

**British Columbia Securities Commission  
 QUARTERLY AND YEAR END REPORT  
 BC FORM 51-901F**

Incorporated as part of:

       Schedule A  
  X   Schedule B & C

<b>ISSUER DETAILS</b> NAME OF ISSUER	<b>FOR QUARTER ENDED</b>	<b>DATE OF REPORT</b> Y    M    D
MBA GOLD CORP.	October 31, 2003	03    12    23

**ISSUER'S ADDRESS**

847 Hamilton Street

<b>CITY</b>	<b>PROVINCE</b>	<b>POSTAL CODE</b>	<b>ISSUER FAX NO.</b>	<b>ISSUER TELEPHONE NO.</b>
Vancouver	BC	V6B 2R7	(604) 707-0378	(604) 707-0373

<b>CONTACT PERSON</b>	<b>CONTACT'S POSITION</b>	<b>CONTACT TELEPHONE NO</b>
Cameron White	Director	(604) 707-0373

**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.

<b>DIRECTOR'S SIGNATURE</b>	<b>PRINT FULL NAME</b>	<b>DATE SIGNED</b> Y    M    D
"CAMERON WHITE"	Cameron White	03    12    23
<b>DIRECTOR'S SIGNATURE</b>	<b>PRINT FULL NAME</b>	<b>DATE SIGNED</b> Y    M    D
"STEPHEN G. CHEIKES"	Stephen G. Cheikes	03    12    23

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**SCHEDULE B: SUPPLEMENTARY INFORMATION**  
**FOR THE NINE MONTHS ENDED OCTOBER 31, 2003**

1. Analysis of expenses

Office expense:

• Bank charges	\$ 1,289
• Printing and mailing	16,430
• Office and miscellaneous	30,465
• Telephone	4,823
• Travel and entertainment	<u>12,412</u>
	<u>\$65,419</u>

Deferred exploration costs:

• Accommodation and travel	\$ 79,466
• Consulting	373,562
• Drilling	93,000
• Engineering	11,380
• Finder's fee	65,000
• Laboratory analysis	9,906
• Legal	18,729
• Office and miscellaneous	2,851
• Property payments	29,848
• Repairs and maintenance	29,617
• Road construction	<u>88,256</u>
	<u>\$ 801,615</u>

2. Related party transactions

• Consulting	<u>\$30,100</u>
• Consulting capitalized as deferred exploration Costs	<u>\$95,500</u>

3. Summary of securities issued and options granted during the period

(a) Securities issued during the period:

Issue Date	Type	Type of Issue	Number	Price Per Security	Total Proceeds	Consideration
August 2003	Common	Exercise of warrants	11,500	\$0.50	\$5,750	Cash

(b) Summary of options granted during the period:

Date	Number	Name of Optionee	Exercise Price	Expiry Date
August 6, 2003	100,000	Peter Guest	\$0.55	August 6, 2008
August 6, 2003	100,000	Cameron White	\$0.55	August 6, 2003
August 6, 2003	150,000	Stephen Cheikes	\$0.55	August 6, 2003

Date	Number	Name of Optionee	Exercise Price	Expiry Date
August 6, 2003	50,000	Kenneth Stroud	\$0.55	August 6, 2003
August 6, 2003	50,000	Timothy Gamble	\$0.55	August 6, 2003
August 6, 2003	10,000	Jesus de la Cruz	\$0.55	August 6, 2003
August 6, 2003	10,000	Fern Roa	\$0.55	August 6, 2003

4. Summary of securities as at the end of the quarter

(a) Authorized capital:

Class	Par Value	Number
Common	No par value	Unlimited

(b) Issued and outstanding capital:

Number	Amount
10,696,750	\$9,819,052

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

Security	Number	Exercise Price	Expiry Date
Options	600,000	\$0.15	June 3, 2007
Warrants	2,400,000	\$0.105	May 22, 2004
Warrants	1,763,500	\$0.50	June 24, 2004

