

Sulliden Exploration Inc.

Statement concerning the interim financial statements

The interim financial statements for the period ended July 31, 2005 have not been reviewed by the auditors of the Company.

Management's Discussion and Analysis

For purposes of this document, Sulliden Exploration Inc., Minera Sulliden Peru S.A. and Minera Sulliden Shahuindo S.A.C., are collectively referred to as the "Company" or "Sulliden".

Caution regarding forward-looking information

Statements contained in this document which are not historical facts are forward-looking statements that involve risk, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause such differences, without limiting the generality of the following, include: volatility and sensitivity to market metal prices impact of change in foreign currency exchange rates and interest rates; imprecision in reserves estimates; environmental risks including increased regulatory burdens; unexpected geological conditions; adverse mining conditions; political risks arising from operating in certain developing countries; legal title to properties, outcome of arbitration, changes in government regulations and policies, including laws and policies; and failure to obtain necessary permits and approvals from government authorities; and other development and operating risks.

Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this document. The Company disclaims any intention or obligation to update or revised any forward-looking statement, whether as a result of new information, future events or otherwise.

Description of business and continuation of the business

The Company, incorporated under Part 1A of the *Companies Act* (Québec), and its wholly-owned subsidiaries, Minera Sulliden Peru S.A. and Minera Sulliden Shahuindo S.A.C. are in the process of exploring mineral properties in Québec and Peru. The exploration and development of mineral deposits involve significant financial risk. The success of the Company will be influenced by a number of factors, including risks associated with exploration and extraction, regulatory issues, environmental and other regulations.

While the financial statements have been prepared on the basis of accounting principles applicable to a going concern, several adverse conditions and events cast substantial doubt upon the validity of this assumption.

The Company has incurred significant operating losses over the past years (\$2,643,947 for the year ended April 30, 2005). The Company's future growth is dependent upon its ability to obtain additional financing.

If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying values of assets and liabilities and the reported net loss.

Selected Annual Information

See the 2005 Annual Report filed on the website of SEDAR (www.sedar.com).

Quarterly Financial Information

	For the Three-month Period Ended	
	July 31	
2005		
Interest income and others	\$	26,373
Net loss	\$	372,429
Basic and diluted net loss per share	\$	0.01

	For the Three-month Period Ended			
	April 30	January 31	October 31	July 31
2005				
Interest income and others	\$ 31,644	\$ 45,572	\$ 46,145	\$ 54,856
Net loss	\$ 887,730	\$ 731,541	\$ 412,853	\$ 611,823
Basic and diluted net loss per share	\$ 0.02	\$ 0.01	\$ 0.01	\$ 0.01

	For the Three-month Period Ended			
	April 30	January 31	October 31	July 31
2004				
Management fees and other income	\$ 119,085	\$ 8,711	\$ 21,458	\$ 118,168
Net loss	\$ 1,744,423	\$ 536,461	\$ 308,693	\$ 244,064
Basic and diluted net loss per share	\$ 0.04	\$ 0.01	\$ 0.01	\$ 0.01

Critical Accounting Estimates

Critical accounting estimates used in the preparation of the consolidated financial statements include the Company's estimate of recoverable value of its mining properties and related deferred exploration costs as well as the value of stock-based compensation.

Both of these estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

Factors affecting stock-based compensation include estimates as to the timing of the exercise of stock options and compensation warrants as well as stock price volatility. The timing for exercise of options is out of the Company's control and will depend upon a variety of factors including the market value of the Company's shares and financial objectives of the stock-based instrument holders. The Company has used historical data and market liquidity to determine volatility in accordance with the Black-Scholes model, however, the future volatility is uncertain and the model has its limitations.

The Company's recoverability of the recorded value of its mining properties and associated deferred exploration costs is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors including environmental, legal and political risk, the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

New Accounting Policy

No new accounting policy to report for this quarter.

Operating results

During the three-month period ended July 31, 2005, the Company reported a net loss of \$372,429 (\$0.01 per share) compared to a net loss of \$611,823 (\$0.01 per share) for the three-month period ended July 31, 2004. For the three-month period ended July 31, 2005 and 2004, the interest income and others include mainly the interest income from the guaranteed investment certificates.

The professional fees are comprised of directors fees and fees paid to related parties for services rendered such as investor relations, accounting, consulting and general administrative expenses (See Note 4 to the consolidated financial statements for more details). Directors fees of \$16,036 were paid in 2005 compared to \$11,257 for the three-month period ended July 31, 2004. Under the accounting policy, the costs for the options granted during the three-month period is \$100,246 compared to \$164,430 in 2004. The change in salaries and fringe benefits, which refer to the remuneration paid to the president, is due to the remuneration increase effective October 1st, 2004.

The general administrative expenses relate to insurance, telephone, rent, printing, courier and conference costs as well as costs relating to the website. The cost to rent the offices in Montreal did not change from 2004 and since September 2003, the Company has maintained an office in Toronto for the vice-president of investor relations. The shareholders' information costs related to the trustee fees and the publicity costs of the press releases. In 2004, an amount of \$47,800 was paid to the regulatory authorities for the business acquisition. The travel and entertainment decreased due to last year, the Company participated to two (none in 2005) mining conferences.

Liquidity and capital resources

During the three-month period ended July 31, 2005, the Company issued 300,000 (none in 2004) common shares for a counterpart of \$165,000 (none in 2004) for a property acquisition in the Torrine project. In addition, the Company issued 2,934,400 in 2004 (none in 2005) common shares following the exercise of warrants for a consideration of \$2,532,110 in 2004 (none in 2005). In addition, during the period ended July 31, 2004, the Company issued 12,000,000 common shares for the acquisition of the 30% participation of Socrate Capital Inc. through a subsidiary, in the Shahuindo property.

During the three-month period ended July 31, 2005, the Company incurred \$907,963 mainly on the Shahuindo property (2004 - \$2,240,113) in exploration and general expenses, which include the peruvian operations such as the litigation, security, labour, social licence, field and Lima office costs (See press releases filed on the website of SEDAR (www.sedar.com) for more details on the results) on the properties in Peru.

As at July 31, 2005, the working capital on the Company was \$4,209,847 compared to \$5,424,148 as at April 30, 2005.

Consolidated Balance sheets

The cash is principally comprised of operating funds held in Canada and in Peru and guaranteed investment certificates are held in Canada. The guaranteed investment certificates bear interest at a weighted average rate of 2.25%. The accounts receivable are comprised of the federal and provincial sales tax for the period of February to July and the interest receivable on the guaranteed investment certificates.

The accounts payable and accrued liabilities are comprised of amounts due on the Peruvian operations and costs related to the annual report and audit fees.

Related party transactions

During the period ended July 31, 2005, the Company agreed to pay \$129,722 (\$65,749 in 2004), of which \$129,722 (\$58,249 in 2003) was professional fees and general administration expenses and none (\$7,500 in 2004) was deferred exploration costs, to companies whose shareholders are related to the Company's officers and directors. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Capital Structure as at September 12, 2005

Shares	61,092,231
Options	4,092,950
Warrants	<u>4,301,000</u>
	<u>69,486,181</u>

Risk Factors

An investment in the common shares of Sulliden should be considered highly speculative for a variety of reasons. The following is a general description of certain significant risk factors which should be considered:

Uncertainty with respect to title to properties may result in loss of mining rights (See Annual Information Form – Legal Developments)

The rights of Sulliden to develop its Shahuindo Property in Peru are founded on an agreement dated November 6, 2002 (the "Agreement"), between Sulliden and Compania Minera Algamarca S.A., ("Algamarca"), pursuant to which Algamarca sold its rights in the Shahuindo Property to Sulliden. The

new shareholders of Algamarca have since claimed that the Agreement was invalid and commenced legal action in Peru.

Although it is the opinion of management and its legal advisors that these claims are without legal merit, Sulliden cannot predict with certainty the outcome of the legal actions of the new shareholders of Algamarca or the impact of these actions on its rights under the Agreement.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to mineral claims may be disputed. Transfers under foreign laws are often complex. Sulliden could lose its rights to a property as a result of successful claims by a third party.

Sulliden faces significant risks, inherent in the nature of mineral exploration, in the exploration and development of its mining properties

Mineral exploration and development involve several risks which experience, knowledge and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations.

Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labor are some of the risks involved in the conduct of exploration programs and the operation of mines. The commercial viability of exploiting any precious metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on any of the Corporation's properties to justify commercial operation.

Sulliden does not maintain liability insurance with respect to its exploration activities in Peru.

Uncertainty of ore reserve and resource estimates could lead Sulliden to allocate its capital to deposits which may ultimately prove uneconomic

The mining business relies upon the accuracy of determinations as to whether a given deposit has significant mineral reserves. This reliance is important in that reported mineral reserves and resources are only estimates and do not represent with certainty that estimated mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling, and inherently carry the uncertainty that samples may not be representative. Mineral reserve and resource estimates may require revision (either upward or downward) based on actual production experience. Market fluctuations in the price of metals, as well as increased production costs or reduced recovery rates, may render certain mineral reserves and resources uneconomic. Inaccurate estimates may result in a misallocation of resources such that an excess amount could be allocated to a less than economic deposit or, conversely, failure to develop a significant deposit.

Sulliden faces potential risks and uncertainties resulting from the location of its properties and operations in countries where political, governmental or other activities may disrupt its business

Political and related legal and economic uncertainty exists in countries where Sulliden operates. Risks of foreign operations in these countries may include political unrest, corruption, war, civil disturbances and terrorist actions, arbitrary changes in law or policies, changes to government regulation, foreign taxation, price and currency controls, delays in obtaining, or the inability to obtain, necessary governmental permits, opposition to mining from environmental or other non-governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on gold exports and increased financing costs. These risks may limit or disrupt Sulliden's activities.

Sulliden requires additional funding to develop its properties

Development of the Shahuindo Property will require significant financial resources. As a result, Sulliden will need to raise significant project financing, debt and additional equity. Failure to obtain such additional funding at critical times could lead to delay or indefinite postponement in the exploration and development of the project. There is no assurance that such funding will be available or that it will be obtained on favourable terms.

Sulliden's business depends upon a limited number of properties, the loss of any of which will

negatively impact its operations

Sulliden's operations at the Shahuindo Property in Peru, account for essentially all of its current operations. Any adverse development affecting its Shahuindo Property could significantly impact the Company.

Lack of Operating Profits

Sulliden has incurred operating losses on an annual basis for a number of years arising out of the costs related to continued exploration and development of mineral resource properties. As of April 30, 2005, Sulliden had an accumulated deficit of \$26,014,731. It is anticipated that it will continue to experience operating losses for the foreseeable future. There can be no assurance that Sulliden will ever achieve significant revenues or profitable operations.

Dependence on Key Personnel

The development of Sulliden's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. Sulliden faces competition for personnel from other employers.

Sulliden's operations require environmental and other permits and are subject to extensive regulations

Government regulations significantly affect Sulliden's operations. Sulliden's exploration and development activities are subject to extensive laws and regulations governing protection of the environment, health and worker safety, waste disposal and other matters. Sulliden generally requires permits from authorities that relate to virtually every aspect of Sulliden's activities.

It is possible that future changes in applicable laws, regulations or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of permits applicable to Sulliden, which could significantly impact the Company's current operations or projects. Obtaining necessary permits to place a deposit into commercial production can be a complex, time-consuming and expensive process. Sulliden cannot assure whether necessary permits will be obtainable on acceptable terms and in a timely manner. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop, materially delay or restrict Sulliden from proceeding with the development of a project or the placing into commercial production of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of operations or material fines, penalties or other liabilities.

Precious metal price volatility may negatively impact Sulliden

The price of precious metals can fluctuate widely and is affected by numerous factors including demand, inflation, strength of the U.S. dollar and other currencies, interest rates, gold sales by central banks, forward sales by producers, global or regional political or financial events, and production and cost levels in major producing regions. In addition, the gold price is sometimes subject to rapid short-term changes because of speculative activities.

Even if Sulliden discovers commercial amounts of precious metals on the Shahuindo Property, it may not be able to place the property into commercial production if precious metal prices are not at sufficient levels.

Currency Risk

A substantial portion of Sulliden's activities is expected to be carried on outside of Canada. Such activities are subject to risks associated with fluctuations in the rate of exchange of the Canadian dollar and foreign currencies.

Outlook

During the forthcoming year, the Company will maintain a minimal exploration expenditures on the Shahuindo property pending results of the litigation and arbitration decision and will complete the scoping study. In the meantime, the Company will initiate work on the Vikingo property as well as fulfil the terms of the option agreement with Aruntani S.A.C. for the Torrino project by expending a minimum of US\$350,000 on exploration during the first year. The success of the foregoing will determine the financial activities for the remainder of the year.

Additional Information and Continuous Disclosure

This management's discussion and analysis has been prepared as at September 12, 2005. Additional information on the Company is available through regular filings of press releases, quarterly financial statements and annual information form on SEDAR (www.sedar.com).

September 12, 2005

(Signed) Jacques Trottier

Jacques Trottier
President

(Signed) Michel Rathé

Michel Rathé
Vice President, Finance