

AUROR CAPITAL CORP  
Form 10QSB  
June 16, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-QSB**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended **April 30, 2008**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. **000-52664**

**AUROR CAPITAL CORP.**

(Exact name of small business issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or  
organization)

**N/A**

(I.R.S. Employer Identification No.)

**2466 West 12th Avenue, Vancouver, British Columbia Canada V6K 2P1**

(Address of principal executive offices)

**604.787.4860**

(Issuer's telephone number)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports to be filed by Section 13 or 15(d) of the Exchange Act during  
the past 12 months (or for such shorter period that the Registrant was required to file such reports), and  
(2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the  
Exchange Act). Yes  No

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING  
THE PRECEDING FIVE YEARS**

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d)

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of the Exchange Act after distribution of securities under a plan confirmed by a court. Yes [X] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: **As of June 11, 2008, there were 7,112,500 shares of common stock, par value \$0.001, outstanding.**

Transitional Small Business Disclosure Format (Check One): Yes [ ] No [X]

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

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**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**SECOND QUARTER FINANCIAL STATEMENTS**

**APRIL 30, 2008**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

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**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**BALANCE SHEETS**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

|   | <b>APRIL 30</b>  | <b>OCTOBER</b>   |
|---|------------------|------------------|
|   | <b>2008</b>      | <b>31</b>        |
|   |                  | <b>2007</b>      |
| <b>ASSETS</b>   |                  |                  |
| <b>Current</b>  |                  |                  |
| Cash  | \$ 8,002         | \$ 35,355        |
| Prepaid expenses  | 2,795            | 10,000           |
|   | <b>10,797</b>    | <b>45,355</b>    |
| <b>Mineral Property Acquisition Costs (Note 3)</b>                    | <b>4,582</b>     | <b>4,582</b>     |
|   | <b>\$ 15,379</b> | <b>\$ 49,937</b> |
| <b>LIABILITIES</b>  |                  |                  |
| <b>Current</b>  |                  |                  |
| Accounts payable and accrued liabilities                              | \$ 4,145         | \$ 7,700         |
| <b>STOCKHOLDERS EQUITY</b>  |                  |                  |
| <b>Capital Stock (Note 4)</b>   |                  |                  |
| Authorized:   |                  |                  |
| 100,000,000 common voting stock with a par value of \$0.001 per share |                  |                  |
| 5,000,000 preferred stock with a par value of \$0.001 per share       |                  |                  |
| Issued:   |                  |                  |
| 7,112,500 common shares at April 30, 2008 and October 31, 2007        | <b>7,112</b>     | <b>7,112</b>     |
| <b>Additional Paid-In Capital</b>                                     | <b>104,138</b>   | <b>104,138</b>   |
| <b>Accumulated Other Comprehensive Gain</b>                           | <b>6,147</b>     | <b>6,836</b>     |
| <b>Deficit Accumulated During The Exploration Stage</b>               | <b>(106,163)</b> | <b>(75,849)</b>  |
|   | <b>11,234</b>    | <b>42,237</b>    |
|   | <b>\$ 15,379</b> | <b>\$ 49,937</b> |

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



**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**STATEMENTS OF OPERATIONS**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

|   | <b>THREE MONTHS<br/>ENDED<br/>APRIL 30</b> |                 | <b>SIX MONTHS<br/>ENDED<br/>APRIL 30</b> |                  | CUMULATIVE<br>PERIOD FROM<br>INCEPTION<br>MARCH 16<br>2006 TO<br>APRIL 30<br>2008 |
|---|--|-----------------|--|------------------|---|
|   | <b>2008</b>                                | 2007            | <b>2008</b>                              | 2007             | 2008  |
| <b>Revenue</b>  | \$ -                                       | \$ -            | \$ -                                     | \$ -             | \$ -  |
| <b>Expenses</b>   |  |                 |  |                  |   |
| Exploration expenses  | 1,497                                      | -               | 1,497                                    | 3,591            | 13,430  |
| Filing fees   | 1,066                                      | -               | 1,427                                    | -                | 4,700   |
| General and administrative  | 132  | 75              | 153                                      | 613              | 6,071   |
| Professional fees   | 8,845                                      | 7,144           | 17,887                                   | 12,392           | 65,884  |
| Transfer agent fees   | 4,050                                      | -               | 9,350                                    | -                | 16,078  |
| <b>Net Loss For The Period</b>                                      | <b>\$ 15,590</b>                           | <b>\$ 7,219</b> | <b>\$ 30,314</b>                         | <b>\$ 16,596</b> | <b>\$ 106,163</b>   |
| <b>Basic And Diluted Loss Per Share</b>                             | <b>\$ 0.00</b>                             | <b>\$ 0.00</b>  | <b>\$ 0.00</b>                           | <b>\$ 0.00</b>   |   |
| <b>Weighted Average Number Of<br/>Common<br/>Shares Outstanding</b> | <b>7,112,500</b>                           | 7,105,886       | <b>7,112,500</b>                         | 6,999,214        |   |

