



Freedom of Information and Protection of Privacy Act: The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6729), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia 1-800-373-6393.

INCORPORATED AS PART OF:

Schedule A

 X
Schedules B and C

ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT YY/MM/DD
Goldrea Resources Corp.	July 31, 2003	2003-12-16

ISSUER'S ADDRESS

#2A – 15782 Marine Drive

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
White Rock	BC	V4B 1E6	(604) 531-9634	(604) 531-9639
CONTACT PERSON		CONTACT'S POSITION		CONTACT TELEPHONE NO.
Teresa Piorun		Executive Administrator		(604) 531-9639
CONTACT EMAIL ADDRESS			WEB SITE ADDRESS	
Info@goldrea.com			WWW.goldrea.com	

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.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Larry W. Reaugh"	Larry W. Reaugh	2003-12-16
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"John Chapman"	John Chapman	2003-12-16

GOLDREA RESOURCES CORP.
SCHEDULE B: SUPPLEMENTARY INFORMATION
For the Quarter Ended July 31, 2003

1. **Analysis of expenses and deferred costs**

General and Administrative expenses totalled \$88,638 for the quarter and \$412,018 for the year to date, and are detailed in the “*Consolidated Statements of Operations and Deficit*”.

Deferred exploration and development expenditures totalled \$23,005 during the quarter, and \$287,931 for the twelve-months, which includes 254,000 shares issued for deemed proceeds of \$72,800 for property acquisitions. A breakdown of these expenditures and write-offs are detailed on the “*Consolidated Statements of Mineral Property Costs*” as at July 31, 2003.

2. **Related Party Transactions**

Aggregate amount of expenditures made to parties not at arm’s length: The Company’s President charged \$42,000 for management fees during the twelve-month period. Also during the period, a company owned by a director was paid \$14,765 for accounting fees, and an officer and a director was paid a total of \$16,350 for consulting fees.

3. **Securities Issued and Options Granted**

a) Summary of securities issued during the period:

<u>Date of Issue</u>	<u>Units</u>	<u>Security</u>	<u>Type of Issuance</u>	<u>Price</u>	<u>Consideration</u>	<u>Proceeds</u>
Aug. 23/02	99,000	Common	For Property	\$0.30	Property	\$ 29,700
Oct. 2/02	100,000	Common	For Property	\$0.31	Property	\$ 31,000
			Private Placement – Flow			
Oct. 17/02	248,000	Common	Through	\$0.30	Cash	\$ 74,400
Dec 12/02	50,000	Common	For Warrants	\$0.10	Cash	\$ 5,000
			Private			
Dec 12/02	207,000	Common	Placement	\$0.27	Cash	\$ 55,890
Dec. 13/02	50,000	Common	For Warrants	\$0.10	Cash	\$ 5,000
			Private			
Dec 31/02	2,000,000	Common	Placement*	\$0.20	Cash	\$ 371,458
			Agent’s			
Dec 31/02	100,000	Common	Shares	\$0.20	Commission	\$ Nil
Jan 13/03	58,823	Common	For Warrants	\$0.22	Cash	\$ 12,941
			Private			
Jan 13/03	110,000	Common	Placement	\$0.25	Cash	\$ 27,500
			Private			
Jan. 13/03	155,580	Common	Placement	\$0.20	Cash	\$ 31,116
			Private			
Jan. 13/03	565,000	Common	Placement	\$0.25	Cash	\$ 141,250
Feb 17/03	50,000	Common	For Warrants	\$0.10	Cash	\$ 5,000
Mar 1/03	25,000	Common	For Warrants	\$0.10	Cash	\$ 2,500
Mar 18/03	75,000	Common	For Warrants	\$0.10	Cash	\$ 7,500
May 22/03	55,000	Common	For Property	\$0.22	Property	\$ 12,100

*net of costs of \$28,542

b) Summary of options granted during the period:

