

# QUARTERLY AND YEAR END REPORT

## BC FORM 51-901F (previously Form 61)

British Columbia Securities Commission

**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), PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver BC V7Y 1L2 Toll Free in British Columbia 1-800-373-6393.

### INSTRUCTIONS

This report must be filed by Exchange Issuers within 60 days of the end of their first, second and third fiscal quarters and within 140 days of their year end.

"Exchange Issuer" means an issuer whose securities are listed and posted for trading on the Canadian Venture Exchange and are not listed and posted on any other exchange or quoted on a trading or quotation system in Canada. Three schedules must be attached to this report as follows:

#### SCHEDULE A: FINANCIAL STATEMENTS

Financial statements prepared in accordance with generally accepted accounting principles are required as follows:

*For the first, second and third financial quarters:*

Interim financial statements prepared in accordance with section 1751 of the CICA Handbook, including the following: balance sheet, income statement, statement of retained earnings, cash flow statement, and notes to the financial statements.

The periods required to be presented, consistent with CICA Handbook section 1751, are as follows:

- a balance sheet as of the end of the current interim period and a comparative balance sheet as of the end of the immediately preceding fiscal year;
- a statement of retained earnings cumulatively for the current fiscal year-to-date, with a comparative statement for the comparable year-to-date period of the immediately preceding fiscal year; and
- income statements and cash flow statements for the current interim period and cumulatively for the current fiscal year-to-date, with comparative statements for the comparable interim periods (current and year-to-date) of the immediately preceding fiscal year.

*For the financial year end:*

Annual audited financial statements prepared on a comparative basis.

Exchange Issuers with a fiscal year of less than or greater than 12 months should refer to National Policy No. 51 *Changes in the Ending Date of a Financial Year and in Reporting Status* for guidance.

Issuers in the development stage are directed to the guidance provided in CICA Accounting Guideline AcG-11 *Enterprises in the Development Stage* that states "enterprises in the development stage are encouraged to disclose in the income statement and in the cash flow statement cumulative balances from the inception of the development stage.

Issuers that have been involved in a reverse take-over should refer to the guidance found in BCIN #52-701 (previously NIN #91/21) with respect to such transactions including the requirement for disclosure of supplementary information regarding the legal parent's prior financial operations.

#### SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

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

Provide a breakdown of amounts presented in the financial statements for the following: deferred or expensed exploration, expensed research, deferred or expensed development, cost of sales, marketing expenses, general and administrative expenses, and any other material expenses reported in the income statement and any other material deferred costs presented in the balance sheet.

The breakdown should separately present, at a minimum, each component that comprises 20% or more of the total amount for a material classification presented on the face of the financial statements. All other components of a material classification may be grouped together under the heading "miscellaneous" or "other" in the cost breakdown; the total for "miscellaneous" should not exceed 30% of the total for a material classification.

Breakdowns are required for the year-to-date period only. Breakdowns are not required for comparative periods.

Issuers in the development stage are reminded that Section 3(9)(b) of the BC Securities Commission's Rules requires a schedule or note to the financial statements containing an analysis of each of exploration, research, development and the administration costs, whether expensed or deferred and if the issuer is a natural resource issuer, that analysis for each material property. Because the analysis required by Rule 3(9)(b) must be included in the financial statements, the information does not have to be repeated in Schedule B. Consistent with CICA Accounting Guidelines AcG-11, staff considers an issuer to be in the development stage when it is devoting substantially all of its efforts to establishing a new business and planned principal operations have not commenced. Further, in staff's view, the lack of significant revenues for the past two years normally indicates that an issuer is in the development stage.

##### 2. *Related party transactions*

Provide disclosure of all related party transactions as specified in Section 3840 of the CICA Handbook.

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

Provide the following information for the year-to-date period:

- (a) summary of securities issued during the period, including date of issue, type of security (common shares, convertible debentures, etc.), type of issue (private placement, public offering, exercise of warrants, etc.), number, price, total proceeds, type of consideration (cash, property, etc.) and commission paid, and
- (b) summary of options granted during the period, including date, number, name of optionee for those options granted to insiders, generic description of other optionees (e.g. "employees"), exercise price and expiry date.

##### 4. *Summary of securities as at the end of the reporting period*

Provide the following information as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements.