**STATEMENTS OF COMPREHENSIVE LOSS**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

|  | <b>THREE MONTHS<br/>ENDED<br/>APRIL 30</b> |          | <b>SIX MONTHS<br/>ENDED<br/>APRIL 30</b> |           | CUMULATIVE<br>PERIOD FROM<br>INCEPTION<br>MARCH 16<br>2006 TO<br>APRIL 30<br>2008 |
|--|--|----------|--|-----------|---|
|  | <b>2008</b>                                | 2007     | <b>2008</b>                              | 2007      | 2008  |
| <b>Other Comprehensive Loss</b>            |  |          |  |           |   |
| Net loss for the period                    | \$ 15,590                                  | \$ 7,219 | \$ 30,314                                | \$ 16,596 | \$ 106,163  |
| Foreign currency translation<br>adjustment | 19   | (5,060)  | 689                                      | (2,013)   | (6,147)   |

|                                 |                  |          |                  |           |            |
|---------------------------------|------------------|----------|------------------|-----------|------------|
| <b>Total Comprehensive Loss</b> | <b>\$ 15,609</b> | \$ 2,159 | <b>\$ 31,003</b> | \$ 14,583 | \$ 100,016 |
|---------------------------------|------------------|----------|------------------|-----------|------------|

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

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**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

|  | <b>SIX MONTHS ENDED</b> |                  | <b>CUMULATIVE</b>  |
|--|-------------------------|------------------|--------------------|
|  | <b>APRIL 30</b>         |                  | <b>PERIOD FROM</b> |
|  | <b>2008</b>             | <b>2007</b>      | <b>INCEPTION</b>   |
|  |                         |                  | <b>MARCH 16</b>    |
|  |                         |                  | <b>2006 TO</b>     |
|  |                         |                  | <b>APRIL 30</b>    |
|  |                         |                  | <b>2008</b>        |
| <b>Cash (Used In) Operating Activities</b>           |                         |                  |                    |
| Net loss for the period                              | \$ (30,314)             | \$ (16,596)      | \$ (106,163)       |
| Changes in non-cash operating working capital items: |                         |                  |                    |
| Prepaid expenses                                     | 7,205                   | -                | (2,795)            |
| Accounts payable and accrued liabilities             | (3,555)                 | (3,152)          | 4,145              |
|  | <b>(26,664)</b>         | <b>(19,748)</b>  | <b>(104,813)</b>   |
| <b>Cash Provided By Investing Activity</b>           |                         |                  |                    |
| Mineral property acquisition costs                   | -                       | -                | (4,582)            |
| <b>Cash Provided By Financing Activity</b>           |                         |                  |                    |
| Issuance of common stock                             | -                       | 33,250           | 111,250            |
| <b>Foreign Exchange Effect On Cash</b>               | <b>(689)</b>            | <b>(2,013)</b>   | <b>6,147</b>       |
| <b>Increase (Decrease) In Cash</b>                   | <b>(27,353)</b>         | <b>15,515</b>    | <b>8,002</b>       |
| <b>Cash, Beginning Of Period</b>                     | <b>35,355</b>           | <b>68,003</b>    | <b>-</b>           |
| <b>Cash, End Of Period</b>                           | <b>\$ 8,002</b>         | <b>\$ 83,518</b> | <b>\$ 8,002</b>    |

**Supplemental Disclosure Of Cash Flow Information**

Cash paid during the period for:

|              |      |      |      |
|--------------|------|------|------|
| Interest     | \$ - | \$ - | \$ - |
| Income taxes | \$ - | \$ - | \$ - |

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

**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**CONDENSED NOTES TO FINANCIAL STATEMENTS**

**APRIL 30, 2008**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**1. BASIS OF PRESENTATION AND NATURE OF OPERATIONS**

The unaudited financial information furnished herein reflects all adjustments which, in the opinion of management, are necessary to fairly state the Company's financial position and the results of its operations for the periods presented. These second quarter financial statements should be read in conjunction with the Company's financial statements and notes thereto included in the Company's October 31, 2007 Form 10-KSB. The Company assumes that the users of the interim financial information herein have read, or have access to, the audited financial statements for the preceding period, and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. Accordingly, footnote disclosures which would substantially duplicate that contained in the Company's October 31, 2007 financial statements, have been omitted. The results of operations for the six month period ended April 30, 2008 are not necessarily indicative of results for the entire year ending October 31, 2008.

Organization

Auror Capital Corp. (the Company) was incorporated in the State of Nevada, U.S.A., on March 16, 2006. The Company's principal executive offices are in Vancouver, British Columbia, Canada.

Exploration Stage Activities

The Company has been in the exploration stage since its formation and has not yet realized any revenues from its planned operations. The Company was formed for the purpose of acquiring exploration and development stage natural resource properties. The Company has not commenced business operations. The Company is an exploration stage company as defined in the Securities and Exchange Commission (S.E.C.) Industry Guide No. 7.

Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern.