<u>Issued to:</u>	<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
W. Pfaffenberger	20,000	\$0.31	10-Jan-08
L.W. Reaugh	20,000	\$0.31	10-Jan-08
D. Madill	20,000	\$0.31	10-Jan-08
T. Piorun	20,000	\$0.31	10-Jan-08
J. Chapman	20,000	\$0.31	10-Jan-08
H. Squair	30,000	\$0.31	10-Jan-08
P. Rook-Green	30,000	\$0.31	10-Jan-08
Employees/Consultants	220,000	\$0.31	10-Jan-08

GOLDREA RESOURCES CORP.
SCHEDULE B: SUPPLEMENTARY INFORMATION
For the Quarter Ended July 31, 2003

4. **Share Capital as at the end of the quarter**

- a) Authorized share capital: 100,000,000 common shares without par value
- b) Shares issued and outstanding: 10,179,964 common shares

c) Summary of options, warrants and convertible securities outstanding:

<i><u>Description</u></i>	<i><u>Number</u></i>	<i><u>Exercise Price</u></i>	<i><u>Expiry Date</u></i>
Options	352,000	\$0.31	May 24, 2007
Options	380,000	\$0.31	Jan 10, 2008
Warrants	49,000	\$1.20	August 29, 2003
Warrants	250,000	\$0.12	April 19, 2004
Warrants	1,417,937	\$0.25	June 4, 2004
Warrants	248,000	\$0.30/\$0.35	Oct. 17, 2003/2004
Warrants	207,000	\$0.27/\$0.31	Dec. 12, 2003/04
Warrants	2,480,000	\$0.24	June 30, 2004
Warrants	155,580	\$0.25	January 12, 2005
Warrants	675,000	\$0.30	January 13, 2005

⁽¹⁾ Expired unexercised subsequent to the year-end

- d) Number of common shares held in escrow: Nil
Number of common shares subject to pooling: Nil

5. **Directors and Officers as at December 16, 2003:**

Larry Reaugh - President & C.E.O., and Director
John Chapman – Director
Hugh Squair – Director
Peter G. Rook-Green – Chief Financial Officer

William Pfaffenberger – Director
David Madill – Director
Ed Lee – Director
Teresa Piorun – Corporate Secretary

DESCRIPTION OF BUSINESS

The Company is engaged in the business of exploring, acquiring, and if warranted, developing mining properties and placing such properties into production. The Company currently holds interests in resource properties in Canada and intends to seek and acquire additional properties worthy of exploration and development.

DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

During the twelve-month period ended July 31, 2003 the Company incurred a net loss of \$436,321 or \$0.05 per share. General and Administrative expenses totalled \$412,018 for the twelve-months. Exploration expenditures, net of recoveries and option proceeds, amounted to \$23,005 for the three months and \$287,931 for the twelve-months which includes \$72,800 for 254,000 shares issued for property acquisitions.

In the current quarter, the Company recorded a loss of \$80,978 compared to \$136,549 for the quarter ended April 30, 2003. Administrative expenses were \$88,638 for the current quarter compared to \$104,580 for the prior quarter, a decrease of \$15,942. Advertising and promotion was down by \$24,022, largely due to the expiry of an investor relations contract with NCM management. Seminars and conference expenses were down by \$395, compared to the previous quarter. Professional fees decreased \$2,390, for the current quarter. Consulting fees as at July 31, 2003 include \$45,627 in stock based compensation for stock options granted during the quarter. For the quarter to July 2003 consulting fees were \$56,643 or \$11,016 excluding the stock based compensation. This compared to the prior quarter of \$32,735. The company had more staff in the prior quarter, compared to the current quarter, resulting in the decrease of consulting fees.

During the twelve month period, the Company closed five non brokered private placements consisting of a total of 1,285,580 units for total proceeds of \$330,156. Each unit consisted of one common share and one share purchase warrant. The share purchase warrants entitle the holder to purchase an additional common share of the Company for prices ranging from \$0.24 - \$0.30 per share expiring from August 2003 to January 2005.

The Company also closed a brokered private placement of two million units at a price of \$0.20 per unit. Each unit consisted of one common share and one share purchase warrant. Each warrant entitles the holder to acquire an additional common share for \$0.24 per share for a period of 18 months. The broker received an 8% commission and also received agent's warrants, equal to 20 percent of the units placed, exercisable at \$0.24 for 18 months. The broker also received a \$12,500 administration fee, commissions of \$16,000 cash and 80,000 units, and corporate finance fee of 20,000 shares.