##### 5. *List the names of the directors and officers as at the date this report is signed and filed.*

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS****1. General Instructions**

- (a) Management discussion and analysis provides management with the opportunity to discuss an issuer's business, current financial results, position and future prospects.
- (b) Focus the discussion on material information, including liquidity, capital resources, known trends, commitments, events, risks or uncertainties, that is reasonably expected to have a material effect on the issuer.
- (c) For an issuer with active ongoing operations the discussion should be substantive (e.g. generally two to four pages in length); for an issuer with limited operations the discussion may not be as extensive (e.g. one page).
- (d) The discussion must be factual, balanced and non-promotional.
- (e) Where the discussion relates to a mineral project, as defined in National Instrument 43-101 "Standards of Disclosure for Mineral Projects", the disclosure must comply with NI 43-101.

**2. Description of Business**

Provide a brief description of the issuer's business. Where an issuer is inactive and has no business, disclose these facts together with a description of any plans to reactive and the business the issuer intends to pursue.

**3. Discussion of Operations and Financial Condition**

Provide a meaningful discussion and analysis of the issuer's operations for the current year-to-date period presented in the financial statements. Discuss the issuer's financial condition as at the date of the most recent balance sheet presented in the financial statements.

The following is a list of items that should be addressed in management's discussion and analysis of the issuer's operations and financial condition. This is not intended to be an exhaustive list of the relevant items.

- (a) expenditures included in the analysis of expenses and deferred costs required under Securities Rule 3(9)(b) and Schedule B;
- (b) acquisition or abandonment of resource properties material to the issuer including material terms of any acquisition or disposition;
- (c) acquisition or disposition of other material capital assets including material terms of the acquisition, or disposition;
- (d) material write-off or write-down of assets;
- (e) transactions with related parties, disclosed in Schedule B or the notes to the financial statements;
- (f) material contracts or commitments;
- (g) material variances between the issuer's financial results and information previously disclosed by the issuer, (for example if the issuer does not achieve revenue and profit estimates previously released, discuss this fact and the reasons for the variance);
- (h) material terms of any existing third party investor relations arrangements or contracts including:

- i. the name of the person;
- ii. the amount paid during the reporting period; and
- iii. the services provided during the reporting period;

- (i) legal proceedings;
- (j) contingent liabilities;
- (k) default under debt or other contractual obligations;
- (l) a breach of corporate, securities or other laws, or of an issuer's listing agreement with the Canadian Venture Exchange including the nature of the breach, potential ramifications and what is being done to remedy it.
- (m) regulatory approval requirements for a significant transaction including whether the issuer has obtained the required approval or has applied for the approval;
- (n) management changes; or
- (o) special resolutions passed by shareholders.

**4. Subsequent Events**

Discuss any significant events and transactions that occurred during the time from the date of the financial statements up to the date that this report is certified by the issuer.

**5. Financings, Principal Purposes and Milestones**

- (a) In a tabular format, compare any previously disclosed principal purposes from a financing to actual expenditures made during the reporting period.
- (b) Explain any material variances and the impact, if any, on the issuer's ability to achieve previously disclosed objectives and milestones.

**6. Liquidity and Solvency**

Discuss the issuer's working capital position and its ability to meet its ongoing obligations as they become due.

**How to File Under National Instrument 13-101 – System for Electronic Document Analysis and Retrieval (SEDAR)**

BC Form 51-901F Quarterly and Year End Reports are filed under Category of Filing: Continuous Disclosure and Filing Type: Interim Financial Statements or Annual Financial Statements. Schedule A (Financial Statements) is filed under Document Type: Interim Financial Statements or Annual Financial Statements. Schedule B (Supplementary Information) and Schedule C (Management Discussion) are filed under Document Type: BC Form 51-901F (previously Document Type Form 61(BC)).

**Meeting the Form Requirements**

BC Form 51-901F consists of three parts: Instructions to schedules A, B and C, issuer details and a certificate. To comply with National Instrument 13-101 it is not necessary to reproduce the instructions that are set out in BC Form 51-901F. A cover page to the schedules titled BC Form 51-901F that includes the issuer details and certificate is all that is required to meet the BC Form 51-901F requirements. The form of certificate should be amended so as to refer to one or two of the three schedules required to complete the report.

**ISSUER DETAILS**

NAME OF ISSUER

**TEKWERKS SOLUTIONS INC.**

FOR QUARTER ENDED

**SEPT 30, 2002**

DATE OF REPORT

YY/MM/DD

**02/11/25**

ISSUER ADDRESS

**Suite 1300 – 885 West Georgia Street**

CITY

**Vancouver**

PROVINCE

**BC**

POSTAL CODE

**V6C 3E8**

ISSUER FAX NO.

**(604) 688-3452**

ISSUER TELEPHONE NO.