As shown in the accompanying financial statements, the Company has incurred a net loss of \$106,163 for the period from March 16, 2006 (inception) to April 30, 2008, and has no sales. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its natural resource properties. Management has plans to seek additional capital through a private placement and public offering of its common stock. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.



**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**CONDENSED NOTES TO FINANCIAL STATEMENTS**

**APRIL 30, 2008**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) **Organization and Start-up Costs**

Costs of start up activities, including organizational costs, are expensed as incurred.

b) **Mineral Property Interests**

The Company is an exploration stage mining company and has not yet realized any revenue from its operations. It is primarily engaged in the acquisition, exploration and development of mining properties. Exploration costs are expensed as incurred regardless of the stage of development or existence of reserves. Costs of acquisition are capitalized subject to impairment testing, in accordance with Financial Accounting Standards 144 ( FAS 144 ), Accounting for the Impairment or Disposal of Long-Lived Assets , when facts and circumstances indicate impairment may exist.

The Company regularly performs evaluations of any investment in mineral properties to assess the recoverability and/or the residual value of its investments in these assets. All long-lived assets are reviewed for impairment whenever events or circumstances change which indicate the carrying amount of an asset may not be recoverable.

Management periodically reviews the carrying value of its investments in mineral leases and claims with internal and external mining related professionals. A decision to abandon, reduce or expand a specific project is based upon many factors including general and specific assessments of mineral deposits, anticipated future mineral prices, anticipated future costs of exploring, developing and operating a production mine, the expiration term and ongoing expenses of maintaining mineral properties and the general likelihood that the Company will continue exploration on such project. The Company does not set a pre-determined holding period for properties with unproven deposits, however, properties which have not demonstrated suitable metal concentrations at the conclusion of each phase of an exploration program are re-evaluated to determine if future exploration is warranted, whether there has been any impairment in value and that their carrying values are appropriate.



**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**CONDENSED NOTES TO FINANCIAL STATEMENTS**

**APRIL 30, 2008**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

b) Mineral Property Interests (Continued)

If an area of interest is abandoned or it is determined that its carrying value cannot be supported by future production or sale, the related costs are charged against operations in the year of abandonment or determination of value. The amounts recorded as mineral leases and claims represent costs to date and do not necessarily reflect present or future values.

The Company's exploration activities and proposed mine development are subject to various laws and regulations governing the protection of the environment. These laws are continually changing, generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The accumulated costs of properties that are developed on the stage of commercial production will be amortized to operations through unit-of-production depletion.

c) Financial Instruments

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities.

Unless otherwise noted, it is management's opinion that this Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

d) Basic and Diluted Loss Per Share

In accordance with Statement of Financial Accounting Standards No. 128 ( SFAS 128 ), Earnings Per Share, the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At July 31, 2007, the Company has no common stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

**AUROR CAPITAL CORP.**  
**(An Exploration Stage Company)**

**CONDENSED NOTES TO FINANCIAL STATEMENTS**

**APRIL 30, 2008**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

e) Foreign Currency Translation

The Company's functional currency is the Canadian dollar. Transactions in Canadian currency are translated into U.S. dollars as follows:

- i) monetary items at the exchange rate prevailing at the balance sheet date;
- ii) non-monetary items at the historical exchange rate;
- iii) revenue and expense at the average rate in effect during the applicable accounting period.

Translation adjustments resulting from this process are recorded in Stockholders' Equity as a component of Accumulated Other Comprehensive Income (Loss).

Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are recorded in the Statement of Operations.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION****Forward Looking Statements**

This quarterly report contains forward-looking statements. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as may, should, expects, plans, anticipates, believes, estimates, predicts, potential negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled Risks & Uncertainties and the risks set out below, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks include, by way of example and are not limited to, the following:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;
- results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with our expectations;
- mining and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in production;
- the potential for delays in exploration or development activities or the completion of feasibility studies;
- risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses;
- risks related to commodity price fluctuations;
- the uncertainty of profitability based upon our history of losses;
- risks related to failure to obtain adequate financing on a timely basis and on acceptable terms for our planned exploration and development projects;
- risks related to environmental regulation and liability;
- risks that the amounts reserved or allocated for environmental compliance, reclamation, post-closure control measures, monitoring and on-going maintenance may not be sufficient to cover such costs;
- risks related to tax assessments;
- political and regulatory risks associated with mining development and exploration; and
- other risks and uncertainties related to our prospects, properties and business strategy.

This list is not an exhaustive list of the factors that may affect any of our forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on our forward-looking statements.

Forward looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and we undertake no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

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Our financial statements are stated in United States dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to common stock refer to the common shares in our capital stock.

As used in this quarterly report, the terms we, us, our, and Auror mean Auror Capital Corp., unless the context clearly requires otherwise.

## **General**

We were incorporated as Auror Capital Corp. under the laws of Nevada on March 16, 2006. We are an exploration stage company engaged in the acquisition and exploration of mineral properties. We are the owner of the Katrina mineral claim which is located in the Kamloops Mining Division of the Province of British Columbia, Canada.