(d) Number of shares in escrow or pool at end of year:

- 25,252 – escrow
- Nil – pool

5. List of directors and officers

- Cameron White, Director, President and Chief Executive Officer
- Stephen G. Cheikes, Director and Secretary
- Kenneth Stroud, Director

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**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

**Description of Business-** MBA Gold Corp. (the “Company or “MBA”) is a precious metals mining company whose strategy is to acquire a portfolio of resource properties that have indicated mineral resources and require further exploration or development work. MBA will add value to these projects by providing capital, exploration expertise and where justified, development and production planning. The World Beater gold property (see description below) is the first project undertaken by MBA in furtherance of this strategy.

**Discussion of Operations and Financial Condition**

During the first half of fiscal 2004, MBA achieved a number of major milestones resulting in the re-activation and financing of the Company, as well as the completion of the Company’s transition to a precious metals mining company.

**Financing** – In April 2003, the Company appointed Bolder Investment Partners, Ltd. (“Bolder”) to conduct an equity offering on behalf of the Company. On June 30, 2003 the Company completed the offering of 3,000,000 Units at a price of \$0.425 per Unit to raise total proceeds of \$1,275,000 before commissions and selling expenses. Each Unit was comprised of one common share of the Company and one-half of a non-transferable share purchase warrant (collectively the “Warrants”). Each whole Warrant will entitle the holder to purchase one additional common share at a price of \$0.50 per share until June 24<sup>th</sup>, 2004. Bolder received a commission of 6% and was issued 50,000 Units as a corporate finance fee. In addition, Bolder was issued 250,000 broker warrants exercisable to purchase common shares at a price of \$0.50 per share for one year. Net proceeds of the Offering will be used to carry out Stage 1 of the exploration and development work program recommended for the Company’s World Beater gold property.

All share numbers and per share dollar amounts have been retroactively adjusted to give effect to a 2 for 1 sub-division (split) of the Company’s share capital completed July 16, 2003. (See below)

**Capital Reorganization and Name Change** – Effective July 16<sup>th</sup>, 2003, the Company completed a sub-division (split) of its share capital on a 2 for 1 basis, and a change of the Company’s name to “MBA Gold Corp”. The purpose of the stock split was to foster increased liquidity for the Company’s shares and ultimately to enhance shareholder value. The new name, MBA Gold Corp. more accurately reflects the Company’s current business activities.

**World Beater Exploration** - Immediately following the completion of the Bolder financing, the Company initiated Stage 1 of the exploration program recommended for the World Beater gold property by Steve Ristorcelli P. Geo. of Mine Development Associates (“MDA”) in his report dated February 4, 2003. Mr. Ristorcelli’s report was prepared in accordance with NI 43-101 and can be viewed at the Company’s web page at [www.mbagold.com](http://www.mbagold.com). The World Beater exploration program continued through the 3<sup>rd</sup> quarter and was completed in November 2003. The program included a reverse circulation drilling program of approximately 8000feet in 29 drill holes. The purpose of the drill program was to expand the size of the existing World Beater gold resource and to upgrade certain areas of the deposit from an indicated and inferred category to a measured category. The most significant of the assays results returned from the 2003 drill program are summarized in news releases issued by the Company on October 20, November 3, November 17 and December 9, 2003. These news releases can be viewed in their entirety at the Company’s web site [www.mbagold.com](http://www.mbagold.com) or at the Company’s web page at [www.sedar.com](http://www.sedar.com).

The World Beater gold property is located in the Panamint Ranges, near Ballarat, Inyo County California. The property consists of 94 unpatented mining claims and 11 patented claims covering approximately 800 Ha. The property lies approximately 10 kilometers northeast of the Canyon Resource’s Briggs Mine Operation and is accessed by 10 kilometers of road extending east from Ballarat. Historic production is reportedly 25,000

ounces of gold from the Radcliffe and Worldbeater zones of the property in the period between 1896 and 1908 at average gold grades of approximately 1 ounce per ton.

