B.C. FORM 51-901F

QUARTERLY AND YEAR END REPORT

Incorporated as part of:

________X_____________________ Schedule A

______________________________ Schedules B & C

ISSUER DETAILS:

Name of Issuer:	Conquest Resources Limited
Issuer Address:	#201-347 Bay Street, Toronto, ON, M5H 2R7
Issuer Fax No.:	(416) 368-5344
Issuer Telephone No.:	(416) 362-8243
Contact Name:	Terence McKillen
Contact Position:	Director
Contact Telephone Number:	(416) 362-8243
Contact Email Address:	tnmckillen@conquestresources.net
Web Site Address:	www.conquestresources.net
For Quarter Ended:	2002/06/30
Date of Report:	2002/08/26

CERTIFICATE:

THE THREE SCHEDULES REQUIRED TO COMPLETE THIS REPORT ARE ATTACHED AND THE DISCLOSURE CONTAINED THEREIN HAS BEEN APPROVED BY THE BOARD OF DIRECTORS. A COPY OF THIS REPORT WILL BE PROVIDED TO ANY SHAREHOLDER WHO REQUESTS IT. PLEASE NOTE, THIS FORM IS INCORPORATED AS PART OF BOTH THE REQUIRED FILING OF SCHEDULE A AND SCHEDULES B & C.

"Terence N. McKillen" ___________	Terence N. McKillen	26 August 2002
"John F. Kearney" _____________	John F. Kearney	26 August 2002

Conquest Resources Limited Statement 1

Interim Consolidated Balance Sheet

As at 30 June 2002

Canadian Funds

Unaudited

	June 30	December 31 2001
	$	$
ASSETS		
Current assets		
Cash and short-term investments	288,729	8,843
Amounts receivables	7,591	611
	296,320	9,454
Other assets		
Mineral properties and deferred exploration expenditures	3,222,493	3,273,945
Plant and equipment, net	1,284,500	1,458,132
Investment in Norox Mining Company	309,445	-
	4,816,438	4,732,077
	5,112,758	4,741,531
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	610,961	580,680
Shareholders' equity		
Convertible debentures	2,401,201	3,199,394
Capital stock	4,388,644	2,720,644
Deficit	(2,288,048)	(1,759,187)
	4,501,797	4,160,851
	5,112,758	4,741,531

ON BEHALF OF THE BOARD:

"Terence N. McKillen" Director

"John F. Kearney" Director

- See Accompanying Notes -

Conquest Resources Limited Statement 2

Interim Consolidated Statement of Loss and Deficit

For the Three Months Ended 30 June, 2002
Canadian Funds
Unaudited

	Three Months Ended		Six Months Ended	
	June 30, 2002	June 30, 2,001	June 30, 2002	June 30, 2,001
Revenue	-	-	-	-
Expenses				
Office and general	80,024	29,954	149,437	56,221
Corporate expenses	31,366	7,180	35,966	9,064
Professional fees	6,500	1,615	8,019	1,615
	117,890	38,749	193,422	66,899
Loss before the undernoted	117,890	38,749	193,422	66,899
Amortization	86,816	85,884	173,632	94,059
Net loss for the period	**204,706**	**124,633**	**367,054**	**160,958**
Deficit, beginning of period	2,001,075	528,776	1,759,187	492,451
Convertible debentures charges	82,267	76,713	161,807	76,713
Deficit, end of period	**2,288,048**	**730,122**	**2,288,048**	**730,122**
Net loss per common share	**(0.01)**	**(0.01)**	**(0.01)**	**(0.01)**