We have no revenues, have achieved losses since inception, have been issued a going concern opinion by our auditors and rely upon the sale of our securities to fund operations. We will not generate revenues even if our exploration program indicates that a mineral deposit may exist on our mineral claims. Accordingly, we will be dependent on future additional financing in order to maintain our operations and continue our exploration activities.

### *Katrina Mineral Claim*

We acquired the Katrina mineral claim from Laurence Sookochoff in consideration for the purchase price of \$4,582 pursuant to a Bill of Sale dated April 28, 2006. The Katrina mineral claim is comprised of 24 cells totaling 810 acres (489 hectares) located within the Kamloops Mining Division in the Province of British Columbia, Canada.

## **Recent Corporate Developments**

Since the completion of our last quarter ended January 31, 2008, we experienced the following significant corporate developments:

1. In May, 2008, the Company received a geological report detailing the results of Phase IIIa of its planned exploration program on the Katrina mineral claim. The exploration program was successful in that a new zone of potential mineralization was discovered (Rhyolite 1) which is indicated to occur within a structural zone correlating with an indicated VLF-EM structure. Detailed exploration of the VLF-EM indicated VLF-EM cross structures in the Rhyolite mineral showings area were recommended to be completed in the next phase of exploration. As outcrops in this area are limited, a VLF-EM survey was also recommended in the determination of mineral controlling cross structure and/or associated mineralization. Based on the results of the exploration, management determined to proceed with Phase IIIb, consisting of detailed field examination of potential exploration sites including localized geophysical surveys, during the Company's third fiscal quarter subject to the availability of our consulting geologist and receipt of additional financing.

## **Plan of Operation**

The following discussion should be read in conjunction with our financial statements and the related notes included herein. The following discussion contains forward-looking statements that reflect our plans,

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estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report, particularly in the section entitled "Risks & Uncertainties" in this quarterly report.

Our plan of operation is to carry out preliminary exploration work on our Katrina mineral claim in order to ascertain whether our mineral claim warrants advanced exploration to determine whether it possesses commercially exploitable deposits of gold, silver, copper and/or zinc. We will not be able to determine whether or not our mineral claim contains a commercially exploitable mineral deposit, or reserve, until appropriate exploratory work is done and an economic evaluation based on that work concludes economic viability.

### **Anticipated Cash Requirements**

We estimate that our total expenditures over the next 12 months will be approximately \$17,000. Our plan of operations for the next 12 months is to complete the following objectives, as described in greater detail above under the heading "Description of Business" :

1. We have completed all of the initial phases of our initial exploration program up to Phase IIIa, we have determined to proceed to the next phase of our recommended exploration program on our Katrina mineral claim. Phase IIIb will consist of detailed field examination of potential exploration sites including localized geophysical surveys and is estimated to cost approximately \$5,000. We expect to commence the second stage of the third phase of our exploration program by the end of our third quarter, depending on the availability of our consulting geologist and subject to receiving additional financing.
2. If warranted by the results of phase three, we intend to proceed with phase four of our recommended exploration program. We anticipate that we will have sufficient funding in order to conduct the phase four drilling program.
3. We anticipate spending approximately \$1,000 in ongoing general and administrative expenses per month for the next 12 months, for a total anticipated expenditures of \$12,000 over the next 12 months. The general and administrative expenses for the year will consist primarily of professional fees for the audit and legal work relating to our regulatory filings throughout the year, as well as transfer agent fees, annual mineral claim fees and general office expenses.

As at April 30, 2008, we had cash reserves of \$8,002 and working capital of \$11,234. During the 12 month period ending April 30, 2009, we anticipate that we will not generate any revenue. Accordingly, we will be required to obtain additional financing in order to continue our plan of operations. We believe that debt financing will not be an alternative for funding additional phases of exploration as we do not have tangible assets to secure any debt financing. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any financing arranged and we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund phase IVa of our exploration program. In the absence of such financing, we will not be able to continue exploration of our mineral claims and our business plan will fail. Even if we are successful in obtaining equity financing to fund phase five of our exploration program, there is no assurance that we will obtain the funding necessary to pursue any advanced exploration of our mineral claims following the completion of phase five. If we do not continue to obtain additional financing, we will be forced to abandon our mineral claims and our plan of operations.

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We may consider entering into a joint venture arrangement to provide the required funding to develop the mineral claims. We have not undertaken any efforts to locate a joint venture partner for the mineral claims. Even if we determined to pursue a joint venture partner, there is no assurance that any third party would enter into a joint venture agreement with us in order to fund exploration of our mineral claims. If we entered into a joint venture arrangement, we would likely have to assign a percentage of our interest in our mineral claims to the joint venture partner.

## Results of Operations

The following summary of our results of operations should be read in conjunction with our unaudited financial statements for the three and six month periods ended April 30, 2008 which are included herein.