**(604) 688-3415**

CONTACT NAME

**James R. Tuer**

CONTACT POSITION

**President & Director**

CONTACT TELEPHONE NO.

**604-688-3415**

CONTACT EMAIL ADDRESS

**tuer@hudsonresources.ca**

WEB SITE ADDRESS

**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

**➤ JAMES R. TUER**

PRINT FULL NAME

**James Tuer**

DATE SIGNED

YY/MM/DD

**02/11/25**

DIRECTOR'S SIGNATURE

**➤ ROBERT F. CHASE**

PRINT FULL NAME

**Robert F. Chase**

DATE SIGNED

YY/MM/DD

**02/11/25**

**TEKWERKS SOLUTIONS INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2002**

**(Unaudited – Prepared By Management)**

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**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**TekWerks Solutions Inc.**  
**CONSOLIDATED BALANCE SHEET**

	September 30, <u>2002</u>	March 31, <u>2002</u>
<u>ASSETS</u>		
Current		
Cash	\$ 304,672	\$ 385,095
Accounts receivable & accrued interest	6,871	8,025
Prepaid Expense	2,688	2,673
	314,231	395,793
Mineral Properties	6,297	951
Deferred Mining Costs	11,820	
	\$ 332,348	\$ 396,744
<u>LIABILITIES</u>		
Current		
Accounts payable and accrued liabilities	\$ 3,628	\$ 3,027
	3,628	3,027
<u>SHAREHOLDERS' EQUITY</u>		
Share Capital	409,739	409,739
Deficit	( 81,019)	( 16,022)
	328,720	393,717
	\$ 332,348	\$ 396,744

Approved by the Board of Directors

**"JAMES TUER"**

James Tuer, Director

**"ROBERT F. CHASE"**

Robert F. Chase, Director

**BC FORM 51-901F**  
**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**TekWerks Solutions Inc.**  
**CONSOLIDATED STATEMENT OF INCOME**

	Three Months Ended September 30,		Six Months Ended September 30,	
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
Administrative Expenses				
Bank	27	40	54	128
Filing Fees	4,215	1,445	9,215	1,480
Office	1,092		2,021	568
Postage and printing	3,634	358	3,720	
Professional fees (legal, accounting, sponsorship)	44,809	551	46,481	2,905
Rent	2,797	4,056	5,681	6,308
Telephone	625	497	1,152	1,087
Travel & Entertainment	29	-	29	53
Trust Company	1,302	976	1,855	1,370
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Loss before other items	( 58,530)	( 7,923)	( 70,208)	( 13,899)
Other items:				
Interest income	2,282	3,561	5,211	7,834
Net income for the period	( 56,248)	( 4,362)	( 64,997)	( 6,065)
Retained Earnings, beginning of the period	( 24,771)	( 4,364)	( 16,022)	( 2,661)
Retained Earnings, end of the period	<u>\$ (81,019)</u>	<u>\$ (8,726)</u>	<u>\$ (81,019)</u>	<u>\$ (8,726)</u>
Earnings per share	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>	<u>\$ (0.00)</u>

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**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**TekWerks Solutions Inc.**  
**CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION**

	Three Months Ended September 30,		Six Months Ended September 30,	
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
<b>Operating Activities</b>				
Net Income for the period	\$( 56,248)	\$( 4,362)	\$( 64,997)	\$( 6,065)
	( 56,248)	( 4,362)	( 64,997)	( 6,065)
Changes in non-cash working capital items related to operations				
Accounts receivable	4,271	10,496	1,154	5,771
Accounts payable and accrued liabilities	614	2,332	601	2,332
Prepaid Expense	( 607)	914	( 15)	10,125
	( 51,970)	9,380	( 63,257)	12,163
<b>Investing Activities</b>				
Deferred Exploration Expenses	( 5,770)	-	( 11,820)	-
Property acquisition costs	( 5,346)	-	( 5,346)	-
	( 11,116)	-	( 17,166)	-
<b>Financing Activities</b>				
	-	-	-	-
Increase in cash during the period	( 63,086)	9,380	( 80,423)	12,163
Cash and term deposits, beginning of the period	367,758	388,571	385,095	385,788
Cash and term deposits, end of the period	<u>\$ 304,672</u>	<u>\$ 397,951</u>	<u>\$ 304,672</u>	<u>\$ 397,951</u>

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**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**TEKWERKS SOLUTIONS INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
September 30, 2002

Note 1 Nature and Continuance of Operations

The Company was incorporated under the Company Act of the Province of British Columbia on March 7, 2000, as eVolution networking corp. and changed its name to Tekwerks Solutions Inc. on September 25, 2000. The Company is classified as a Capital Pool Company as defined in the Canadian Venture Exchange ("Exchange") Policy 2.4. The common shares of the Company began trading on the Exchange on February 7, 2001.

