

Form 52-109FT2 – Certification of Interim Filings during Transition Period

I, Carl Hering, President of Brett Resources Inc., certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of Brett Resources Inc. (the issuer) for the interim period ending November 30, 2004;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings; and
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings.

Date: January 27, 2005

"Carl Hering"

Carl Hering

President

Form 52-109FT2 – Certification of Interim Filings during Transition Period

I, Robert A. Evans, Corporate Accountant of Brett Resources Inc., certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of Brett Resources Inc. (the issuer) for the interim period ending November 30, 2004;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings; and
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings.

Date: January 27, 2005

"Robert A. Evans"

Robert A. Evans
Corporate Accountant

BRETT RESOURCES INC.

Consolidated Financial Statements

**Three months ended November 30, 2004
(unaudited)**

BRETT RESOURCES INC.

Suite 900, 475 Howe Street, Vancouver, British Columbia, V6C 2B3
Phone: 604-488-0008 ▪ Fax: 604.684.9877 ▪ Web Site: www.brettresources.com

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

For further information please contact:

Bob Evans, Secretary

Tel: (604) 488-0008

Fax: (604) 684-9877

BRETT RESOURCES INC.
CONSOLIDATED BALANCE SHEET
Unaudited

	November 30, 2004	August 31, 2004
ASSETS		
Current		
Cash	\$ 469,579	\$ 588,415
Accounts receivable	14,385	16,515
Prepaid expenses and deposits	1,000	1,000
	484,964	605,930
Office Equipment, net	4,196	4,536
Investment in mineral properties (note 3)	348,639	412,250
	\$ 837,799	\$ 1,022,716
 LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 48,207	\$ 55,652
 Capital Stock, Contributed Surplus, and Deficit		
Capital Stock (note 4)	10,624,910	10,624,910
Share Subscription Receivable	(21,000)	(21,000)
Contributed Surplus	91,550	91,550
Deficit	(9,905,868)	(9,728,396)
	789,592	967,064
	\$ 837,799	\$ 1,022,716

APPROVED BY THE DIRECTORS:

“Lawrence J. Nagy” (signed)

Lawrence J. Nagy, Director

“Carl Hering” (signed)

Carl Hering, Director

**BRETT RESOURCES INC.
CONSOLIDATED STATEMENT OF LOSS AND DEFICIT**

Unaudited

	Three Months Ended November 30	
	2004	2003
INTEREST INCOME	\$ 2,397	\$ 715
ADMINISTRATIVE EXPENSES		
Property evaluations	132,798	14,702
Promotion and shareholder costs	2,695	13,176
Professional fees	24,100	10,832
Listing and transfer agent fees	648	1,234
Management fees	7,500	7,500
Rent and office costs	3,451	3,558
Depreciation	340	-
Write-off mineral properties	8,337	-
	179,869	51,002
Loss for Period	177,472	50,287
Deficit, beginning of period	9,728,396	8,190,358
Deficit, end of period	\$9,905,868	\$ 8,240,645
Loss per share	\$0.01	\$0.00
Weighted average number of shares	18,661,475	15,031,976

**BRETT RESOURCES INC.
CONSOLIDATED STATEMENT OF CHANGES IN CASH**

Unaudited

**Three Months Ended
November 30,
2004**

2003

	2004	2003
OPERATING ACTIVITIES		
Income (loss) for the period	\$ (177,472)	\$ (50,287)
Add items not involving cash		
Depreciation	340	-
Write-off property costs	8,337	-
Cash provided by changes in non-cash working capital	(5,315)	15,303
Cash provided by (used in) operating activities	(174,110)	(34,984)
FINANCING ACTIVITIES		
Issue of common shares	-	6,600
Cash provided by financing activities	-	6,600
INVESTING ACTIVITIES		
Deferred exploration expenditures, net of recoveries	55,274	(70,827)
Cash provided by (used in) investing activities	55,274	(70,827)
Increase (Decrease) in cash position	(118,836)	(99,211)
Cash, beginning of period	588,415	339,982
Cash, end of period	\$ 469,579	\$ 240,773
Non-Cash Items		
Issue shares for property payment	--	45,000

BRETT RESOURCES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2004
Unaudited

1. Basis of Presentation and Summary of Significant Accounting Policies

The accompanying interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial information and accordingly do not include all disclosure required for annual financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered for a fair presentation have been included. Operating results for the three months ended November 30, 2004 are not necessarily indicative of the result that may be expected for the full year ending August 31, 2005.

These statements should be read in conjunction with the August 31, 2004 annual financial statements, including the accounting policies and notes thereto, included in the Annual Report for the year ended August 31, 2004. These financial statements reflect the same significant accounting policies as those described in the notes to the audited financial statements of Brett Resources Inc. for the year ended August 31, 2004.

2. Nature of Business and Ability to Continue as a Going Concern

The Company was incorporated in the Province of British Columbia and is in the business of exploring and developing mineral properties. The Company has interests in mineral properties and is dependent upon the discovery of economically recoverable reserves or proceeds from the disposition thereof, sourcing new high-quality exploration projects, obtaining financing to complete development of the properties and on future profitable operations.

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. As at November 30, 2004, the Company has historically recognized no revenue from its properties, and has an accumulated deficit. The continuation of the Company, to which management intends to seek new exploration properties, is dependent upon the continuing financial support of shareholders and other investors, the acquisition of new mineral or other resource properties, the existence of economically recoverable reserves, confirmation of the Company's interest in the underlying claims and upon future profitable production. Management believes it has sufficient cash and investments to cover expected costs in the next year. While the Company is expending its best efforts to achieve the above plans, there is no assurance that current funds will be sufficient to cover all future cash requirements.