Shares that were not fully paid for were issued, in error, to one individual; as a result \$25,000 was owing to the Company as at July 31, 2003. Subsequent to July 31, 2003 \$15,000 has been received. The Company is taking steps to recover the remaining \$10,000. It is not the Company's practice to issue shares when payment has not been received, and the Company will ensure that in future this does not occur.

The Company had working capital of \$130,012 at July 31, 2003.

During the prior fiscal year, the Company consolidated its share capital on a one for ten basis. As part of the Company's reorganization the Company also changed its name to "Goldrea Resources Corp."

RELATED PARTY TRANSACTIONS

Aggregate amount of expenditures made to parties not at arm's length: The Company's President charged \$42,000 for management fees during the twelve-month period. Also during the period, a company owned by a director was paid \$14,765 for accounting fees, and an officer and a director were paid a total of \$16,350 for consulting fees.

INVESTOR RELATIONS ACTIVITIES

During the prior year, the Company retained NCM Management Inc. to provide the Company with financial media and investor relations for twelve (12) months. This arrangement expired in April 2003. Currently the Company has no third party investor relations arrangements or contracts.

OPERATIONS

The Company's interests are mainly in British Columbia. Mineral prospects focus on molybdenum, base metals, platinum, palladium, silver and gold as the major metals of interest. Because of lackluster interest in mineral exploration and in particular for exploration in BC the prospects have remained, for the most part, inactive during the past three years.

OPERATIONS, continued

Eskay Creek/BX Property (Bob Quinn Lake, BC)

The Company acquired by staking an interest in 32 gold claims located in the Liard Mining Division in British Columbia.

Through October 2002, approximately \$150,000 was expended on staking, mapping, rock and soil sampling and 645 feet of diamond drilling in nine holes. The property was increased from 1750 acres to 10,300 acres by staking additional showings at the existing claims. The results of the diamond drilling were inconclusive, as most of the drill holes did not penetrate through the leached out oxide zones on the property.

The Company entered into an agreement with Amador Gold Corp. (formerly Parkside 2000 Resources) ("Amador"), for Amador to explore and develop the 36 unit, BX 1-2 claims, located in the Liard mining division, 48 kilometres southwest of Bob Quinn Lake, B.C. The property is situated approximately midway between the Snip and Eskay Creek mines, and is bordered on the west by Snippaker Creek. The claims are 100% owned by the Company. Past exploration consisting of extensive geophysics, geochemistry, geological mapping and trenching was carried out by various major and junior mining companies from 1963 to 1995.

Under the terms of the agreement, Amador may earn a 50% interest over a five-year option period. To earn the 50% interest, Amador must make total payments of \$100,000, issue 450,000 shares and expend \$1,100,000 on the property.

During the nine-month period, the Company received 50,000 shares of Amador and recorded them at the market value on the date of issuance (\$5,500).

Amador decided not to make the cash and share payments due in May 2003, and as such was in default and notified the Company that it was terminating the agreement effective immediately. Amador will retain its 10-per-cent interest, earned as a result of exploration expenditures.

Subject to regulatory approval, the Company and Golden Chalice Resources Inc. (*Formerly International Chalice Resources Inc.*) ("Chalice") (an arm's length company) have entered into an option agreement for Chalice to explore and develop the BX 1-9 and BX 10 claims, held by the Company. Under the terms of the agreement, Chalice may earn a 40% interest over a four year option period by making total cash payments of \$90,000, issuing a total of 400,000 shares and completing a total work program of \$950,000.

In 2003, a program of diamond drilling, hand trenching and soil sampling was completed on the property. Rock chip samples taken in the Ernie Creek canyon and Alpine Grid over a strike length of 500 metres revealed significant gold mineralization. A total of 508.7 metres of core drilling was carried out in three drill holes directed at Ernie Creek gold-bearing quartz veins. Two drill holes failed to intersect significant gold-bearing mineralization. The third hole intersected a quartz-pyrite mineral zone which returned values for Cu, Ag, and Au over a 3.3 metre width. Geological mapping and sampling was performed near the mouth of Ernie Creek, which revealed a zone of pyrite-chalcopyrite mineralization over 100metres in width.

