

---

---

**SALAZAR RESOURCES LIMITED**

INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED  
MARCH 31, 2009

*(Unaudited - Prepared by Management)*

---

---

**MANAGEMENT'S COMMENTS ON  
UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited interim consolidated financial statements of Salazar Resources Limited for the three months ended March 31, 2009, have been prepared by and are the responsibility of the Company's management. These statements have not been reviewed by the Company's external auditors.

**SALAZAR RESOURCES LIMITED**  
**INTERIM CONSOLIDATED BALANCE SHEETS**

*(Unaudited - Prepared by Management)*

	<b>March 31, 2009</b>	<b>December 31, 2008</b>
	\$	\$
<b>A S S E T S</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	3,685,281	6,342,493
Short-term investment (Note 3)	2,012,074	-
Amounts receivable	66,382	69,561
Prepaid expenses	40,844	15,419
	<u>5,804,581</u>	<u>6,427,473</u>
<b>CAPITAL ASSETS</b> (Note 4)	156,399	165,903
<b>MINERAL RESOURCE INTERESTS</b> (Note 5)	<u>6,262,029</u>	<u>6,042,805</u>
	<u><u>12,223,009</u></u>	<u><u>12,636,181</u></u>

**L I A B I L I T I E S**

**CURRENT LIABILITIES**

Accounts payable and accrued liabilities	<u>154,204</u>	<u>125,847</u>
--	----------------	----------------

**S H A R E H O L D E R S ' E Q U I T Y**

SHARE CAPITAL (Note 6)	17,029,253	17,029,253
CONTRIBUTED SURPLUS (Note 8)	2,450,651	2,210,051
DEFICIT	<u>(7,411,099)</u>	<u>(6,728,970)</u>
	<u>12,068,805</u>	<u>12,510,334</u>
	<u><u>12,223,009</u></u>	<u><u>12,636,181</u></u>

**NATURE AND CONTINUANCE OF OPERATIONS** (Note 1)

**SUBSEQUENT EVENTS** (Note 14)

APPROVED BY THE DIRECTORS

"Fredy Salazar" , Director

"Pablo Acosta" , Director

*The accompanying notes and schedule are an integral part of these interim consolidated financial statements.*

**SALAZAR RESOURCES LIMITED**  
**INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS AND DEFICIT**  
**FOR THE THREE MONTHS ENDED MARCH 31**  
*(Unaudited - Prepared by Management)*

	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>
<b>EXPENSES</b>		
Accounting and administration	17,022	14,256
Amortization	10,612	12,254
Audit	33,999	28,377
Consulting	11,955	21,150
Corporate development	20,428	22,957
General exploration	208,398	-
Investor relations	15,000	27,000
Legal	2,685	6,072
Office	35,635	56,597
Regulatory	900	2,400
Rent	5,870	1,002
Salaries and benefits	64,210	75,046
Shareholder costs	2,130	2,564
Stock-based compensation (Note 7)	240,600	33,202
Transfer agent	2,023	1,643
Travel	12,564	56,072
	<u>684,031</u>	<u>360,592</u>
<b>LOSS BEFORE OTHER ITEMS</b>	<u>(684,031)</u>	<u>(360,592)</u>
<b>OTHER ITEMS</b>		
Interest and other income	10,645	82,062
Foreign exchange	(8,743)	56,346
	<u>1,902</u>	<u>138,408</u>
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	(682,129)	(222,184)
<b>DEFICIT - BEGINNING OF PERIOD</b>	<u>(6,728,970)</u>	<u>(3,715,580)</u>
<b>DEFICIT - END OF PERIOD</b>	<u><u>(7,411,099)</u></u>	<u><u>(3,937,764)</u></u>
<b>BASIC AND DILUTED LOSS PER SHARE</b>		
	<u><u>\$(0.02)</u></u>	<u><u>\$(0.01)</u></u>
<b>WEIGHTED AVERAGE NUMBER</b>		
<b>OF COMMON SHARES OUTSTANDING</b>	<u><u>28,891,445</u></u>	<u><u>28,876,623</u></u>