BRETT RESOURCES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2004
Unaudited

3. Mineral Properties

	El Salvador	Argentina	Honduras	Nicaragua	Total
Balance					
August 31, 2004	200,000	-	212,249	1	412,250
Additions		8,337	-	-	8,337
Option Payments	(63,611)	-	-	-	(63,611)
Write-Offs	-	(8,337)	-	-	(8,337)
Balance					
November 30, 2004	\$136,389	\$0	\$212,249	\$1	\$348,639

4. Share Capital

(i) Issued Shares

	<u>Number of shares</u>	<u>Amount</u>
Balance as at August 31, 2004 and November 30, 2004	<u>18,661,475</u>	<u>\$10,603,910</u>

(ii) Outstanding warrants

Expiry	Number	Exercise Price
April 22, 2005	2,475,000	\$0.30
February 2, 2006	<u>3,457,499</u>	<u>\$0.40</u>

(ii) Outstanding options

Expiry	Number	Exercise Price
June 11, 2007	608,332	\$0.30
June 16, 2008	350,168	\$0.20
August 3, 2009	<u>466,500</u>	<u>\$0.30</u>

BRETT RESOURCES INC.
November 30, 2004

INTERIM MANAGEMENT DISCUSSION AND ANALYSIS

Introduction

The following interim management discussion and analysis has been prepared as of January 20, 2005. It is an update of the annual management and discussion filed on SEDAR in January 2005. It should be read in conjunction with the Company's unaudited, interim financial statements for the quarter ended November 30, 2004. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and all numbers are reported in Canadian dollars.

This discussion contains forward-looking statements that involve inherent risks and uncertainties. The reader is cautioned that actual results may differ materially from those anticipated in the forward-looking statements.

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

Background

No new information to report since annual management discussion and analysis.

Overall performance

No new information to report since annual management discussion and analysis.

Exploration overview

No new information to report since annual management discussion and analysis.

Results of operations

	Fiscal 2005, first quarter	Fiscal 2004, first quarter
Net income (loss)	\$(177,472)	\$(50,287)
Property evaluation	\$132,798	\$14,702
General and administrative costs	\$38,734	\$36,300
Stock option compensation	\$0	\$0
loss	\$0	\$0
Write down property costs	\$8,337	\$0

In the first quarter of fiscal 2005, the Company had net loss of \$177,472 or \$0.01 per share as compared to a net loss of \$50,287 or \$0.00 per share for the second quarter of fiscal 2004.

The follow discussion explains the variations in the key components of these numbers.

In the first quarter of fiscal 2005 the Company was actively looking for new properties. The costs were \$132,798 as compared to \$14,702 in the first quarter of fiscal 2004. The costs were mainly geological time and expenses including \$48,954 paid to the Company's former president, Paul Dirksen. To date no new property acquisitions have been made as a result of this work.

Property write downs of \$8,337 were costs related to the Company's La Frontera property. A \$50,000 US option payment was received regarding the Company's El Salvador properties.

General and administrative costs of \$38,734 were comparable with the same of fiscal 2004. The major component was \$19,794 paid to the Company's CEO, Carl Hering for management and professional fees.

Summary of quarterly results

Fiscal 2005	First quarter
Total revenues	\$2,397
Net income (loss)	(\$177,472)
Net income (loss) per share	(\$0.01)

Fiscal 2004	First quarter	Second quarter	Third quarter	Fourth quarter
Total revenues	\$715	\$1,059	\$3,434	\$2,726
Net income (loss)	(\$50,287)	(\$94,900)	(\$136,332)	(\$1,256,518)
Net income (loss) per share	(\$0.00)	\$0.00	(\$0.01)	(\$0.07)

Fiscal 2003	First quarter	Second quarter	Third quarter
Total revenues	\$111	\$82	\$740
Net income (loss)	(\$34,100)	(\$57,733)	(\$31,806)
Net income (loss) per share	(\$0.00)	(\$0.00)	(\$0.00)

Notes:

- 1) The total revenue consists of interest income.
- 2) There were no discontinued operations or extraordinary items in the periods under review.
- 3) The basic and diluted income (loss) per share numbers were the same in each of the periods under review.

Quarterly results can vary significantly depending on whether the Company has realized any gain on sale of its investment, abandoned any properties or granted any stock options. See "results of operations"

Liquidity and capital resources

No new information to report since annual management discussion and analysis.

Off balance-sheet arrangements

No new information to report since annual management discussion and analysis.

Transactions with related parties

Robert Evans, a secretary and chief financial officer of the Company provides accounting and administrative services to the Company through his private company, 312469 BC Ltd at the rate of \$375 per day. Total charges in the quarter were \$4,000.

Carl Hering, CEO, President and a director of the Company, provided geological services at the rate of US \$5,000 per month. Total charges in the quarter were \$19,794.

Paul Dircksen, former President and a director provided geological services at the rate of US \$10,000 per month. Total chargers for the quarter were \$37,417

Rent and administration services were provided by Ascot Resources Ltd. at the rate of \$1,000 per month. Robert Evans is a director of Ascot.

John Anderson participated in the Company's private placement in the prior year for 100,000 shares. At November 30, a portion of the amount due for these shares (\$21,000) was still owing to the Company.

Proposed transactions

No new information to report since annual management discussion and analysis.

Changes in accounting policies including initial adoption

No new information to report since annual management discussion and analysis.

Financial instruments and other instruments

The Company's financial instruments include cash and cash equivalents, receivables and payables.

The Company's cash and cash equivalents of \$469,579 consist of cash on hand of \$70,427 and bankers' acceptance with less than ninety days to maturity of \$399,152. The bankers' acceptance yield approximate 2% per annum.

Receivables and payables of \$14,385 and \$48,207 respectively are normal course business items that are usually settled within thirty days.