Howell and Crowsnest Projects (Fort Steele Mining Division, near Fernie, BC)

Eastfield Resources Corp. ("Eastfield") and the Company entered into an option agreement for the Company to explore and develop the Crowsnest and Howell gold projects located in the Fort Steele Mining Division, 50 kilometres south of Fernie, in southeastern British Columbia. The two properties encompass 267 claim units (15,900 acres) and are essentially contiguous. They are 100% owned by Eastfield subject to separate underlying agreements: Crowsnest from an agreement with a private corporation and Howell from an agreement with Placer Dome Limited and Teck Cominco Mines Limited.

Both the Crowsnest and Howell properties cover extensive gold anomalies related to cretaceous syenite intrusive bodies occurring in Paleozoic sediments (largely limestone).

Under the terms of the option, the Company may earn a 55% interest in one or both of the properties.

The five-year option conveys rights on both properties for the first two years in return for payments of \$35,000; issuance of 140,000 shares, and work commitments totalling \$300,000; and then allows the Company to continue with one or both properties at its discretion. To earn a 55% interest in either Crowsnest or Howell, the Company must make total payments of a further \$100,000; make further share issuances of 200,000 shares and make additional work commitments of \$1,100,000 over the next three years of the agreement term. In total, To earn a 55% interest on both properties, the Company must make total payments of \$235,000, total issuances of 540,000 shares and total work commitments of \$2,500,000 over the term. The initial share issuance of 90,000 shares occurred during the period and a first year work commitment of \$150,000 has been set. The Company is also responsible for a finder's fee equal to 10% of the first two-year's property payments and exploration expenditures. (9,000 shares issued during the period)

OPERATIONS, continued

Howell and Crowsnest Projects (Fort Steele Mining Division, near Fernie, BC), continued

On the Howell project expenditures to October, 2002 were approximately \$100,000. Positive results were obtained on the second phase exploration

program entailing, airborne geophysics and a three-hole diamond drilling program. From the three holes drilled two returned assays of .85 grams gold per ton over 100 and 168 ft which includes 90 feet in excess of 1.0 gr/ton gold.

On the Crowsnest Property, The Company was successful in locating the alteration zone during the building of the drill road where Drill Hole No. 3 cut in excess of 100 feet of intense alteration in limestone and syenites. The zone proved to be intermittently mineralized with gold (1.0-2.0 gr/ton) but failed to encounter grades similar to the trench. Additional drilling has tentatively identified a strike of 305° for the zone. Much more ground work will have to be conducted in order to establish drill sites along the zone with the major target being to identify areas of bonanza type gold similar to the trench along the zone.

In October, it was announced that a five-hole diamond drilling program had been completed on the Crowsnest Gold property. High grade gold was located in both the trench (up to 350.7 g/t gold) and the 2.5 km boulder train south east of the trench (up to 620 g/t gold). Assay results are expected shortly. The drill has been moved to the Howell property located approximately 9 km to the northwest. Drilling has been initiated and will test a mineralized area containing mineralized drill holes.

Due to an internal error on the recording date for assessment work on the Company's joint ventured Crowsnest claims, the claims expired and were open for staking. The claims were subsequently staked by Commerce Resources. The Company was successful in renegotiating the acquisition (subject to regulatory approval) of the claims for \$30,000 cash and 400,000 shares of the Company.

Dobbin Palladium-Platinum Prospect (White Rock Mountain, BC)

The Company conducted additional trenching and sampling on the Dobbin property which is located at Tadpole Lake near White Rock Mountain just west of Kelowna, B.C. Three additional trenching samples on the Kenny 2000 breccia zone returned results for Platinum of 0.12 to 0.335 g/t; Palladium of 0.064 to 0.282 g/t, and Copper of 0.100 to 0.154 %, over widths of three metres. Additional work such as detailed mapping and sampling is planned to extend the strike length of the new discovered well-mineralized Kenny zone.