The Company's continued operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an investment of an interest in a Qualifying Transaction (as defined). The Company is required to complete its Qualifying Transaction (as defined) by August 7, 2002 (18 months of listing on the Exchange). The acquisition will be subject to shareholder and regulatory approval. On September 30, 2002, shareholders approved the proposal to continue as a Tier 2 mining company and proceed with the exploration of a property of merit located on the west coast of Greenland.

These financial statements have been prepared by management on a going concern basis. The Company's ability to continue as a going concern is dependent upon the ability of the Company to generate profitable operations in the future and/or obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

Note 2 Significant Accounting Policies

The financial statements of the Company have been prepared by management in accordance with generally accepted accounting principles in Canada. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgment. Actual results may differ from these estimates.

These financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

(a) Fair Market Value of Financial Instruments

The carrying value of cash and term deposit, accounts receivable and accounts payable approximates fair value due to the short maturity of those instruments.

(b) Loss Per Share

Loss per share has been cancelled based upon the weighted average number of shares outstanding during the year.

(c) Stock-based Compensation

The Company has a share purchase option plan which is described in Note 3. No compensation expense is recognized for this plan when shares or share purchase options are issued to employees or directors. Any consideration paid by employees or directors on the exercise of share purchase options or purchase of shares is credited to share capital.

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**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

Note 3      Share Capital

a) Authorized:

100,000,000 common shares without par value

	#	\$
b) Issued:		
Balance, March 31, 2000	-	-
For cash		
– escrow shares – at \$0.075	1,333,334	100,000
– pursuant to a private placement – at \$0.15	1,050,000	157,500
– pursuant to an initial public offering – at \$0.15	1,500,000	225,000
Less: share issue costs	-	(72,761)
 Balance, March 31, 2001	 3,883,334	 409,739
 For Cash	 -	 -
 Balance, March 31, 2002	 3,883,334	 409,739
 For Cash	 -	 -
 Balance, September 30, 2002	 3,883,334	 409,739

c) Escrow Shares:

At September 30, 2002, the Company has 1,333,334 common shares held in escrow. Subject to Section 11(5) of Policy 2.4 of the Exchange, after the completion of the Company's Qualifying Transaction as required under the requirements of the British Columbia Securities Commission and the Exchange, the escrow shares will be released pro rata to the shareholders as follows depending on which tier classification the Exchange designates the Company subsequent to completion of the Qualifying Transaction:

Tier One

- a) 25% following the issuance of Final Exchange Notice;
- b) 25% six months following the Final Exchange Notice;
- c) 25% twelve months following the Final Exchange Notice;
- d) 25% eighteen months following the Final Exchange Notice

Tier Two

- a) 10% following issuance of the Final Exchange Notice;
- b) 15% six months following the initial release;
- c) 15% twelve months following the initial release;
- d) 15% eighteen months following the initial release;
- e) 15% twenty four months following the initial release;
- f) 15% thirty months following the initial release;
- g) 15% thirty six months following the initial release

d) Commitments:

Stock-based Compensation Plan:



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**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

The Company has granted directors and officers common share purchase options. These options are granted with an exercise price equal to the market price of the Company's stock on the date of the grant. A summary of the status of the stock option plan as of September 30, 2002 and the changes during the period ending on that date is presented below:

	Shares	Weighted Average Exercise Price
Options outstanding and exercisable at beginning of the period:	388,333	\$0.15
Granted	-	-
Options outstanding and exercisable at end of the period:	388,333	\$0.15

As at September 30, 2002, there are 388,333 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held at \$0.15 per share. These share purchase options expire November 3, 2005.

**Agent's Option:**

On August 7, 2002, 150,000 Agent's Options outstanding to Canaccord Capital entitling the holders thereof the right to purchase one common share for each option held at \$0.15 per share expired, leaving no Agent's Options outstanding.

**Note 4      Related Party Transactions**

During the Quarter ended September 30, 2002, the Company incurred office rent costs of \$2,797 with a company with a common director. These charges were measured by the exchange amount which is the amount agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

**BC FORM 51-901F**  
**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**SCHEDULE B: SUPPLEMENTARY INFORMATION**

1. **Analysis of expenses and deferred costs, year to date:**

During the current year to date the major expenditures for the period were due to rent, telephone, legal, accounting, and filing fees. Please refer to the attached financial statements for a breakdown of administrative expenses.