- See Accompanying Notes -

Conquest Resources Limited Statement 3

Interim Consolidated Statement of Cash Flows

For the Three Months Ended 30 June, 2002

Canadian Funds
Unaudited

	Three Months Ended		Six Months Ended	
	2002	2,001	2002	2,001
CASH FLOW FROM (USED IN) OPERATING ACTIVITIES				
Net loss for the period	(204,706)	(36,325)	(367,054)	(160,958)
Item not involving cash				
Amortization	86,816	8,175	173,632	94,059
	(117,890)	(28,150)	(193,422)	(66,899)
Changes in non-cash working capital balances	(54,886)	17,254	23,301	269,333
Cash flows (used in) operating activities	(172,776)	(10,896)	(170,121)	202,434
CASH FLOW FROM (USED IN) FINANCING ACTIVITIES				
Issuance (conversion) of debentures	(960,000)	-	(960,000)	2,470,000
Issuance of shares	1,668,000	-	1,668,000	55,270
Sale of Mineral Properties	82,095	-	82,095	-
	790,095	-	790,095	2,525,270
CASH FLOW FROM (USED IN) INVESTING ACTIVITIES				
Investment in Norox Mining Company	(309,445)	-	(309,445)	-
Mining plant & equipment	-	-	-	(1,889,497)
Mineral properties and deferred exploration expenditures	(30,643)	-	(30,643)	(84,186)
Goodwill	-	-	-	(779,660)
	(340,088)	-	(34,088)	(2,753,343)
Increase (Decrease) in cash and short-term investments	277,231	(10,896)	279,886	(25,639)
Cash and short-term investments, beginning of period	11,498	48,470	8,843	48,470
Cash and short-term investments, end of period	288,729	37,574	288,729	22,831

- See Accompanying Notes -

1. Basis of Presentation

The accompanying unaudited interim financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP") on the "going concern basis", which assumes that the Company will continue in operation for the forseeable future and will be able to realize its assets and discharge its liabilities. These financial statements do not include all of the information and disclosures required by Canadian GAAP for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements. Operating results for the period ended June 30, 2002 are not necessarily indicative of the results that may be expected for the full year ended December 31, 2002. For further information, see the Company's consolidated financial statements including the notes thereto for the year ended December 31, 2001.

The comparative figures for 2001 in the consolidated statements of loss and deficit and consolidated statements of cash flows have been restated to reflect the treatment of convertible debentures on the same basis as in 2002.

2. Accounting Changes

Stock-based Compensation
Effective January 1, 2002, the Company adopted the new recommendations of CICA Handbook Section 3870, Stock-based Compensation and Other Stock-based Payments. This Section establishes standards for the recognition, measurement and disclosure of stock-based compensation and other stock-based payments made in exchange for goods and services. These new recommendations require that compensation for all awards made to non-employees and certain awards made to employees be measured and recorded in the financial statements at fair value. This Section also sets out a fair value based method of accounting for stock options issued to employees and applies to awards granted on or after January 1, 2002.

The Company, as permitted by Section 3870, has chosen to continue its existing policy of recording no compensation cost on the grant of stock options to employees. Any consideration paid by employees on exercise of stock options is credited to capital stock.

In May 2002, pursuant to the stock option plan, 240,000 common shares were reserved for issuance to employees of the Company at an exercise price of $0.20 per share. These options will expire May 10, 2007.

3. Issuance of Capital Stock

In April 2002, the Company completed a private placement consisting of 3,000,000 units for gross proceeds of $300,000 at a subscription price of $0.10 per unit. Each unit consisted of one common share and one non-transferable warrant which entitles the holder to purchase one additional common share at an exercise price of $0.20 per share until September 30, 2002.

In June, 2002, the Company completed a private placement consisting of 2,000,000 units for gross proceeds of $400,000 at a subscription price of $0.20 per unit. Each unit consisted of one common share and one non-transferable warrant which entitles the holder to purchase one additional common share at an exercise price of $0.25 per share until June 30, 2003.

Also in June, 2002, holders of convertible debentures in the aggregate amount of $960,000 converted such debentures into shares of the Company which resulted in the issuance of an additional 4,800,000 common shares at a conversion price of $0.20 per share and a reduction in the principal amount of outstanding debentures of $960,000.

