will increase or decrease the purchase price by approximately \$49,000.

Upon the acquisition of the Company's interests in the mineral properties, the Company will have exposure to foreign currency risk since the properties are located in Mexico and Peru.

c) Price risk

The Company is exposed to price risk with respect to commodity and 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, 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. RELATED PARTY TRANSACTIONS

During the three months ended January 31, 2011, the Company paid or accrued \$12,000 in administrative fees (January 31, 2010 - \$12,000) and \$15,500 (January 31, 2010 - \$Nil) in geological consulting fees to a company with a Director in common. For the three months ended January 31, 2010, a consulting fee of \$7,500 was paid to a corporation controlled by an officer of the Company.

During the nine months ended January 31, 2011, administrative fees paid or accrued to a company with a Director in common were \$36,000 (January 31, 2010 - \$36,000). Geological consulting fees paid or accrued to a company with a Director in common were \$15,500 (January 31, 2010 - \$4,000). \$761 was paid to a Director of the Company for property investigation services (January 31, 2010 - \$Nil).

Other related party transactions for the nine months ended January 31, 2010 include private placement support services of \$15,000 paid to company with a Director in common and consulting fees of \$22,500 paid to a corporation controlled by an officer of the Company.

Included in accounts payable and accrued liabilities at January 31, 2011 is \$1,499 (April 30, 2010 - \$36,725) due to related parties.

The above transactions were in the normal course of business and were measured at the exchange amount which is the amount agreed to by the related parties.

10. CAPITAL MANAGEMENT

The Company's objectives in managing its capital (items included in shareholders' equity) are to fund the acquisition and exploration of mineral properties and to meet its administrative and corporate activities to ensure that the Company continues as a going concern.

The Company has historically relied on equity financings to raise sufficient funds to carry out its exploration and acquisition activities any pay its administrative costs. Therefore, the Company intends to raise additional funds as required to carry out its planned activities.

The Company manages the capital structure and makes appropriate adjustments to it based upon changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, or acquire or dispose of assets. In order to manage its capital requirements, management maintains a general budgeting process.

As at January 31, 2011, the Company had no bank indebtedness or long-term debt.

The Company is not subject to any externally imposed capital requirements.

11. COMMITMENTS AND CONTINGENCIES

Lease Commitment

The Company entered a sublease on office space for the period of February 1, 2010 to November 29, 2011. The estimated liability for rent and expenses are as follows:

February 1, 2011 to April 30, 2011	\$15,000
May 1, 2011 to November 29, 2011	\$35,000

REDZONE RESOURCES LTD.

(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

For the three and nine months ended January 31, 2011

Contingency

On May 17, 2010, the Company entered into an agreement for business advisory services with a third party. Pursuant to the terms of the agreement, part of the payment for services rendered include the issuance of 500,000 stock options, entitling the service provider to acquire one common share of the Company at a price of \$0.66 per common share for a period of five years from the date of grant. The options granted vest and become exercisable on the day following the successful completion of specific milestones and deliverables, as set out in the agreement. As the likelihood and timing of the achievement of these milestones and deliverables are undeterminable at this time, a fair value estimate of these options could not be reasonably determined. Management will monitor the progress of services performed and establish a fair value estimate of the options when appropriate.

12. SUBSEQUENT EVENTS

On February 3, 2011, the Company paid \$361,530 (US\$361,603) to Minas Dixon BVI for property expenditures related to the Lara Property. The amount paid represents property expenditures accrued as at January 31, 2011 and property expenditures budgeted for February 2011.

On February 11, 2011, the Company issued 250,000 shares to Lara Exploration in accordance with terms of the earn-in agreement, as described in Note 6. The fair value of the shares on issuance was \$142,500.

On March 1, 2011, the Company entered into an agreement for advisory services with a third party. Pursuant to the terms of the agreement, payment for services rendered includes the grant of 500,000 stock options at the exercise price of \$0.72 per common share for a period of five years from the date of grant. The options vest and become exercisable on the day following the successful completion of specific deliverables, as set out in the agreement.