Our operating results for the three and six month periods ended April 30, 2008 and 2007 are summarized as follows:

|                    | Three Months Ended<br>April 30, |          | Six Months Ended<br>April 30, |           |
|--------------------|---------------------------------|----------|-------------------------------|-----------|
|                    | 2008                            | 2007     | 2008                          | 2007      |
| Revenue            | \$ -                            | \$ -     | \$ -                          | \$ -      |
| Operating Expenses | 15,590                          | 7,219    | 30,314                        | 16,596    |
| Net Loss           | \$ 15,590                       | \$ 7,219 | \$ 30,314                     | \$ 16,596 |

### Revenues

We are presently in the exploration stage of our business, have not earned any revenues to date, and do not anticipate earning revenues until such time as we enter into commercial production of our claims under joint venture or other mineral properties we may acquire from time to time.

### Expenses

Our expenses for the three and six month periods ended April 31, 2008 and 2007 are outlined in the table below:

|                            | Three Months Ended<br>April 30 |                 | Six Months Ended<br>April 30 |                  |
|----------------------------|--------------------------------|-----------------|------------------------------|------------------|
|                            | 2008                           | 2007            | 2008                         | 2007             |
| Exploration Expenses       | \$ 1,497                       | \$ -            | \$ 1,497                     | \$ 3,591         |
| Filing Fees                | 1,066                          | -               | 1,427                        | -                |
| General and Administrative | 132                            | 75              | 153                          | 613              |
| Professional Fees          | 8,845                          | 7,144           | 17,887                       | 12,392           |
| Transfer Agent Fees        | 4,050                          | -               | 9,350                        | -                |
| <b>Total Expenses</b>      | <b>\$ 15,590</b>               | <b>\$ 7,219</b> | <b>\$ 30,314</b>             | <b>\$ 16,596</b> |

### General and Administrative

The increase in our general and administrative expenses for the three and six month periods ended April 30, 2008 compared to April 30, 2007 was primarily due to: (i) an increase in professional fees associated with our reporting obligations under the Securities Exchange Act of 1934; and (ii) an increase in transfer agent fees.

Professional Fees

Professional fees include our accounting and auditing expenses incurred in connection with the preparation and audit of our financial statements and professional fees that we pay to our legal counsel. Our accounting and auditing expenses were incurred in connection with the preparation of our audited financial statements and unaudited interim financial statements and our preparation and filing of a registration statement with the SEC. Our legal expenses represent amounts paid to legal counsel in connection with our corporate organization. Legal expenses will be ongoing during fiscal 2008 as we are subject to the reporting obligations of the Securities Exchange Act of 1934.

**Liquidity And Capital Resources***Working Capital*

|                     | <b>As at<br/>April 30, 2008</b> | <b>As at October<br/>31, 2007</b> | <b>Percentage<br/>Increase /<br/>(Decrease)</b> |
|---------------------|---------------------------------|-----------------------------------|---|
| Current Assets      | \$ 15,379                       | \$ 49,937                         | (69.2%)   |
| Current Liabilities | \$ 4,145                        | \$ 7,700                          | (46.2%)   |
| Working Capital     | \$ 11,234                       | \$ 42,237                         | (73.4%)   |

*Cash Flows*

|                                       | <b>Six Month<br/>Period<br/>Ended<br/>April 30, 2008</b> | <b>Six Month<br/>Period<br/>Ended<br/>April 30, 2007</b> | <b>Percentage<br/>Increase /<br/>(Decrease)</b> |
|---------------------------------------|--|--|---|
| Cash used in Operating Activities     | \$ (26,664)  | \$ (19,748)  | 35%   |
| Cash provided by Investing Activities | \$ -   | \$ -   | -   |
| Cash provided by Financing Activities | \$ -   | \$ 33,250  | (100%)  |
| Net Increase (Decrease) in Cash       | \$ (27,353)  | \$ 15,515  | (276.3%)  |

We anticipate that we will incur approximately \$17,000 for operating expenses, including professional, legal and accounting expenses associated with our reporting requirements under the Exchange Act during the next 12 months. Accordingly, we will need to obtain additional financing in order to complete our full business plan.

Cash Used In Operating Activities

We used cash in operating activities in the amount of (\$26,664) during the three and six month periods ended April 30, 2008 and (\$19,748) during the three and six month periods ended April 30, 2007. Cash used in operating activities was funded by cash from financing activities.

Cash From Investing Activities

No cash was used or provided in investing activities during the three and six month periods ended April 30, 2008.

Cash from Financing Activities

We generated no cash from financing activities during the three and six month periods ended April 30, 2008.

### **Going Concern**

The financial statements accompanying this report have been prepared on a going concern basis, which implies that our company will continue to realize its assets and discharge its liabilities and commitments in the normal course of business. Our company has not generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of our company as a going concern is dependent upon the continued financial support from our shareholders, the ability of our company to obtain necessary equity financing to achieve our operating objectives, and the attainment of profitable operations. As at April 30, 2008, our company has accumulated losses of \$106,163 since inception. Although we estimate that we have sufficient funds for planned operations until December, 2008, we will be required to raise additional funds for operations after that date. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should our company be unable to continue as a going concern.