*The accompanying notes and schedule are an integral part of these interim consolidated financial statements.*

**SALAZAR RESOURCES LIMITED**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31**  
*(Unaudited - Prepared by Management)*

	2009 \$	2008 \$
<b>CASH PROVIDED FROM (USED FOR)</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	(682,129)	(222,184)
Adjustments for items not affecting cash		
Amortization	10,612	12,254
Stock-based compensation	<u>240,600</u>	<u>33,202</u>
	(430,917)	(176,728)
Decrease (increase) in amounts receivable	3,179	(18,647)
Increase in prepaid expenses	(25,425)	(195,219)
Increase in short-term investment	(2,012,074)	-
Increase in accounts payable and accrued liabilities	<u>39,989</u>	<u>28,706</u>
	<u>(2,425,248)</u>	<u>(361,888)</u>
<b>INVESTING ACTIVITIES</b>		
Additions to mineral resource interests	(230,856)	(1,498,188)
Additions to capital assets	<u>(1,108)</u>	<u>(18,599)</u>
	<u>(231,964)</u>	<u>(1,516,787)</u>
<b>FINANCING ACTIVITY</b>		
Issuance of common shares	<u>-</u>	<u>85,100</u>
<b>DECREASE IN CASH AND CASH EQUIVALENTS FOR THE PERIOD</b>	(2,657,212)	(1,793,575)
<b>CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD</b>	<u>6,342,493</u>	<u>10,622,621</u>
<b>CASH AND CASH EQUIVALENTS - END OF PERIOD</b>	<u><u>3,685,281</u></u>	<u><u>8,829,046</u></u>
<b>CASH AND CASH EQUIVALENTS COMPRISES:</b>		
Cash	828,022	626,629
Short-term deposits	<u>2,857,259</u>	<u>8,202,417</u>
	<u><u>3,685,281</u></u>	<u><u>8,829,046</u></u>

**SUPPLEMENTAL CASH FLOW INFORMATION** (Note 13)

*The accompanying notes and schedule are an integral part of these interim consolidated financial statements.*

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**1. NATURE AND CONTINUANCE OF OPERATIONS**

The Company's principal business activity is the acquisition, exploration and development of mineral properties in Latin America.

The Company presently has no proven or probable reserves and, on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently the Company considers itself to be an exploration stage company. The amounts shown as mineral property interests represent costs incurred to date, less amounts amortized and/or written off, and do not necessarily represent present or future values. The underlying value of the mineral properties and related deferred costs is entirely dependent on the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to complete development, and upon future profitable production.

On April 18, 2008, Ecuador's Constitutional Assembly passed a Constituent Mandate resolution (the "Mining Mandate"), which provided, among other provisions, for the suspension of mineral exploration activities for 180 days, or until a new Mining Law was approved. In January 2009, the new Mining Law was passed into law. Following the approval of the new Mining Law, the Ministry of Mines and Petroleum will be issuing regulations and procedures to operate under the new law. There is no assurance that these regulations and procedures will not adversely affect the Company's business. Furthermore, the new Mining Law states that each company must negotiate an exploitation contract with the government. This exploitation contract is expected to include, amongst other items, the royalty payable to the government. There is no assurance that the Company will be able to agree on an exploitation contract and royalty rate that will not adversely affect the Company's business. In the event that the regulations and procedures issued by the Ministry of Mines and/or the exploitation contract reached with the government impact the viability of the Company's principal projects, it may be necessary, in the future, to re-evaluate the carrying value of the Company's mineral resource interests. See also Note 14.

These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") applicable to a going concern which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. Accordingly, the financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements.

**2. SIGNIFICANT ACCOUNTING POLICIES**

These interim consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the amounts reported in the interim financial statements and accompanying notes. Actual results could differ from those estimates. These interim consolidated financial statements have, in management's opinion, been properly prepared using careful judgement with reasonable limits of materiality. These interim consolidated financial statements should be read in conjunction with the most recent annual consolidated financial statements. The significant accounting policies follow that of the most recently reported annual financial statements.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

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

***Short-Term Investments***

Short-term investments include money market investments maturing between three months and twelve months from the date of initial investment.

***Adoption of New Accounting Standards***

***Goodwill and Intangible Assets***

The Accounting Standards Board (“AcSB”) issued Section 3064, *Goodwill and Intangible Assets*, which replaces Section 3062, *Goodwill and Other Intangible Assets*, and Section 3450, *Research and Development Costs*. This new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008.

The Company has determined that there is no impact of the above new accounting standards on the Company’s financial position and results of operations.

***Future Accounting Policies***

***Business Combinations, Consolidated Financial Statements and Non-Controlling Interests***

The CICA issued three new accounting standards in January 2009: Section 1582, *Business Combinations*, Section 1601, *Consolidated Financial Statements*, and Section 1602, *Non-Controlling Interests*. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces Section 1581, *Business Combinations*, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standards (“IFRS”) 3, *Business Combinations*. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace Section 1600, *Consolidated Financial Statements*. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS IAS 27, *Consolidated and Separate Financial Statements*, and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

***International Financial Reporting Standards***

In 2006, the AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011, will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**3. SHORT-TERM INVESTMENT**

As at March 31, 2009, the Company held a short-term investment, as follows:

	<b>Fair Value</b> \$
12 month cashable GIC - 1.15% annual interest rate maturing February 10, 2010	<u><u>2,012,074</u></u>

**4. CAPITAL ASSETS**

	<b>March 31, 2009</b> \$	<b>December 31, 2008</b> \$
Office equipment and furniture and computers	126,359	125,251
Vehicles	<u>133,731</u>	<u>133,731</u>
	260,090	258,982
Less accumulated amortization	<u>(103,691)</u>	<u>(93,079)</u>
	<u><u>156,399</u></u>	<u><u>165,903</u></u>

**5. MINERAL RESOURCE INTERESTS**

	<b>March 31, 2009</b>			<b>December 31, 2008</b>		
	<b>Acquisition Costs</b> \$	<b>Deferred Exploration Costs</b> \$	<b>Total</b> \$	<b>Acquisition Costs</b> \$	<b>Deferred Exploration Costs</b> \$	<b>Total</b> \$
Curipamba	1,336,352	4,308,571	5,644,923	1,181,785	4,276,098	5,457,883
Ruminahui	348,335	84,688	433,023	340,443	84,668	425,111
Other	<u>63,862</u>	<u>120,221</u>	<u>184,083</u>	<u>44,314</u>	<u>115,497</u>	<u>159,811</u>
	<u><u>1,748,549</u></u>	<u><u>4,513,480</u></u>	<u><u>6,262,029</u></u>	<u><u>1,566,542</u></u>	<u><u>4,476,263</u></u>	<u><u>6,042,805</u></u>

(a) Curipamba Project

As at March 31, 2009, the Company owns or has a right to acquire a 100% interest in 11 concessions covering approximately 49,327 hectares located in the provinces of Bolivar and Los Rios, Ecuador.

A portion of these concessions were acquired pursuant to an option agreement which requires one additional option payment of US \$500,000 on June 30, 2009. Giving the introduction of the Mining Mandate in Ecuador the Company declared force majeure and has suspended all payments.

(b) Ruminahui Project

As at March 31, 2009, the Company owns or has a right to acquire a 100% interest in two concessions covering approximately 2,910 hectares located in the province of Pichincha, Ecuador.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**5. MINERAL RESOURCE INTERESTS (continued)**

One concession, the Moncayo concession, was acquired pursuant to an option agreement which requires two additional option payments of US \$42,000 payable in September 2008 and March 2009. Giving the introduction of the Mining Mandate in Ecuador the Company declared force majeure and has suspended all payments.

(c) Other

As at March 31, 2009, the Company owns a 100% interest in four concessions covering approximately 9,747 hectares in the province of Morona Santiago, Ecuador.

(d) See also Note 6(c).

**6. SHARE CAPITAL**

Authorized: unlimited number of common shares without par value

	<u>Three Months Ended</u> <u>March 31, 2009</u>		<u>Year Ended</u> <u>December 31, 2008</u>	
	Number of Shares	Amount \$	Number of Shares	Amount \$
Issued:				
Balance, beginning of period	<u>28,891,445</u>	<u>17,029,253</u>	<u>28,825,945</u>	<u>16,931,138</u>
Issued for cash				
Exercise of stock options	-	-	19,000	19,000
Exercise of warrants	-	-	46,500	66,100
Reallocation from contributed surplus on exercise of agent's warrants	-	-	-	6,935
Reallocation from contributed surplus on exercise of stock options	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,080</u>
	<u>-</u>	<u>-</u>	<u>65,500</u>	<u>98,115</u>
Balance, end of period	<u><u>28,891,445</u></u>	<u><u>17,029,253</u></u>	<u><u>28,891,445</u></u>	<u><u>17,029,253</u></u>

(a) A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at March 31, 2009 and 2008, and the changes for the three months ending on those dates is as follows:

	<u>2009</u>		<u>2008</u>	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of period	5,944,427	3.05	6,813,027	2.84
Expired	(2,199,237)	1.50	-	-
Exercised	<u>-</u>	-	<u>(46,500)</u>	1.42
Balance, end of period	<u><u>3,745,190</u></u>	3.97	<u><u>6,766,527</u></u>	2.85

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**6. SHARE CAPITAL** (continued)

The following table summarizes information about the number of common shares reserved pursuant to the Company's warrants outstanding and exercisable at March 31, 2009:

Number	Exercise Price \$	Expiry Date
3,500,000	4.00	May 31, 2009
<u>245,190</u>	3.50	May 31, 2009
<u><u>3,745,190</u></u>		

- (b) As at March 31, 2009, 13,500,000 common shares are held in escrow.
- (c) On March 8, 2007, the Company, completed an agreement (the "Curimining Agreement") whereby the Company purchased all of the issued shares of Curimining. The Company may also be required to issue up to 7,000,000 additional common shares on an earn-out basis. To fully earn these additional shares, a total of 11.2 million ounces of gold in an "indicated category" must be identified on the mineral properties in Ecuador within a period of four years

**7. STOCK OPTIONS AND STOCK-BASED COMPENSATION**

- (a) The Company has established a rolling stock option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the stock options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSX Venture Exchange. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of five years.

During the three months ended March 31, 2009, the Company granted 690,000 (2008 - nil) stock options to its directors, employees and consultants and recorded compensation expense of \$240,600 (2008 - \$nil).

During the three months ended March 31, 2008, the Company recorded compensation expense of \$33,202 on the vesting of stock options.

The fair value of stock options granted and vested during the three months ended March 31, 2009 and 2008 is estimated using the Black-Scholes option pricing model using the following assumptions:

	March 31, 2009	March 31, 2008
Risk-free interest rate	1.81%	3.19%
Estimated volatility	121%	88%
Expected life	3 years	2 years
Expected dividend yield	0%	0%
Estimated forfeiture rate	0%	0%

The weighted average fair value of all stock options granted during the three months ended March 31, 2009, to the Company's directors, employees and consultants was \$0.35 (2008 - \$nil) per option.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**7. STOCK OPTIONS AND STOCK-BASED COMPENSATION** (continued)

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

- (b) A summary of the Company's stock options at March 31, 2009 and 2008, and the changes for the three months ending on those dates, is as follows:

	March 31, 2009		March 31, 2008	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	2,196,100	1.54	2,490,100	1.65
Granted	690,000	0.36	-	-
Expired	(13,000)	2.54	-	-
Exercised	-	-	(19,000)	1.00
Balance, end of period	<u>2,873,100</u>	1.25	<u>2,471,100</u>	1.71

The following table summarizes information about the stock options outstanding and exercisable at March 31, 2009:

Number Outstanding	Number Exercisable	Exercise Price \$	Expiry Date
1,054,000	1,054,000	1.00	February 26, 2010
160,000	160,000	1.00	February 28, 2010
32,000	32,000	1.00	March 12, 2010
100,000	100,000	1.00	May 2, 2010
587,100	506,050	3.00	September 6, 2010
250,000	250,000	1.00	April 11, 2011
675,000	675,000	0.36	March 11, 2012
<u>15,000</u>	<u>15,000</u>	0.36	March 18, 2012
<u>2,873,100</u>	<u>2,792,050</u>		

See also Note 14.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**8. CONTRIBUTED SURPLUS**

The Company's contributed surplus for the three months ended March 31, 2009 and 2008 is comprised of the following:

	<b>March 31, 2009</b>	<b>March 31, 2008</b>
	<b>\$</b>	<b>\$</b>
Balance, beginning of period	2,210,051	1,807,543
Stock-based compensation (Note 7)	240,600	33,202
Stock options exercised	-	(6,080)
Agent's warrants exercised	-	(6,935)
	<u>2,450,651</u>	<u>1,827,730</u>
Balance, end of period	<u>2,450,651</u>	<u>1,827,730</u>

**9. RELATED PARTY TRANSACTIONS**

During the three month ended March 31, 2009 and 2008 the Company was billed by certain directors and private corporations owned by directors of the Company, as follows:

	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>
Accounting, administration and management	17,023	14,256
Professional fees	9,455	9,014
Rent	1,002	1,002
	<u>27,480</u>	<u>24,272</u>
Mineral resource exploration expenditures	<u>4,358</u>	<u>278,400</u>

The above transactions have been recorded at the exchange amounts agreed to by the related parties and the Company. As at March 31, 2009, accounts payable and accrued liabilities include \$6,128 (2008 - \$100,625) due to the related parties.

**10. SEGMENTED INFORMATION**

The Company operates in one industry segment, the exploration and development of unproven mineral resource interests. As at March 31, 2009, the Company's mineral resource interests are located in Ecuador and its corporate assets, comprising mainly of cash, are located in Canada. The Company also maintains a bank account in Colombia.

	<b>March 31, 2009</b>			
	<b>Corporate Canada</b>	<b>Mineral Operations Ecuador</b>	<b>Other</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Current assets	5,592,854	200,727	11,000	5,804,581
Capital assets	-	156,399	-	156,399
Unproven mineral resource interests	-	6,262,029	-	6,262,029
	<u>5,592,854</u>	<u>6,619,155</u>	<u>11,000</u>	<u>12,223,009</u>

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**10. SEGMENTED INFORMATION** (continued)

	December 31, 2008			
	Corporate Canada \$	Mineral Operations Ecuador \$	Other \$	Total \$
Current assets	6,320,301	74,111	33,061	6,427,473
Capital assets	-	165,903	-	165,903
Unproven mineral resource interests	-	6,042,805	-	6,042,805
	6,320,301	6,282,819	33,061	12,636,181

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

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

*Credit Risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is remote because these receivables are due primarily from a government agency and various advances receivable.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position.

*Market risk*

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

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents bear floating rates of interest. The interest rate risk on cash and cash equivalents and on the Company's obligations are not considered significant.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT** (continued)

(b) Foreign Currency Risk

The Company's significant subsidiary is located in Ecuador which has adopted the US Dollars as its currency. The Company also maintains cash deposits in US Dollars with its Canadian bank. As such, the fluctuation of the Canadian Dollar in relation to the US Dollar will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks. At March 31, 2009, 1 Canadian Dollar was equal to 0.79 US Dollar.

Balances in US Dollar currencies are as follows:

	<b>US Dollars</b>
Cash	591,793
Amount receivable	48,301
Accounts payable and accrued liabilities	<u>(63,067)</u>
	<u><u>577,027</u></u>

Based on the net exposures as of March 31, 2009 and assuming that all other variables remain constant, a 10% depreciation on the Canadian Dollar against the US Dollar would be insignificant to the Company's net earnings.

(c) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

**12. CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital, cash equivalents and short-term investments. The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2009**  
*(Unaudited - Prepared by Management)*

**13. SUPPLEMENTAL CASH FLOW INFORMATION**

During the three months ended March 31, 2009 and 2008 non-cash activities were conducted by the Company as follows:

	<b>March 31, 2009 \$</b>	<b>March 31, 2008 \$</b>
Operating activity		
Increase in accounts payable and accrued liabilities	<u>79,477</u>	<u>392,347</u>
Investing activity		
Additions to mineral property interests	<u>(79,477)</u>	<u>(392,347)</u>
Financing activities		
Contributed surplus	-	(13,015)
Common shares issued for non-cash consideration	<u>-</u>	<u>13,015</u>
	<u>-</u>	<u>-</u>

**14. SUBSEQUENT EVENTS**

Subsequent to March 31, 2009 the Company:

- (i) amended the exercise prices of 763,100 existing stock options granted to employees and consultants, with original exercise prices ranging from \$1.00 to \$3.00 per share, to an amended price of \$0.36 per share; and
- (ii) received approval from Ecuador's Minister of Mines and Petroleum to resume field operations on its properties in Ecuador subject to updating its Environmental Impact Reports and obtaining approval from the Ecuadorian National Secretariat of Water. The Company is following up on both conditions precedent.

**SALAZAR RESOURCES LIMITED**  
**INTERIM CONSOLIDATED SCHEDULE OF MINERAL RESOURCE INTERESTS**

	<u>Three Months Ended March 31, 2009</u>				<u>Year Ended December 31, 2008</u>
	<u>Curipamba \$</u>	<u>Ruminahui \$</u>	<u>Other \$</u>	<u>Total \$</u>	<u>Total \$</u>
<b>BALANCE -</b>					
<b>BEGINNING OF PERIOD</b>	<u>5,457,883</u>	<u>425,111</u>	<u>159,811</u>	<u>6,042,805</u>	<u>4,528,203</u>
<b>EXPENDITURES DURING THE YEAR</b>					
<b>EXPLORATION COSTS</b>					
Assays	-	-	-	-	261,170
Camp costs	3,425	-	-	3,425	128,000
Camp supervision and personnel	14,006	-	-	14,006	582,878
Drilling	-	-	-	-	602,563
Environmental studies	-	-	-	-	38,252
Exploration site	15,042	20	4,724	19,786	191,438
Geological	-	-	-	-	111,760
Geophysics	-	-	-	-	39,322
Supplies	-	-	-	-	46,593
Travel and mobilization	-	-	-	-	126,381
	<u>32,473</u>	<u>20</u>	<u>4,724</u>	<u>37,217</u>	<u>2,128,357</u>
<b>ACQUISITION COSTS</b>					
Concession payments	-	-	-	-	72,785
Patents	154,567	7,892	19,548	182,007	169,790
	<u>154,567</u>	<u>7,892</u>	<u>19,548</u>	<u>182,007</u>	<u>242,575</u>
	<u>187,040</u>	<u>7,912</u>	<u>24,272</u>	<u>219,224</u>	<u>2,370,932</u>
<b>BALANCE BEFORE WRITE-OFF</b>	<u>5,644,923</u>	<u>433,023</u>	<u>184,083</u>	<u>6,262,029</u>	<u>6,899,135</u>
<b>LESS WRITE-OFF</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(856,330)</u>
<b>BALANCE - END OF PERIOD</b>	<u><u>5,644,923</u></u>	<u><u>433,023</u></u>	<u><u>184,083</u></u>	<u><u>6,262,029</u></u>	<u><u>6,042,805</u></u>