4. Convertible Debentures

In June, 2002, holders of convertible debentures in the aggregate amount of $960,000 converted such debentures into shares of the Company which resulted in the issuance of an additional 4,800,000 common shares at a conversion price of $0.20 per share and a reduction in the principal amount of outstanding debentures of $960,000. Following the conversion, there are $2,200,000 (principal amount) remaining unsecured 8% convertible debentures outstanding, with $2,000,000 due April 30, 2006 and $200,000 due on August 31, 2006, respectively. The debentures are convertible at the option of the holder into common shares of the Company at any time prior to maturity at a conversion price of $0.20 per share during the first two years, and at conversion prices of $0.25, $0.30 and $0.35 per share during the third, fourth and fifth years, respectively. Interest is payable, at the option of the Company, in cash or common shares. At June 30, 2002 $287,466 was payable in respect of accrued interest. The Company may elect to satisfy its obligations to pay the principal amount of these debentures through the issuance of common shares. The number of common shares to be issued would be equal to the principal amount of the debentures being redeemed divided by the market price of the common shares as determined to be the average of the closing market value of the shares during the ten-day period commencing thirty days prior to the date of such a redemption.

The debentures are being accounted for in accordance with their substance and are presented in the financial statements in their component parts, measured at their respective fair values at the time of issue. The entire value of the debentures, net of issue costs, has been classified as equity. The interest related component has been calculated as the present value of the required interest payments discounted at 18%, a rate approximating the interest rate that would have been applicable to non-convertible debt at the time the debentures were issued. Interest is determined on this component, and is charged directly to deficit. The remaining portion, net of the value ascribed to the holder's conversion option, is increased over the term to the full face value by charges to deficit.

5. Disposal of Assets

In May 2002, the Company restructured its Zimbabwe assets and sold its interest in the Golden Kopje mine in Zimbabwe to Canzim Resources Inc. ("Canzim"). The decision was taken primarily due to increasing operational difficulties at the mine brought on by the worsening political climate, hyper-inflationary economic pressures and artificially fixed currency exchange rates in Zimbabwe. The consideration for the sale to Canzim is $1.00 and the retention by the Company of an option to reacquire up to a 50% joint venture interest in the Golden Kopje mine and/or the Golden Kopje Tailings Project by contributing capital or equipment to deepen the mine or develop the Tailings Project. The Company took a provision of $620,000 in its accounts for the year ended December 31, 2001 against the full carrying value of the Golden Kopje mine and against two exploration projects in Zimbabwe.

Also in May 2002, the Company sold its interest in four mining claims situated in Riggs Township, District of Algoma, Ontario for a consideration of $80,000.

6. Capital Stock

a) *The capital stock is as follows:*

Authorized
Unlimited common shares
Issued
30,811,139 common shares

b) *Stock Options*

Pursuant to a stock option plan approved by the Board of Directors, the maximum number of common shares reserved for issuance to various directors, officers, consultants and employees may not exceed 10% of the common shares outstanding immediately before such issuance. The following table summarizes the stock options granted as at June 30, 2002:

Number of Common shares	Exercise Price $	Expiry Date
1,430,000	0.20	Feb 12, 2005
600,000	0.10	May 7, 2006

240,000	0.20	May 10, 2007
2,270,000		

The value of the share options issued in 2002 outstanding on June 30, 2002 is $22,450.

c) *Warrants*
In April 2002, the Company completed a private placement consisting of 3,000,000 units at a subscription price of $0.10 per unit. Each unit consisted of one common share and one non-transferable warrant which entitles the holder to purchase one additional common share at an exercise price of $0.20 per share until September 30, 2002.

In June, 2002, the Company completed a private placement consisting of 2,000,000 units at a subscription price of $0.20 per unit. Each unit consisted of one common share and one non-transferable warrant which entitles the holder to purchase one additional common share at an exercise price of $0.25 per share until June 30, 2003.

7. (Loss) earnings per share

	June 30, 2002	June 30, 2001
	$	$
Basic	(0.01)	(0.01)

Basic (loss) earnings per share was calculated on the basis of the weighted average number of common shares outstanding for the periods which amounted to 20, 971,139 common shares.

For the six months ended June 30, 2002, the existence of convertible debentures, stock options, conversion rights and warrants affects the calculation of loss per share on a fully diluted basis. As the effect of this dilution is to reduce the reported loss per share, fully diluted loss per share has not been shown for 2002.