Due to the uncertainty of our ability to meet our current operating expenses and the capital expenses noted above in their report on the financial statements for the year ended October 31, 2007, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

The continuation of our business is dependent upon us raising additional financial support. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

### **Future Financings**

We anticipate continuing to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned activities.

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

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

### **Application of Critical Accounting Estimates**

The financial statements of our company have been prepared in accordance with generally accepted accounting principles in the United States. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement.

The financial statements have been prepared within the framework of the significant accounting policies summarized below:

### *Mineral Property and Exploration Costs*

We are an exploration stage mining company and have not yet realized any revenue from our operations. We are primarily engaged in the acquisition, exploration and development of mining properties. Exploration costs are expensed as incurred regardless of the stage of development or existence of reserves. Costs of acquisition are capitalized subject to impairment testing, in accordance with Financial Accounting Standards 144 ( FAS 144 ),

Accounting for the Impairment or Disposal of Long-Lived Assets , when facts and circumstances indicate impairment may exist.

Our company regularly performs evaluations of any investment in mineral properties to assess the recoverability and/or the residual value of our investments in these assets. All long-lived assets are reviewed for impairment whenever events or circumstances change which indicate the carrying amount of an asset may not be recoverable.

Management periodically reviews the carrying value of its investments in mineral leases and claims with internal and external mining related professionals. A decision to abandon, reduce or expand a specific project is based upon many factors including general and specific assessments of mineral deposits, anticipated future mineral prices, anticipated future costs of exploring, developing and operating a production mine, the expiration term and ongoing expenses of maintaining mineral properties and the general likelihood that our company will continue exploration on such project. We do not set a predetermined holding period for properties with unproven deposits, however, properties which have not demonstrated suitable metal concentrations at the conclusion of each phase of an exploration program are re-evaluated to determine if future exploration is warranted, whether there has been any impairment in value and that their carrying values are appropriate.

If an area of interest is abandoned or it is determined that its carrying value cannot be supported by future production or sale, the related costs are charged against operations in the year of abandonment or determination of value. The amounts recorded as mineral leases and claims represent costs to date and do not necessarily reflect present or future values.

Our company's exploration activities and proposed mine development are subject to various laws and regulations governing the protection of the environment. These laws are continually changing, generally becoming more restrictive. We have made, and expect to make in the future, expenditures to comply with such laws and regulations.

The accumulated costs of properties that are developed on the stage of commercial production will be amortized to operations through unit-of-production depletion.

### **RISKS AND UNCERTAINTIES**

*If we do not obtain additional financing, our business plan will fail.*

Our current operating funds are estimated to be sufficient to complete the initial three phases of preliminary exploration of our mineral claims, however, we will need to obtain additional financing in order to complete our business plan. As of April 30, 2008, we had cash on hand of \$8,002 and working capital of \$11,234. Our business plan calls for significant expenses in connection with the exploration of our mineral claims. The exploration programs on our property as recommended by our consulting geologist is estimated to cost approximately \$91,000. We will require additional financing in order to complete phase four of the recommended exploration program. We currently do not have any arrangements for financing and we may not be able to obtain financing when required. Obtaining additional financing would be subject to a number of factors, including the market price of gold and other

base metals. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us.

*If we are unable to maintain our interest in the Katrina mineral claim, then we will lose our interest in this mineral claim and our business will fail.*

Our mineral properties consist of our interest in the Katrina mineral claim. British Columbia law requires that a holder of title to mineral claims must spend at least CDN\$4 per hectare per year in order to keep the property in good standing. The annual cost of compliance with the Mineral Tenure Act with respect to our Katrina mineral claim is presently approximately CDN\$1,956 per year. The Katrina mineral claim is in good standing with the Province of British Columbia until September 8, 2008, therefore exploration work with a minimum value of CDN\$1,956 for the property is required before the 8th of every September. If we do not complete this minimum amount of exploration work by September 8, 2008, we will be required to pay a fee in lieu of exploration work in the amount of CDN\$4 per hectare, or CDN\$1,956 in total, to the Province of British Columbia. If we fail to make any of the required payments, we would lose our interest in the Katrina mineral claim and you could lose all or part of your investment in this offering.

*Because we have only recently commenced business operations, we face a high risk of business failure and this could result in a total loss of your investment.*

We have not begun the initial stages of exploration of our mineral claims, and thus have no way to evaluate the likelihood whether we will be able to operate our business successfully. We were incorporated on March 16, 2006, and to date have been involved primarily in organizational activities, evaluating resource projects and staking mineral claims. We have not earned any revenues and have not achieved profitability as of the date of this quarterly report. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. We have no history upon which to base any assumption as to the likelihood that our business will prove successful, and we can provide no assurance to investors that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will likely fail and you will lose your entire investment.

*Because we do not have any revenues, we expect to incur operating losses for the foreseeable future.*

We have never earned revenues and we have never been profitable. Prior to completing exploration on the mineral property, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. If we are unable to generate financing to continue the exploration of our mineral claims, we will fail and you will lose your entire investment.

*We have yet to attain profitable operations and because we will need additional financing to fund our exploration activities, our accountants believe there is substantial doubt about our company's ability to continue as a going concern.*

We have incurred a net loss of \$106,163 for the period from March 16, 2006 (inception) to April 30, 2008, and have no revenues to date. Our future is dependent upon our ability to obtain financing and upon future profitable operations from the development of our mineral claim. These factors raise substantial doubt that we will be able to continue as a going concern.



Our financial statements included with this quarterly report have been prepared assuming that we will continue as a going concern. Our auditors have made reference to the substantial doubt as to our ability to continue as a going concern in their audit report on our audited financial statements for the year ended October 31, 2007. If we are not able to achieve revenues, then we may not be able to continue as a going concern and our financial condition and business prospects will be adversely affected.

*If our costs of exploration are greater than anticipated, then we will not be able to complete the exploration program for our Katrina mineral claim without additional financing, of which there is no assurance that we would be able to obtain.*

We are proceeding with the initial stages of exploration on our Katrina mineral claim. We are proceeding to carry out an exploration program that has been recommended in a geological report that we obtained on the Katrina mineral claim. This exploration program outlines a budget for completion of the recommended exploration program. However, there is no assurance that our actual costs will not exceed the budgeted costs. Factors that could cause actual costs to exceed budgeted costs include increased prices due to competition for personnel and supplies during the summer exploration season, unanticipated problems in completing the exploration program and delays experienced in completing the exploration program. Increases in exploration costs could result in us not being able to carry out our exploration program without additional financing. There is no assurance that we would be able to obtain additional financing in this event.

*Because of the speculative nature of exploration of mining properties, there is substantial risk that no commercially exploitable minerals will be found and our business will fail.*

We are in the initial stages of exploration of our mineral claim, and thus have no way to evaluate the likelihood that we will be successful in establishing commercially exploitable reserves of gold or other valuable minerals on our mineral claims. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The search for valuable minerals as a business is extremely risky. We may not find commercially exploitable reserves of gold or copper in our mineral claim. Exploration for minerals is a speculative venture necessarily involving substantial risk. The expenditures to be made by us on our exploration program may not result in the discovery of commercial quantities of ore. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. Problems such as unusual or unexpected formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan.

*Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business.*

The search for valuable minerals involves numerous hazards. In the course of carrying out exploration of our Katrina mineral claim, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. We currently have no such insurance nor do we expect to get such insurance for the foreseeable future. If a hazard were to occur, the costs of rectifying the hazard may exceed our asset value and cause us to liquidate all of our assets, resulting in the loss of your entire investment in this offering.

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*If we discover commercial reserves of precious metals on our mineral property, we can provide no assurance that we will be able to successfully advance the mineral claims into commercial production.*

Our mineral property does not contain any known bodies of ore. If our exploration programs are successful in establishing ore of commercial tonnage and grade, we will require additional funds in order to advance the mineral claims into commercial production. In such an event, we may be unable to obtain any such funds, or to obtain such funds on terms that we consider economically feasible, and you may lose your entire investment in this offering.

*Because access to our mineral claims is often restricted by inclement weather, we will be delayed in our exploration and any future mining efforts.*

Access to the mineral claims is restricted to the period between May and October of each year due to snow and storms in the area. As a result, any attempts to visit, test or explore the property are largely limited to the few months out of the year when weather permits such activities. These limitations can result in significant delays in exploration efforts, as well as in mining and production in the event that commercial amounts of minerals are found. Such delays can result in our failure to meet deadlines for exploration expenditures by November 30 of each year as required by the Province of British Columbia. This will cause our business venture to fail and the loss of your entire investment in this offering unless we can meet deadlines.

*As we undertake exploration of our mineral claims, we will be subject to compliance with government regulation that may increase the anticipated time and cost of our exploration program.*

There are several governmental regulations that materially restrict the exploration of minerals. We will be subject to the mining laws and regulations of the Province of British Columbia as we carry out our exploration program. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these regulations. While our planned exploration program budgets for regulatory compliance, there is a risk that new regulations could increase our time and costs of doing business and prevent us from carrying out our exploration program. In addition, environmental assessments of proposed projects carry a heightened degree of responsibility for us and our directors, officers and employees. The cost of compliance with changes in governmental regulations could have an adverse effect on our financial condition. Furthermore, environmental hazards may exist on the property underlying our optioned mineral claims that are currently unknown to us. We may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the property underlying our optioned mineral claims, or by the past or present owners of adjacent properties or natural conditions. The costs of such cleanup actions may have a material adverse effect on our operations and profitability. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

*If we do not obtain clear title to our mineral claims, our business may fail.*

While we have obtained geological reports with respect to our mineral property, this should not be construed as a guarantee of title. The property may be subject to prior unregistered agreements or transfers or native land claims, and title may be affected by undetected defects. The property has not been



surveyed and therefore, the precise location and boundaries of the property may be in doubt. We will likely complete a survey on the property as part of the proposed phase two exploration work program. If the survey results are defective, we will lose all right and title to the ground now held by the mineral claims. If we are unable to obtain clear title you may lose your entire investment.