2. **Related party transactions, year to date:**

- See Note 4 to the financial statements attached.

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

**Securities Issued:** None

**Options Granted:** None

4. **Summary of securities as at the end of the reporting period:**

**Authorized Capital:** 100,000,000 common shares

**Number and Recorded Value for Shares Issued and Outstanding:**

3,883,334 common shares at a recorded value of \$409,739

**Outstanding Options:**

<b>Name of Optionee <sup>2</sup></b>	<b>Shares</b>	<b>Price</b>	<b>Expiry Date</b>
James R. Tuer	116,500	\$0.15	February 7, 2006
Robert F. Chase	116,500	\$0.15	February 7, 2006
David G. Nelson <sup>1</sup>	116,500	\$0.15	December 29, 2002
Gia-Van Tran	38,833	\$0.15	February 7, 2006

Note 1. On September 30, 2002, Mr. Nelson no longer remained a director of the Company. His options expire 90 days after this date.

Note 2. On August 7, 2002, 150,000 Agent's Options issued to Canaccord Capital expired.

**Outstanding Warrants:**

None

**Shares in Escrow or Pooling Agreements:**

1,333,333 common shares are held in escrow in accordance with the policies of the CDNX concerning Capital Pool Companies.

5. **List of Directors**

James R. Tuer	John Hick	Robert F. Chase	John Ferguson
<i>Vancouver, B.C.</i>	<i>Toronto, ON</i>	<i>West Vancouver, B.C.</i>	<i>Carwoola, NSW</i>

**BC FORM 51-901F**  
**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

**Description of Business**

The Company is a capital pool company pursuant to the policies of the Exchange. The Company's principal business is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the TSX Venture Exchange. Currently, the Company does not have business operations other than cash and a prospective exploration license in Greenland. Until the completion of a Qualifying Transaction, the Company will not carry on any business. The Company has filed documentation with the TSX Venture Exchange to accept the acquisition and subsequent exploration of the Greenland diamond property as the Qualifying Transaction. On September 30, 2002, shareholders of the Company approved all resolutions pertaining the Qualifying Transaction. Details of the Qualifying Transaction are available by reviewing the Company's Information Circular prepared in conjunction with its recent Annual General Meeting.

**Discussion of Operations and Financial Condition**

The Company is awaiting the final approval of the TSX Venture Exchange to proceed with the name change to Hudson Resources Inc. and the furtherance of the proposed business. To this end, the Company believes that it has satisfied all necessary requirements, including the raising of an additional \$200,950 at \$0.15 per unit (each unit consisting of one common share and one share purchase warrant exercisable at \$0.20 per share for a period of one year) and the hiring of Northern Securities Inc. to act as a Sponsor for the Company.

Operations during the three months ended September 30, 2002 were primarily related to the conclusion of the Qualifying Transaction. The company incurred costs related to this endeavor which are shown on the attached Income Statement and Balance Sheet. There were no investor relations arrangements entered into during the period. There were no transactions with related parties other than as disclosed in Schedule B Note 2. There also were no legal proceedings, contingent liabilities, defaults under debt or other contractual obligations, breach of any laws or special resolutions during the period.

At September 30, 2002 the company had total working capital of \$310,603. It is expected that these funds, together with proceeds of the private placement, are sufficient to complete its business as discussed in Nature of Business above and as detailed in the Company's Information Circular.

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**QUARTERLY REPORT FOR PERIOD ENDED SEPTEMBER 30, 2002**

**Subsequent Events**

Other than as disclosed above, there were no significant events after September 30, 2002.

**Financings, Principal Purposes and Milestones**

Pending the approval of the TSX Venture Exchange, TekWerk's funds have not been allocated to any specific project or business. All costs incurred after the receipt of the prospectus have been consistent with the intended use of the net proceeds from the prospectus and initial seed offering as indicated in the prospectus.

**Liquidity and Solvency**

As at September 30, 2002, the Company had working capital of \$310,603. As of the date of this report, working capital is approximately \$495,395, including the proceeds of the private placement subject to TSX Venture Exchange approval. The future of the Company is reliant on the Company obtaining TSX Venture Exchange approval for the transaction.

**ON BEHALF OF THE BOARD OF DIRECTORS**

***"James Tuer"***

Vancouver, British Columbia

James Tuer, Director

November 25, 2002