8. Subsequent events

In July, 2002, holders of common share purchase warrants exercised an aggregate amount to 1,100,000 warrants to acquire 1,100,000 common shares at a price of $0.20 per share, providing total proceeds to the Company of $220,000.

B.C. FORM 51-901F
QUARTERLY AND YEAR END REPORT

Incorporated as part of:

______________________________ Schedule A

_________X___________________ Schedules B & C

ISSUER DETAILS:

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Issuer Address:	#201-347 Bay Street, Toronto, ON, M5H 2R7
Issuer Fax No.:	(416) 368-5344
Issuer Telephone No.:	(416) 362-8243
Contact Name:	Terence McKillen
Contact Position:	Director
Contact Telephone Number:	(416) 362-8243
Contact Email Address:	tnmckillen@conquestresources.net
Web Site Address:	www.conquestresources.net
For Quarter Ended:	2002/06/30
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"Terence N. McKillen" ___________	Terence N. McKillen	26 August, 2002
"John F. Kearney" ______________	John F. Kearney	26 August, 2002

SCHEDULE B

1. ANALYSIS OF EXPENSES AND DEFERRED COSTS

See Statement of Operations and Deficit in interim consolidated financial statements for details.

2. RELATED PARTY TRANSACTIONS

The expenses for the six months ended June 30, 2002 include the following expenses related to directors and corporations that employ a director:

Consulting fees	$15,000
Office and general (administrative services)	$84,000
Legal fees invoiced to the Company by a firm of which a director is a partner	$ 2,000

Included in accounts payable and accrued liabilities is $221,777 due to these related parties.

All amounts were incurred in the normal course of operations and are measured at the exchange amount.

3. SUMMARY OF SECURITIES ISSUED AND OPTIONS GRANTED DURING THE PERIOD

a) Securities issued:

Type	Value	No. Shares
Common	$300,000	3,000,000
Common	$400,000	2,000,000
Common	$960,000	4,800,000
Common	$ 8,000	40,000

b) Options granted:

Number or Amount	Exercise or Conversion Price	Expiry Date
240,000	$0.20	May 10, 2007

Of these, options for 40,000 shares were exercised during the period.

4. SUMMARY OF SECURITIES AS AT THE END OF THE REPORTING PERIOD

a) Authorized share capital: Unlimited

b) Shares issued and outstanding:

Number	Amount
30,881,139	$2,720,644

c) Options, warrants and convertible securities outstanding:

Number or Amount	Exercise or Conversion Price	Expiry Date	Type
1,430,000	$ 0.20	10 Feb, 2005	Options
600,000	$ 0.10	7 May, 2006	Options
200,000	$0.20	10 May, 2007	Options
$2,000,000	$0.20-$0.35	30 Apr, 2006	Convertible Debentures
$ 200,000	$0.20-$0.35	31 Aug, 2006	Convertible Debentures
2,000,000	$0.20	30 Sep, 2002	Warrants
3,000,000	$0.25	30 Jun, 2003	Warrants

d) Shares subject to escrow or pooling agreements.

Number	Class of Shares
Nil	N/A

5. NAMES OF DIRECTORS AND OFFICERS AS AT THE DATE THIS REPORT IS SIGNED AND FILED

Terence N. McKillen	President, CEO and Director
John F. Kearney	Chairman and Director
D. Brett Whitelaw	Vice President and Director
Neil J.F. Steenberg	Secretary and Director
Brian W. Hester	Director
Gerald J. Gauthier	Vice President, Mining

SCHEDULE C

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED 30 JUNE, 2002

A. General

Conquest is a Toronto based junior mining, exploration and development company, incorporated in 1945, which holds an option to acquire a 67% interest in the 2,000,000 ounce Jerooy gold project in the Kyrgyz Republic and holds interests in two gold exploration properties in Ontario, at the Red Lake and Detour Lake gold camps, as well as exploration and development properties in Tanzania and Zimbabwe.