*If we do not find a joint venture partner for the continued development of our mineral claims, we may not be able to advance the exploration work.*

If the initial results of our mineral exploration program are successful, we may try to enter into a joint venture agreement with a partner for the further exploration and possible production of our mineral claims. We would face competition from other junior mineral resource exploration companies if we attempt to enter into a joint venture agreement with a partner. The possible partner could have a limited ability to enter into joint venture agreements with junior exploration programs and will seek the junior exploration companies who have the properties that they deem to be the most attractive in terms of potential return and investment cost. In addition, if we entered into a joint venture agreement, we would likely assign a percentage of our interest in the mineral claims to the joint venture partner. If we are unable to enter into a joint venture agreement with a partner, we may fail and you will lose your entire investment in this offering.

*Because our executive officer has no experience in mineral exploration and does not have formal training specific to the technicalities of mineral exploration, there is a higher risk that our business will fail.*

Our executive officer has no experience in mineral exploration and does not have formal training as a geologist or in the technical aspects of management of a mineral exploration company. As a result of this inexperience, there is a higher risk of our being unable to complete our business plan for the exploration of our mineral claims. With no direct training or experience in these areas, our management may not be fully aware of many of the specific requirements related to working within this industry. Our decisions and choices may not take into account standard engineering or managerial approaches mineral exploration companies commonly use. Consequently, the lack of training and experience of our management in this industry could result in management making decisions that could result in a reduced likelihood of our being able to locate commercially exploitable reserves on our mineral claims with the result that we would not be able to achieve revenues or raise further financing to continue exploration activities. In addition, we will have to rely on the technical services of others with expertise in geological exploration in order for us to carry our planned exploration program. If we are unable to contract for the services of such individuals, it will make it difficult and maybe impossible to pursue our business plan. There is thus a higher risk that our operations, earnings and ultimate financial success could suffer irreparable harm and our business will likely fail and you will lose your entire investment in this offering.

*Because our executive officer has other business interests, he may not be able or willing to devote a sufficient amount of time to our business operation, causing our business to fail.*

Our executive officer is spending approximately five hours per week of his business time on providing management services to us. While our executive officer presently possesses adequate time to attend to our interests, it is possible that the demands on him from his other obligations could increase, with the result that he would no longer be able to devote sufficient time to the management of our business. This could negatively impact our business development.

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*Because of the fiercely competitive nature of the mining industry, we may be unable to maintain or acquire attractive mining properties on acceptable terms which will materially affect our financial condition.*

The mining industry is competitive in all of its phases. We face strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities. As a result of this competition, we may be unable to maintain or acquire attractive mining properties on terms we consider acceptable or at all. Consequently, our revenues, operations and financial condition could be materially adversely affected.

*We have not paid any dividends and do not foresee paying dividends in the future.*

Payment of dividends on our common stock is within the discretion of the board of directors and will depend upon our future earnings, our capital requirements, financial condition and other relevant factors. We have no plan to declare any dividends in the foreseeable future.

*Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations and the FINRA's sales practice requirements, which may limit a stockholder's ability to buy and sell our stock.*

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines penny stock to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors. The term accredited investor refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

In addition to the penny stock rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations

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of these rules, the National Association of Securities Dealers believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The National Association of Securities Dealers requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

**ITEM 3. CONTROLS AND PROCEDURES.**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, our principal executive officer and principal financial officer have concluded that these disclosure controls and procedures are effective.

There were no changes in our internal control over financial reporting during the fiscal quarter ended April 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II - OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

We know of no material, active or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 3.1                   | Articles of Incorporation (incorporated by reference from our Form SB-2 Registration Statement, filed on May 14, 2007)   |
| 3.2                   | Bylaws (incorporated by reference from our Form SB-2 Registration Statement, filed on May 14, 2007)  |
| 3.3                   | Amended and Restated Bylaws (incorporated by reference from our Quarterly Report on Form 10-QSB, filed on July 13, 2007)   |
| 10.1                  | Bill of Sale dated April 28, 2006 between Auror Capital Corp. And Laurence Sookochoff (incorporated by reference from our Form SB-2 Registration Statement, filed on May 14, 2007) |
| 14.1                  | Code of Ethics (incorporated by reference from our Annual Report on Form 10-KSB filed on February 13, 2008)  |
| 16.1                  | Letter on change in certifying accountant (incorporated by reference from our Current Report on Form 8-K, filed on May 14, 2007)   |
| <u>31.1*</u>          | <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  |
| <u>32.1*</u>          | <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant Section 906 Certifications under Sarbanes-Oxley Act of 2002</u>                                   |

\* Filed herewith.



**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AUROR CAPITAL CORP.**

By

*/s/ Ian McBean* \_\_\_\_\_

Ian McBean

President, Secretary, Treasurer, Chief Executive Officer  
and Chief Financial Officer

(Principal Executive Officer, Principal Accounting Officer  
and Principal Financial Officer)

Date: June 11, 2008

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