The Company can earn up to an 80% interest in the World Beater Gold Property from Compass Minerals NL of NSW, Australia ("Compass"). The Company can earn a 30% interest by carrying out an exploration program of at least US\$500,000 by November 5, 2003. The Company can earn a further 30% interest by completing a pre-feasibility study on the property by March 31, 2004. Compass could then retain the remaining 40% interest as a joint venture partner if Compass elects to contribute to the cost of a bankable feasibility study on the property. Otherwise, Compass' interest will be converted to a 20% carried interest, thereby increasing the Company's interest to 80%. The Company posted a US\$90,000 letter of credit to partially secure a US\$138,000 reclamation bond with Inyo County and the Bureau of Land Management.

The Company has agreed to issue up to 200,000 shares to Compass upon completion of the pre-feasibility study and a further 200,000 shares upon the commencement of commercial production. MBA issued 200,000 shares as a finder's fee in connection with the World Beater acquisition.

### **Management and Consulting**

By a Facilities and Services Contract dated February 1, 2002 between the Company and Koele Capital Corporation ("Koele"), a company controlled by W.D. Cameron White, the Chairman of the Board and Corporate Secretary of the Company, the Company engaged Koele to provide general office facilities and administrative services to the Company. Koele currently receives a fee of \$5,000 (plus GST) per month, as well as reimbursement of out-of-pocket expenses.

Pursuant to a consulting agreement dated June 1, 2002 as amended, Dr. Peter Guest, President and CEO of the Company received consulting fees of \$4,000 per month for the months of June and July 2002, \$5,000 per month for the period August to October 2002 and \$7,000 per month thereafter. Dr. Guest will from time to time receive additional compensation in the form of engineering consulting fees. It is anticipated that Dr. Guest will receive consulting fees of approximately \$50,000 in connection with the initial stage of exploration on the World Beater gold property. The consulting agreement with Dr. Guest was terminated in November 2003 and Dr. Guest subsequently resigned from the Board of Directors. Cameron White replaced Dr. Guest as President and CEO of the Company.

### **Financial Results, Liquidity and Solvency**

On January 31<sup>st</sup>, 2003 the Company had net assets of \$175,200 and a working capital deficit of \$4,152. During the first six months of fiscal 2004, the Company received no revenue and continued to incur costs relating to the acquisition, financing and exploration of the World Beater Gold property. These costs increased during the second and third quarter as a result of increased activity associated with the Bolder financing, the reactivation of the Company and the World Beater exploration program. As a result, the Company incurred a loss for the first nine months of fiscal 2004 of \$254,290 (\$0.03 per share). This compared with a loss of \$126,064 (\$0.04 per share), for the first nine months of fiscal 2003.

During the second quarter of fiscal 2004, the Company completed the Unit financing through Bolder Investment Partners as described more fully above, which raised gross proceeds of \$1,275,000, before commissions and offering expenses. Upon completion of the financing, MBA immediately initiated Stage 1 of the planned exploration program for the World Beater gold property which was completed early in the 4<sup>th</sup> quarter. At the end of the quarter, the Company had working capital of \$165,472 as compared to a deficit of \$4,152 at the end of fiscal 2003.

### **Investor Relations**

During the period, the Directors of the Company, provided investor relations services by mailing information packages consisting of materials filed with regulatory authorities in response to telephone, mail, fax, and Internet requests for information.

Effective the 21<sup>st</sup> day of July, 2003 MBA retained, subject to regulatory approval, Coal Harbor Communications Inc. to provide investor relations and market advisory services to the Company. Coal Harbor is a division of Dale Paruk & Associates of Vancouver, British Columbia. Coal Harbor will be paid \$2,500 per month, provided that the compensation may be increased to \$5,000 per month, upon MBA achieving certain financing objectives. The agreement with Coal Harbor was terminated in December 2003, prior to any increase in these fees.