B. Results of Operations

During the second quarter of 2002, Conquest's activities continued to be mainly concentrated in the Kyrgyz Republic, Central Asia, and in Ontario, Canada. Corporate activities in Canada focused on property identification, evaluation and acquisitions. Conquest incurred a loss for the second quarter of 2002 of $204,706($0.01 per share) compared to a loss of $124,633 in the second quarter of 2001. The increase was primarily the result of increased activity. Included in the loss in the second quarter of 2002 was amortization of plant and equipment in the amount of $86,816, compared to $85,884 in the second quarter of 2001. The Company recorded no revenue in the second quarter of 2002 or 2001.

Administrative expense during the second quarter of 2002 amounted to $117,890 compared to $38,749 in the second quarter of 2001. The major items were office and general expense of $80,024 in 2002 compared with $29,954 in 2001. The increase in expenses during 2002 was as a result of increased corporate activity.

During 2001, the Company completed the acquisition of a number of mineral properties in Zimbabwe, financed by the issue of convertible debentures. Interest at 8% is payable, at the option of the Company, in shares. The Company may elect to satisfy its obligations to pay the principal amount of these debentures through the issue of common shares. These debentures are accounted for in accordance with their substance and have been classified as equity. The interest related component of the debentures has been calculated as the present value of the required interest payments discounted at 18%. Interest is determined on this component and an amount of $82,367 was charged directly to deficit in the second quarter of 2002. In June, 2002, holders of convertible debentures in the aggregate amount of $960,000 converted such debentures into shares of the Company which resulted in the issuance of an additional 4,800,000 common shares at a conversion price of $0.20 per share.

During 2002, the Company has made a number of property acquisitions including:

Pursuant to a Letter Agreement dated March 7, 2002, the Company will have the right to acquire a 60% interest in Prism's right to earn a 100% interest in the Aurora Property, a group of 11 mining leases and 18 mining claims situated 5km southeast of the former Detour gold mine in northeastern Ontario which are subject to an underlying joint venture agreement between Prism and Boliden Westmin (Canada) Limited ("Boliden"). In the first phase, the Company may acquire an initial interest in the Aurora Property by expending a total of $350,000 on exploration and development programs prior to June 31, 2004 with a commitment of $150,000 expenditure prior to June 30, 2003. The Company will be the operator of the joint venture. In order for the Conquest-Prism joint venture to be vested with its initial 60% interest, Prism will make a payment of $200,000 to Boliden by July 1, 2004. In the event that Prism fails to make such payment, the Company will have the right to make the payment, after which its interest in the Conquest-Prism joint venture will increase to 90% (54% direct property interest). The parties have the right to enter into an operating joint venture with Boliden on July 1, 2004 (on a 60:40 basis) or elect to earn a further 40% interest (total 100%) subject to a 2% NSR by spending a cumulative $4,385,816 on or before December 31, 2012.

Pursuant to a Letter Agreement dated April 15, 2002, the Company may earn an interest in a group of 27 patented mining claims situated in central Balmer Township, Red Lake, Ontario, contiguous with and immediately adjacent to Goldcorp Inc.'s Red Lake gold mine. Under the terms of the agreement with Energold Minerals Inc., the Company shall have the right to earn up to a 100% interest in the Red Lake property, subject to a 2% NSR, by spending $500,000 on exploration/development before December 31, 2006.

Pursuant to an Share Purchase, Option and Joint Venture Agreement dated May 1, 2002, the Company holds an option exercisable by March 31, 2003, subject to regulatory approval, to evaluate and acquire a 67% indirect interest in the Jerooy gold project in the Kyrgyz Republic through the purchase from Oxus Mining plc (London AIM: "OXS.L") of a 100% interest in the project holding company Norox Mining Company Limited for $7M, payable $3.5M in Conquest shares and $3.5M in cash. The Kyrgyz state mining company J.S.C. Kyrgyzaltyn holds the remaining 33% interest in the project.

Under the terms of the Share Sale, Option and Joint Venture Agreement with Oxus, Conquest has agreed, subject to certain conditions, to fund in stages up to $1 million to complete, amongst other things, a bankable feasibility study and thereby acquire up to a 15% interest in Norox. To June 30, 2002, Conquest had advanced US$200,000 and earned a 5% interest in Norox. Subsequent to the end of the quarter, Conquest advanced a further US$200,000 and to date has earned a 7% interest in Norox.

Wardell Armstrong & Associates plc of the United Kingdom was appointed to undertake the feasibility study and substantial progress has been made towards completion of the technical parts of the study. An audit of the reserves completed by Wardell Armstrong confirmed a mineable reserve for the open pit of 1.3 million ounces and an underground resource of 0.68 million ounces of gold. The report proposed an open pit followed by an underground mine. Wardell Armstrong have also finalized the open pit and underground mine design, optimised the production rate and mine production schedules, finalized the process and plant design, completed paste test work and design and evaluated various tailings disposal options. The financial aspects of the study, including the capital and operating costs, remain to be completed.

However, in June 2002 the Government of the Kyrgyz Republic published an annulment of the mining licence for the Jerooy Project issued to Talas Gold in March 2000, apparently because of delays in the completion of the feasibility study and because development of the project had not commenced. Talas Gold, which is 67% owned by Norox and 33% by Kyrgyzaltyn, was granted the exclusive right to develop the Jerooy Gold Deposit pursuant to a Joint Venture Agreement dated September 9, 1998. Conquest has been advised that Norox considers the purported annulment of the licence invalid since the completion of the feasibility study was dependent upon the introduction of various tax arrangements, which have not yet been forthcoming.

Conquest has now been advised by Oxus that on August 5, 2002 the Kyrgyz Government adopted a Resolution on Measures for the Acceleration of the Development of the Jerooy Gold Deposit and ordered the State Agency on State Property and Direct Investment to search for an investor capable of quick development of the Jerooy deposit and to make proposals for the development of the Jerooy deposit for consideration by the Government.

At the same time, the Joint Venture Agreement with Kyrgyzaltyn continues in full force and effect and is unaffected by the annulment of the mining licence. Conquest has been advised that Norox continues to seek an amicable resolution to this matter by way of good faith negotiations in accordance with the terms of the Joint Venture Agreement. Kyrgyzaltyn has confirmed in writing to Oxus and Norox its willingness to "carry on negotiation in the spirit of good will" and is ready to consider "all suggestions in an attempt to find a solution for settlement of the existing situation". Kyrgyzaltyn has appointed delegates for such negotiation and the parties have agreed to a deadline of October 19, 2002 to conclude such negotiation. Conquest understands that if a mutually acceptable agreement is not reached by October 19th then Norox will seek a resolution under International Arbitration as provided in the Joint Venture Agreement.

Under the circumstances, Norox has ceased further work on the Jerooy project until these issues are resolved and has informed the Kyrgyz authorities that the Feasibility Study due for completion in September will not be delivered. Completion of the Feasibility Study is an important part of the evaluation by Conquest of the Jerooy Project. Until the issue surrounding the mining licence at Jerooy have been resolved Conquest will not undertake any further work on the Feasibility Study.

The exercise by Conquest of its option to acquire Norox will be dependent on, amongst other things, the outcome of the negotiation between Norox and Kyrgyzaltyn, the negotiation of a satisfactory foreign investment agreement, including terms of a new licence agreement, with the Kyrgyz authorities; and regulatory approval.

Conquest's activities in the Kyrgyz Republic may be affected by the nature of the Government's regulations relating to the mining industry and foreign investors therein and by the extent of the country's political and economic stability. Changes in regulation or shifts in political conditions are beyond the control of the Company and may adversely affect its business and its holdings. There is no assurance that Norox will be successful in the negotiation of a satisfactory foreign investment agreement or resolving the issues relating to the Jerooy licence.

Political and economic difficulties have continued to affect operations in Zimbabwe. In May 2002, the Company restructured its Zimbabwe assets and sold its interest in the Golden Kopje mine in Zimbabwe for a nominal amount and dropped its options on two exploration properties. Conquest has retained an option to require up to a 50% joint venture interest in the Golden Kopje mine and/or the Golden Kopje tailings project by contributing capital or equipment to deepen the mine or develop the project.

Conquest intends to confine its efforts in Zimbabwe on securing and maintaining its remaining assets pending clarification of the future direction and prospects for that country. These other assets are largely non-producing exploration and development projects.

In Tanzania, Conquest holds interests in the Ikungu and Suguti gold exploration properties, both located within the Lake Victoria goldfield. The Suguti property is currently subject to an option/JV agreement with Barrick Gold whereby

Barrick can acquire 100% interest in the property subject to a 2% NSR royalty by completing a bankable feasibility study and making small annual payments.

C. Liquidity and Capital Resources

At June 30, 2002 Conquest had cash of $288,729 compared to $11,498 at March 31, 2002. The Company had a working capital deficiency of $314,641 at June 30, 2002 compared to $646,758 at March 31, 2002. Included in accounts payable and accrued liabilities of $610,961 at June 30, 2002 is $221,777 due to related parties and $272,731 due to a minority joint venture partner in one of the Zimbabwe properties.

At June 30, 2002 the Company had 30,881,139 common shares issued and outstanding. In addition the Company had an aggregate of $2,200,000 principal amount of convertible debentures outstanding (March 31, 2002 $3,160,000). These debentures are classified as equity. The debentures are convertible into common shares until 2006 at escalating prices between $0.20 and $0.35 per share. Interest at 8% per annum is payable, at the option of the Company in shares, and at maturity the company is entitled to pay the principal amount in shares at the market price at that time. At June 30, 2002, $287,466 was payable in respect to accrued interest.

In April 2002, the Company completed a private placement of 3,000,000 units at a subscription price of $0.10 per unit. Each unit comprises one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase an additional common share at an exercise price of $0.20 at any time prior to September 30, 2002. In June 2002, the Company completed a private placement of 2,000,000 units at a subscription price of $0.20 per unit. Each unit comprises one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase an additional common share at an exercise price of $0.25 at any time prior to June 30, 2003.

Subsequent to the end of the quarter, in July 2002, holders of common share purchase warrants exercised an aggregate amount to 1,100,000 warrants to acquire 1,100,000 common shares at a price of $0.20 per share, providing total proceeds to the Company of $220,000.

The Company is currently in a development phase and does not expect to generate any cash flow during 2002. With the exception of the Jerooy property in the Kyrgyz Republic, insufficient exploration and development work has been carried out in the Company's properties to permit the estimation of mineral reserves and mineral resources as defined under National Instrument 43-101. There is no certainty that expenditures will result in commercial quantities of ore being found on these properties.

In order for Conquest to fund ongoing exploration and development programs and to expand its operations, additional funds would have to be raised. The Company's present cash resources will need to be augmented if the planned programmes are to be successfully completed. Discussions with investment dealers and financial advisors are continuing but no commitments have been made, nor is it possible to give assurances that such funds will be obtained.

D. Assets, Liabilities and Working Capital

Total assets increased to $5,112,758 at June 30, 2002 from $4,741,531 at December 31, 2001 primarily as a result of investment in Norox. Total liabilities increased to $610,961 at June 30, 2002 from $580,680 at December 31, 2001. The Company had a working capital deficit of $314,641 at June 30, 2002 compared to a deficit of $571,226 at December 31, 2001.

At June 30, 2002 the Company had mining properties with a total book value of $3,222,493. Of this total, $448,156 represents properties in Canada whilst the balance represents mineral properties in Africa. Plant and mining equipment, located in Zimbabwe, had a book value of $1,284,500 at June 30, 2002. The equipment is being amortized on the straight line basis at 20% per annum.

E. Related Party

The expenses include the following paid to Directors and Corporations that employ a Director:

	Three Months Ended June 30	
	2002	**2001**
Consulting Fees	$ 7,500	$ -
Office & General	$42,000	$ -
Legal fees	$ -	$1,988

Included in accounts payable and accrued liabilities is $221,777 at June 30, 2002 due to Related Parties (June 30, 2001 $1,988).

All amounts were incurred in the normal course of operations and are measured at the exchange amount.

F. Subsequent Events

In July, 2002, holders of common share purchase warrants exercised an aggregate amount to 1,100,000 warrants to acquire 1,100,000 common shares at a price of $0.20 per share, providing total proceeds to the Company of $220,000.