In November, 2003, the Company announced that a two-hole drilling program had been completed on the property. The holes were drilled 50 metres apart in the north end of a well-mineralized breccia pipe containing 5-15% sulphides.

Platinum and palladium prices remain high as the uncertainty of supply from the traditional sources (Russia) continues to overshadow the markets. The Dobbin property is a significant new discovery of platinum-palladium mineralization in British Columbia.

Ungava Claims

The Company map-staked a 27-unit claim block (1,116 hectares) in the Ungava region of Northern Quebec. Company director Dr. Hugh Squair has recommended a two phase exploration program of airborne magnetometer surveys, surface prospecting, ground geophysics and 300 metres of drilling at a cost of approximately \$100,000.

Goldchain Claims, Mojave County, Arizona, U.S.A.

The Company entered into an agreement with two individuals to purchase the Goldchain group of eight claims located in Mojave County, Arizona. Under the terms of the agreement the Company has purchased a 100% interest in the property for \$5,000 and issuance of 100,000 shares to the two individuals. A limited exploration program is planned to go forward by mid-January.

Pine Tree - Josephine Property, Mariposa, California, U.S.A.

During March 2003, the Company entered into an agreement with an arms length company in California to purchase approximately 3,350 acres located 15 miles north of Mariposa, California. The property has all surface and mineral rights incorporated in the title and contains the Pine Tree - Josephine Gold open-pit deposits.

New regulations in California require "mining companies to refill new open-pit metal mines and flatten mine waste piles back to nearly the natural landscape." This new law could severely hamper the economics of the property. The company conducted due diligence to determine the effects of these new regulations.

OPERATIONS, *continued*

Pine Tree - Josephine Property, Mariposa, California, U.S.A.

In the opinion of management, the recent regulations enacted by the State of California have virtually curtailed future open pit mining within the State. As a result, subsequent to the period, the Company terminated its option on the property. All costs related to the due diligence were written off. During the current quarter, the company received US\$10,000 from the vendor as a 100% refund of the acquisition costs.

SUBSEQUENT EVENTS

Subsequent to July 31, 2003 the Company:

- a) Entered into a letter of intent to enter into an agreement with MCS Pioneer Holdings Ltd. ("MCS") to acquire their joint venture interest in a 65,000 hectares exploration license surrounding the open-pit Shandong Daye Gold Mine in Shandong province, China. The terms of the agreement for a 100% of the "MCS" interest are the issuance of 5,000,000 shares and a work commitment of C\$1,000,000 over four years. The Company will earn a 75% interest in the property upon completing the above expenditures at which time Shandong Daye will have the option of contributing 25% of the going forward expenditures or dilute to a 10% net profit interest.

The Company will enter into the final joint-venture agreement on or before December 31, 2003. A finder's fee will apply to this transaction. This transaction is subject to the approval of regulatory authorities.

- b) Granted 290,000 incentive stock options to employees and directors of the Company. These options will be exercisable for a period of five years commencing September 2, 2003 at \$0.17 per share, subject to regulatory approval.
- c) Granted 985,000 incentive stock options to purchase shares for a period of five years commencing December 12, 2003 at \$0.25 per share, subject to regulatory approval.
- d) Appointed Mr. Ed. Lee a director of the Company.

LIQUIDITY AND SOLVENCY

Cash flow from operations for the three months ending July 31, 2003, after allowing for changes in non-capital working items was a use of funds of \$43,557, compared to a use of funds of \$91,246 in the previous quarter. Cash flows from investing activities were a source of funds of \$40,413 for the current quarter, compared to a use of funds of \$67,535 for the April quarter, and cash flows from financing activities was cash flows of \$35,015 for the current quarter, compared a use of funds of \$13,583 for the previous quarter. At July 31, 2003, the company's cash position was \$133,677, compared to \$66,993 at July 31, 2002.

The financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and although it currently has working capital of \$130,012, will require further funding to continue its operations in future. The ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to raise adequate financing.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheet.