

STERLING GROUP VENTURES INC
Form 10-Q
April 13, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the quarterly period ended **February 29, 2012**.

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from _____ to _____ .

Commission file number: **000-51775**

STERLING GROUP VENTURES, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

72-1535634
(I.R.S. Employer
Identification No.)

308 - 1228 Marinaside Cr., Vancouver, B.C. V6Z 2W4

(Address of principal executive offices) (Zip Code)

(604) 689-4407

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changes since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required

to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a

smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated Accelerated filer Non-accelerated filer Smaller reporting
filer company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of April 10, 2012.

<u>Title of each class</u>	<u>Number of shares</u>
Common Stock, par value \$0.001 per share	75,730,341

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PART I - FINANCIAL INFORMATION

STERLING GROUP VENTURES, INC.
 (An Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS
February 29, 2012 and May 31, 2011

Stated in U.S. dollars	February 29, 2012 (unaudited)	May 31, 2011 (audited)
ASSETS		
Current Assets		
Cash	\$ 1,451,580	\$ 2,095,515
Cash held in trust - Note 4	27,720	43,312
HST receivable	17,566	7,917
Prepaid expenses and other receivable	6,393	75,187
Total current assets	1,503,259	2,221,931
Advance on investment - Note 3(a)	-	55,945
Equipment	43,524	1,358
Environmental deposit - Note 3(a)	125,497	-
Mineral Properties - Note 3(a)	3,148,740	-
Total Assets	\$ 4,821,020	\$ 2,279,234
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and other accrued liabilities - Note 4	\$ 482,119	\$ 551,277
Deferred income tax liability - Note 3(a)	732,687	-
	1,214,806	551,277
Stockholders' Equity		
Common Stock : \$0.001 Par Value - Note 5		
Authorized : 500,000,000		
Issued and Outstanding : 75,730,341 (2011: 65,730,341)	75,730	65,730
Additional Paid In Capital - Note 5 (c)	9,799,493	7,185,014
Accumulated Other Comprehensive Loss	(582)	(582)
Deficit accumulated during the exploration stage	(6,268,427)	(5,522,205)
Total Stockholders' Equity	3,606,214	1,727,957
Total Liabilities and Stockholders' Equity	\$ 4,821,020	\$ 2,279,234

See accompanying notes to consolidated financial statements

STERLING GROUP VENTURES, INC.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF OPERATIONS**For the three months and nine months ended February 29, 2012 and February 28, 2011 and for the period from July 27, 1994 (date of inception) to February 29, 2012**

(unaudited)

Stated in U.S. dollars	Three months ended February 29, 2012	Three months ended February 28, 2011	Nine months ended February 29, 2012	Nine months ended February 28, 2011	July 27, 1994 (Date of inception) to February 29, 2012
Expenses					
Accounting, audit, legal and professional fees	\$ 22,372	\$ 9,500	\$ 92,302	\$ 49,609	\$ 602,703
Bank charges	75	156	469	245	2,934
Consulting fees - Note 4	6,435	7,225	19,635	18,710	757,469
Depreciation	889	-	1,267	47	10,669
Filing fees and transfer agent	1,687	2,064	10,833	5,992	59,522
Foreign exchange loss (gain)	(148)	13,100	(19,207)	17,651	(24,364)
General and administrative - Note 4	(2,922)	1,012	2,621	7,424	126,592
Mineral property costs - Note 3	23,653	-	117,206	-	1,381,600
Printing and mailing	-	-	5,549	-	22,432
Shareholder information and investor relations	1,500	3,285	83,376	6,563	161,904
Stock-based compensation - Note 5 (b) and (c)	384,479	517,526	424,479	517,526	3,070,727
Travel and entertainment	218	1,220	8,051	1,821	154,522
Recovery of doubtful collection	-	-	-	-	(272,358)
Allowance for doubtful collection	-	-	-	-	246,708
	(438,238)	(555,088)	(746,581)	(625,588)	(6,301,060)
Other item					
Interest income	159	5	359	23	32,633
Net loss for the period	\$ (438,079)	\$ (555,083)	\$ (746,222)	\$ (625,565)	\$ (6,268,427)

Currency translation adjustment	-	2	-	7	(582)
Comprehensive loss for the period	\$ (438,079)	\$ (555,081)	\$ (746,222)	\$ (625,558)	\$ (6,269,009)
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	
Weighted average number of shares outstanding	75,730,341	48,925,158	74,452,969	45,507,159	
	See accompanying notes to consolidated financial statements				

STERLING GROUP VENTURES, INC.

(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (CAPITAL DEFICIT)

For the period from July 27, 1994 (date of inception) to February 29, 2012

(unaudited)

Stated in U.S. dollars	Common Shares	Stock Amount At Par Value	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Deficit Accumulated During The Exploration Stage	Total
Balance, July 27, 1994 (Date of inception)	-	\$ -	\$ -	\$ -	\$ -	\$ -
Common stock	1	1	-	-	-	1
Amount contributed by director	-	-	1,881	-	-	1,881
Net loss for the periods	-	-	-	-	(7,902)	(7,902)
Balance, May 31, 2001	1	\$ 1	\$ 1,881	\$ -	\$ (7,902)	\$ (6,020)
Net loss of the year	-	-	-	-	(1,860)	(1,860)
Balance, May 31, 2002	1	\$ 1	\$ 1,881	\$ -	\$ (9,762)	\$ (7,880)
Net loss of the year	-	-	-	-	(1,360)	(1,360)
Balance, May 31, 2003	1	\$ 1	\$ 1,881	\$ -	\$ (11,122)	\$ (9,240)
Reverse acquisition	(1)	(1)	(1,881)	-	-	(1,882)
Issuance of common shares for reverse acquisition	25,000,000	25,000	(23,119)	-	-	1,881
Outstanding common shares of Company prior to acquisition	11,360,000	11,360	(10,883)	(583)	-	(106)
Issuance of shares for cash pursuant to a private placement - at \$0.50	1,766,000	1,766	881,234	-	-	883,000
Stock-based compensation	-	-	368,641	-	-	368,641
Net loss of the year	-	-	-	-	(527,446)	(527,446)
Balance, May 31, 2004	38,126,000	\$ 38,126	\$ 1,215,873	\$ (583)	\$ (538,568)	\$ 714,848
Issuance of shares for cash pursuant to a private placement - at \$0.50	1,950,000	1,950	973,050	-	-	975,000
Issuance of shares for finder's fee of private placement	101,500	102	50,648	-	-	50,750
Finders' fees	-	-	(50,750)	-	-	(50,750)
Issuance of shares for services rendered	100,000	100	41,900	-	-	42,000
Net loss of the year	-	-	-	-	(818,954)	(818,954)
Balance, May 31, 2005	40,277,500	\$ 40,278	\$ 2,230,721	\$ (583)	\$ (1,357,522)	\$ 912,894
Net loss for the year	-	-	-	-	(461,201)	(461,201)

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Balance, May 31, 2006	40,277,500	\$	40,278	\$	2,230,721	\$	(583)	\$	(1,818,723)	\$	451,693
Issuance of shares for cash pursuant to a private placement - at \$0.15	2,750,300		2,750		409,795		-		-		412,545
Issuance of shares for finder's fee of private placement	123,690		124		21,522		-		-		21,646
Finders' fees	-		-		(21,646)		-		-		(21,646)
Share issuance costs	-		-		(3,687)		-		-		(3,687)
Issuance of shares for services rendered	350,000		350		48,650		-		-		49,000
Net loss for the year	-		-		-		-		(864,485)		(864,485)

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Stated in U.S. dollars	Common Shares	Stock Amount At Par Value	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Deficit Accumulated During The Exploration Stage	Total
Balance, May 31, 2007	43,501,490	\$ 43,502	\$ 2,685,355	\$ (583)	\$ (2,683,208)	\$ 45,066
Issuance of shares for services rendered at \$0.06	324,685	324	19,156	-	-	19,480
Revaluation of share purchase warrants	-	-	409,525	-	-	409,525
Net loss for the year	-	-	-	-	(516,440)	(516,440)
Balance, May 31, 2008	43,826,175	\$ 43,826	\$ 3,114,036	\$ (583)	\$ (3,199,648)	\$ (42,369)
Revaluation of share purchase warrants	-	-	83,852	-	-	83,852
Net loss for the year	-	-	-	-	(245,405)	(245,405)
Balance, May 31, 2009	43,826,175	\$ 43,826	\$ 3,197,888	\$ (583)	\$ (3,445,053)	\$ (203,922)
Revaluation of share purchase warrants	-	-	91,704	-	-	91,704
Net loss for the year	-	-	-	-	(213,704)	(213,704)
Balance, May 31, 2010	43,826,175	\$ 43,826	\$ 3,289,592	\$ (583)	\$ (3,658,757)	\$ (325,922)
Issuance of shares for cash pursuant to a private placement - at \$0.10	20,000,000	20,000	1,980,000	-	-	2,000,000
Issuance of shares for finder's fee of private placement	752,500	752	(752)	-	-	-
Issuance of shares for exercise of "C" warrants - at \$0.18	801,666	802	143,498	-	-	144,300
Issuance of shares for services rendered	350,000	350	80,150	-	-	80,500
Stock-based compensation	-	-	1,692,526	-	-	1,692,526
Currency translation adjustment	-	-	-	1	-	1
Net loss for the period	-	-	-	-	(1,863,448)	(1,863,448)
Balance, May 31, 2011	65,730,341	\$ 65,730	\$ 7,185,014	\$ (582)	\$ (5,522,205)	\$ 1,727,957
Issuance of shares for acquisition of the subsidiary - at \$0.22	10,000,000	10,000	2,190,000	-	-	2,200,000
Stock-based compensation	-	-	424,479	-	-	424,479
Net loss for the period	-	-	-	-	(746,222)	(746,222)
Balance, February 29, 2012	75,730,341	\$ 75,730	\$ 9,799,493	\$ (582)	\$ (6,268,427)	\$ 3,606,214

See accompanying notes to consolidated financial statements

STERLING GROUP VENTURES, INC.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS**For the nine months ended February 29, 2012 and February 28, 2011 and
for the period from July 27, 1994 (date of inception) to February 29, 2012**

(unaudited)

	Nine months ended February 29, 2012	Nine months ended February 28, 2011	July 27, 1994 (Date of inception) to February 29, 2012
Stated in U.S. dollars			
Cash flows from operating activities			
Net loss for the period	\$ (746,222)	\$ (625,565)	\$ (6,268,427)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities			
Stock compensation expenses	424,479	517,526	3,070,727
Depreciation	1,267	47	10,669
Permit and engineering studies	-	-	150,000
Shareholder information and investor relations	-	-	100,947
Accounting, audit and legal fees	-	-	49,000
Unrealized FV adjustment on cash	99	-	(6)
Changes in non-cash working capital items related to operations			
HST refundable	(9,649)	(2,860)	(17,566)
Prepaid expenses and other receivable	68,840	(4,576)	15,206
Accounts payable and accrued liabilities	(67,294)	34,011	503,463
Net cash used in operating activities	(328,480)	(81,417)	(2,385,987)
Cash flows from investing activities			
Advance on investment	-	(55,169)	(205,945)
Additions to equipment	(42,863)	-	(53,623)
Additions to mineral properties	(279,576)	-	(279,576)
Net change in cash held in trust	15,592	(191,473)	(27,720)
Net cash used in investing activities	(306,847)	(246,642)	(566,864)
Cash flows from financing activities			
Net proceeds on issuance of common stock	-	1,445,000	4,411,158
Share subscription received	-	419,300	-
Amounts contributed by director	(1,881)	-	-
Net cash provided by (used in) financing activities	(1,881)	1,864,300	4,411,158
Foreign exchange effect on cash	(6,727)	7	(6,727)
Net increase (decrease) in cash	(643,935)	1,536,248	1,451,580
Cash - beginning of period	2,095,515	192,502	-
Cash - end of period	\$ 1,451,580	\$ 1,728,750	\$ 1,451,580
Supplemental Information :			
Cash paid for :			
Interest	\$ -	\$ -	\$ -

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Income taxes	\$	-	\$	-	\$	-
Non-cash Transactions :						
Issuance of shares for commission paid to broker for private placement	\$	-	\$	35,350	\$	147,646
Issuance of shares for services rendered	\$	-	\$	-	\$	171,500
Issuance of shares for settlement of accounts payable	\$	-	\$	-	\$	19,480
Issuance of share purchase warrants for finder's fee paid to broker for private placement	\$	-	\$	40,351	\$	11,477
Issuance of shares for acquisition of the subsidiary	\$	2,200,000	\$	-	\$	2,200,000

See accompanying notes to consolidated financial statements

Sterling Group Ventures, Inc.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
February 29, 2012
(Stated in US Dollars)
(Unaudited)

Note 1 Nature of Operations and Ability to Continue as a Going Concern

Sterling Group Ventures Inc. was incorporated in the State of Nevada on September 13, 2001 and its fiscal year-end is May 31. On January 20, 2004, the Company acquired all of the issued and outstanding shares of Micro Express Ltd. (Micro), which was incorporated on July 27, 1994. The business combination was accounted for as a reverse acquisition whereby the purchase method of accounting was used with Micro being the accounting acquirer and the Company being the accounting subsidiary. The cumulative figures are shown on a reverse acquisition basis with respect to the accounting acquirer's date of inception, July 27, 1994.

Sterling Group Ventures Inc. (the Company) is in the exploration stage. The Company has entered into joint venture agreements to explore and develop mineral properties located in China and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts from these properties will be dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the joint venture agreements and to complete the development of the properties and upon future profitable production or proceeds from the sale thereof.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown as these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At February 29, 2012, the Company had not yet achieved profitable operations and has accumulated losses of \$6,268,427 since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Micro Express Holdings Inc., Micro Express Ltd., Huyana Ventures Limited, Makaelo Holdings Inc., Makaelo Limited, Silver Castle Investments Limited (Silver Castle) and its 100% controlled subsidiary, Chenxi County Hongyu Mining Co. Ltd. ("Hongyu"). All inter-company transactions and account balances have been eliminated.

Note 2 Recent Accounting Pronouncements

The Company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the Company's consolidated financial statements.

On June 1, 2011, the Company adopted ASU 2010-13, "Compensation - Stock Compensation (Topic 718) issued by FASB. This Update provides amendments to Topic 718 to clarify that an employee share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trades should not be considered to contain a condition that is not a market, performance, or service condition. Therefore, an entity would not classify such an award as a liability if it otherwise qualifies as equity. The adoption of ASU 2010-13 did not have a material effect on its consolidated financial statements.

Sterling Group Ventures, Inc.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
February 29, 2012
(Stated in US Dollars)
(Unaudited)

Note 2 Recent Accounting Pronouncements (cont. d)

On June 1, 2011, the Company adopted ASU 2010-29, Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations issued by FASB to clarify the reporting of pro forma financial information related to business combinations of public entities and expand certain supplemental pro forma disclosures. The adoption of ASU 2010-29 did not have a material effect on its consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This ASU is intended to result in convergence between U.S. GAAP and International Financial Reporting Standards (IFRS) requirements for measurement of and disclosures about fair value. The amendments are not expected to have a significant impact on companies applying U.S. GAAP. Key provisions of the amendment include: a prohibition on grouping financial instruments for purposes of determining fair value, except when an entity manages market and credit risks on the basis of the entity's net exposure to the group; an extension of the prohibition against the use of a blockage factor to all fair value measurements (that prohibition currently applies only to financial instruments with quoted prices in active markets); and a requirement that for recurring Level 3 fair value measurements, entities disclose quantitative information about unobservable inputs, a description of the valuation process used and qualitative details about the sensitivity of the measurements. In addition, for items not carried at fair value but for which fair value is disclosed, entities will be required to disclose the level within the fair value hierarchy that applies to the fair value measurement disclosed. This ASU is effective for interim and annual periods beginning after December 15, 2011. The adoption of this ASU is not expected to have a significant impact on the Company's fair value measurements, financial condition, results of operations or cash flows.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. This ASU will require companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The standard does not change the items which must be reported in other comprehensive income, how such items are measured or when they must be reclassified to net income. This standard is effective for interim and annual periods beginning after December 15, 2011. Because this ASU impacts presentation only, it will have no effect on the Company's financial condition, results of operations or cash flows.

In September 2011, the FASB issued ASU No. 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment. The amendments in this update allow an entity the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, based on its qualitative assessment, an entity concludes it is more likely than not that the fair value of a reporting unit is less than its carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. ASU No. 2011-08 is effective for annual reporting periods beginning after December 15, 2011, with early adoption permitted. The

Company does not expect such adoption will have a material impact on our financial position, results of operations or cash flows.

Sterling Group Ventures, Inc.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
February 29, 2012
(Stated in US Dollars)
(Unaudited)

Note 2 Recent Accounting Pronouncements (cont. d)

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update (ASU) No. 2011-05, in order to defer only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. The amendments are being made to allow the FASB time to re-deliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. All other requirements in ASU 2011-05 not affected by this ASU are effective for fiscal years beginning after December 15, 2011. The Company does not expect the adoption of the standard update to impact its financial position or results of operations, as it only requires a change in the format of presentation.

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Sterling Group Ventures, Inc.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
February 29, 2012
(Stated in US Dollars)
(Unaudited)

Note 3 Mineral Properties

A summary of mineral properties costs for the cumulative period from date of inception (July 27, 1994) to February 29, 2012 were incurred and accounted for in the consolidated statement of operations as follows:

Summary of mineral property expenditures	DXC Salt Lake Property	Gaoping Phosphate Property	Total
From Date of Inception (July 27, 1994) to February 29, 2012			
Balance, May 31, 2005	\$ -		\$ -
Administrative	5,560	-	5,560
Consulting fees	46,629	-	46,629
Engineering studies	26,933	-	26,933
Feasibility study	29,080	-	29,080
Geophysical study	31,114	-	31,114
Legal fees	623	-	623
Topography measurement	32,266	-	32,266
Travel	30,953	-	30,953
Wages and benefits	33,601	-	33,601
Balance, May 31, 2006	236,759	-	236,759
Administrative	5,200	-	5,200
Consulting fees	134,580	-	134,580
Engineering studies	38,063	-	38,063
Mining permit	382,920	-	382,920
Topography measurement	15,001	-	15,001
Legal fees	9,695	-	9,695
Travel	53,262	-	53,262
Wages and benefits	35,687	-	35,687
Balance, May 31, 2007	911,167	-	911,167
Administrative	706	-	706
Consulting fees	60,548	-	60,548
Travel	5,456	-	5,456
Legal fees	11,566	-	11,566
Balance, May 31, 2008	989,443	-	989,443
Administrative	867	-	867
Consulting fees	27,890	-	27,890
Travel	16,959	-	16,959
Legal fees	7,008	-	7,008
Balance, May 31, 2009	1,042,167	-	1,042,167
Balance, May 31, 2010	1,042,167	-	1,042,167
Balance, May 31, 2011	1,042,167	-	1,042,167
Administrative	-	11,486	11,486

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Consulting fees	-	658	658
Feasibility study	-	3,135	3,135
Project design and safety reports		25,078	25,078
Technical reports		33,691	33,691
Travel		21,070	21,070
Wages and benefits		22,088	22,088
Balance, February 29, 2012	\$ 1,042,167	\$ 117,206	\$ 1,159,373

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Note 3 Mineral Properties (cont. d)

Not included in the table above was a total of \$222,227 of costs incurred on other properties which were abandoned during the years ended May 31, 2006, 2007 and 2009.

a) Gaoping Phosphate Property

On October 18, 2010, the Company signed two agreements (the "Agreements") with Chenxi County Hongyu Mining Co. Ltd. ("Hongyu") and its shareholders ("Hongyu Shareholders") regarding the Gaoping phosphate mine (the "GP Property") located in Tanjiachang village, Chenxi County, Hunan Province, China and other phosphate resources in Hunan Province. Hongyu holds a business license and a mining permit in the GP Property which is in effect until November 10, 2014 and covers 42.5 hectares.

The Agreements required an investment company to be incorporated in Hong Kong (the Investment Company) which was to be owned 20% by the Hongyu Shareholders and 80% by the Company. On October 13, 2010, the Investment Company was incorporated in Hong Kong under the name Silver Castle Investments Ltd. (Silver Castle). Silver Castle acquired 90% of Hongyu with the other 10% of Hongyu transferred to the nominees of the Company. During the acquisition phase, the Company ensured that Hongyu's net assets retained a minimum value of RMB 5,000,000 (\$771,545). Upon completion of this acquisition, Hongyu became a Hong Kong / China joint venture company. The Company received all required approvals from Chinese authorities for the completion of its acquisition of Hongyu pursuant to the Agreements dated October 18, 2010. The Company paid a total RMB 2,000,000 (\$310,366) to the Hongyu Shareholders with RMB 200,000 (US\$30,862) paid as down payment on December 14, 2010 and the remaining RMB1,800,000 (\$279,576) paid on July 8, 2011 for completion of the transaction.

Pursuant to the Agreements, Hongyu agreed to surrender its future exclusive cooperative rights to the Company, and the Hongyu Shareholders agreed that the Company shall have all Hongyu's title and interest in any phosphate properties, including but not limited to the GP Property, and the Company arranged for the financing of building a mining and processing plant on the GP Property together with other facilities required for a mining operation thereon.

When requested by the Company, the Hongyu Shareholders agreed to sell their 20% interest in the Investment Company to the Company for the issuance of 10,000,000 common shares of the Company's capital stock. On July 5, 2011, the Company issued 10,000,000 shares to the Hongyu Shareholders with the closing market price of the shares at \$0.22 for acquiring the remaining 20% equity interest in Silver Castle from the Hongyu Shareholders. As a result of this transaction, the Company effectively controls 100% of Hongyu through its wholly owned subsidiary, Silver Castle Investments Ltd. which holds 90% of Hongyu with the other 10% held by the nominees of the Company.

The acquisition was treated as an acquisition of assets rather than a business combination because Hongyu does not constitute a business according to the definition of business under FASB ASC Topic 805 *Business Combinations*. The acquisition was accounted for based on the cash paid and quoted market price of the Company's common shares issued as part of the transaction.

There were no liabilities assumed during the acquisition. Details of the purchase consideration and net assets acquired are as follows:

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Note 3 Mineral Properties (cont. d)

a) Gaoping Phosphate Property (cont. d)

Purchase price:

Cash consideration	\$ 310,438
Common shares (1)	2,200,000
Transaction costs	27,749
	\$ 2,538,187

Allocated to:

Environmental deposit	\$ 122,134
Mineral property	3,148,740
Deferred tax liability	(732,687)
	\$ 2,538,187

- (1) Consideration paid consisted of an aggregate cash payment of RMB2,000,000 (\$310,438) and issuance of 10,000,000 shares of common stock at \$0.22 per share which was the closing price of the Company's shares on the date of acquisition.

Incurred in connection with the acquisition were transaction costs of \$27,749 which were included as part of the purchase consideration.

As of February 29, 2012, the Company has incurred mineral property costs of \$117,206 on this property which have been expensed to the statement of operations as disclosed in the table above.

b) Dangxiongcuo Salt Lake Project

On September 16, 2005, the Company, through its wholly owned subsidiary, Micro Express Holdings Inc. (Micro), signed an agreement (the Mianping Agreement) with Beijing Mianping Salt Lake Research Institute (Mianping) for the development of Dangxiongcuo salt lake property (DXC Salt Lake) in Nima county of Naqu district in Tibet, China.

Pursuant to the Mianping Agreement, the parties agreed to set up a Cooperative Company, (the Cooperative) to develop the DXC Salt Lake. The objective of the Cooperative was to use the funds provided by the Company and the skills and technology provided by the other party to produce lithium carbonate and borate from brine. The Company, through Micro, was to own 65% of the Cooperative. It was anticipated that the total investment in the Cooperative would be approximately 240 million RMB (or approximately US\$35 million). The Cooperative Company was never set up. On July 3, 2007, Micro received a letter from the other party to the Mianping Agreement stating that the agreement between Micro and the other party should be deemed terminated as a result of lack of progress in the approval for the establishment of the joint venture company and is considering a lawsuit against the Company and Micro. Micro has responded that the other party's claim has no legal grounds as the lack of progress is not caused by Micro. There has been no legal action to date and none is expected. By letter dated August 25, 2008, Mianping has confirmed that the agreement dated September 16, 2005 was terminated effective July 8, 2008. This agreement was replaced by the agreement with Zhong Chuan International Mining Holdings Co. Ltd. (Zhong Chuan) dated July 8,

2008 (the Agreement).

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Note 3 Mineral Properties (cont. d)

b) Dangxiongcuo Salt Lake Project (cont. d)

The Company received verbal termination of the Agreement with Zhong Chuan in July 2009, as advised by third party legal counsel, at a meeting in Beijing, China. The Agreement, in effect, allows Zhong Chuan to terminate the Agreement if it pays the Company double the amount of funds paid by the Company to date to secure and develop the DXC Project. Zhong Chuan has not paid the required amount anticipated by the Agreement to date. The delay in payment has delayed the termination process. At this point, the termination is incomplete.

As Zhong Chuan did not fulfill the terms of the Agreement, DXC Salt Lake project was delayed again. The Company renegotiated with Mianping which still holds DXC Salt Lake project. On October 31, 2011, the Company and its wholly owned subsidiary, Micro Express Holdings Inc. (collectively "Micro Express"), signed an agreement (the "Termination Agreement") with Beijing Mianping Salt Lake Research Institute and Tibet Sunrise Mining Development Ltd. which is actual control person of Beijing Mianping Salt Lake Research Institute (collectively "Sunrise") regarding amending and terminating the agreement dated September 16, 2005 between Micro Express Holdings Inc. and Beijing Mianping Salt Lake Research Institute for the development of the Dangxiongcuo (DXC) Salt Lake Project located in Nima County, Tibet, China (the "Mianping Agreement").

Pursuant to the Termination Agreement, the parties have confirmed that when Sunrise completes its shareholder's change and increases its registered capital to RMB 100 million, Sunrise warrants and agrees to pay lump sum RMB 10 million (approximately \$1,573,000) to Micro Express immediately in exchange of the original receipts in total amount of RMB 6,218,451 which Micro Express has spent for the DXC project and the receipt of RMB 3,781,549 from Micro Express. Upon receipt of full payment of RMB 10,000,000 (approximately \$1,573,000) from Sunrise, Micro Express shall quitclaim all of its interest in and to the DXC project and the Mianping Agreement and amendments thereto, if any, shall be deemed to be null and void effective immediately. As of February 29, 2012, the Company received \$nil from Sunrise.

As of February 29, 2012, the Company has incurred a total of \$1,042,167 in mineral property costs on this property.

Note 4 Related Party Transactions

The Company was charged consulting fees for administrative, corporate, financial, engineering, and management services during the three months and nine months ended February 29, 2012 totaling \$5,962 (February 28, 2011: \$6,161) and \$17,994 (February 28, 2011: \$17,647) respectively by companies controlled by a director of the Company.

The Company was charged rental fees included in general and administrative expense during the three months and nine months ended February 29, 2012 totaling \$nil (February 28, 2011: \$nil) and \$nil (February 28, 2011: \$1,091) respectively by a company controlled by a director of the Company.

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Cash held in trust at February 29, 2012 includes \$27,720 (May 31, 2011: \$43,312) held in trust by a director of the Company for Company related expenses.

Included in accounts payable and accrued liabilities is \$477,807 (May 31, 2011: \$524,233) which was due to companies controlled by the directors of the Company for their services provided.

These transactions were measured at the exchange amount which represented the amount of consideration established and agreed to by the related parties.

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Note 5 Capital Stock

 a) Capital Stock

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Note 5 Capital Stock - (cont d)

b) Stock Options - (cont d)

	Period ended February 29, 2012	Year ended May 31, 2011
Risk free interest rate	1.48%	2.74%
Expected life of options in years	7.26 years	7.83 years
Expected volatility	233.3%	238.7%
Dividend per share	\$0.00	\$0.00

During the period ended February 29, 2012, the weighted average fair value of options granted was \$0.08 per share. The Company recognized a total stock based compensation expense of \$40,000 for options granted and vested using the Black-Scholes option pricing model.

During the year ended May 31, 2011, the weighted average fair value of options granted was \$0.25 per share. The Company recognized a total stock based compensation expense of \$1,175,000 for options granted and vested using the Black-Scholes option pricing model.

At February 29, 2012, there were 5,200,000 stock options (May 31, 2011: 4,700,000) outstanding and exercisable with an exercise price at \$0.25 each expiring on February 3, 2019.

c) Share Purchase Warrants

Changes in share purchase warrants for the period ended February 29, 2012 and year ended May 31, 2011 are summarized as follows:

	Number of shares	Average exercise price
Balance, May 31, 2011	24,570,000	\$ 0.204
Granted	-	-
Exercised	-	-
Expired	-	-
Balance, February 29, 2012	24,570,000	\$ 0.204

Share purchase warrants outstanding at February 29, 2012:

Series	Number	Price	Expiry Date
"A"	3,817,500	\$ 0.50	February 15, 2013
"D"	20,752,500	\$ 0.15	February 15, 2013
	24,570,000		

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Note 5 Capital Stock - (cont d)

c) Share Purchase Warrants - (cont d)

Each Series A warrant entitles the holder thereof the right to purchase one common share at \$0.50 per share expiring on the earlier of:

- 1) February 16, 2008; or
- 2) The 30th day after the day on which the weighted average trading price of the Company's shares exceeds \$0.80 per share for 20 consecutive trading days.

Upon exercise of the Series "A" Share Purchase Warrant at \$0.50 each, the holder will receive one Common Share of the Company and a Series "B" Share Purchase Warrant exercisable at \$1.00 expiring one year after the occurrence of either (1) or (2) as described above. The Series "A" Share Purchase Warrants were originally issued in 2004 pursuant to a private placement commenced in February 2004.

On February 7, 2008, the Company extended the expiry date of the 3,817,500 Series A Share Purchase Warrants from February 16, 2008 to February 16, 2009. The exercise price of the warrants remains unchanged at \$0.50 per share. The additional fair value of the 3,817,500 extended life Series A Share Purchase Warrants was estimated at \$252,989 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 218.52%, risk free interest rates of 2.08% and expected life of one year.

On February 6, 2009, the Company re-extended the expiry date of 3,817,500 Series A Share Purchase Warrants from February 16, 2009 to February 16, 2010. The exercise price of the warrants remains unchanged at \$0.50 per share. The additional fair value of the 3,817,500 extended life Series A Share Purchase Warrants was estimated at \$35,593 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 223.36%, risk free interest rates of 0.82% and expected life of one year.

On February 12, 2010, the Company re-extended the expiry date of 3,817,500 Series "A" Share Purchase Warrants from February 16, 2010 to February 16, 2011. The exercise price of the warrants remains unchanged at \$0.50 per share. The additional fair value of the 3,817,500 extended life Series A Share Purchase Warrants was estimated at \$44,283 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 244%, risk free interest rates of 0.56% and expected life of one year.

On February 14, 2011, the Company re-extended the expiry date of 3,817,500 Series "A" Share Purchase Warrants from February 16, 2011 to February 16, 2012. The exercise price of the

warrants remains unchanged at \$0.50 per share. The additional fair value of the 3,817,500 extended life Series A Share Purchase Warrants was estimated at \$517,526 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 201%, risk free interest rates of 0.29% and expected life of one year.

On January 26, 2012, the Company re-extended the expiry date of 3,817,500 Series "A" share purchase warrants from February 16, 2012 to the earlier of February 15, 2013 or the close of business on the 30th day after a takeover bid for the Company's issued and outstanding share capital has been made by a third party and approved by the shareholders of the Company. The exercise price of the warrants remained unchanged at \$0.50 per share. The additional fair value of the 3,817,500 extended life Series A Share Purchase Warrants was estimated at \$25,832 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 155.80%, risk-free interest rates of 0.12% and expected life of 1.0548 years.

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Note 5 Capital Stock - (cont. d)

c) Share Purchase Warrants - (cont. d)

On February 7, 2008, the Company extended the expiry date of the 2,873,990 Series C Share Purchase Warrants from February 29, 2008 to February 27, 2009. The exercise price of the warrants remained unchanged at \$0.18 per share. The additional fair value of the 2,873,990 extended life Series C Share Purchase Warrants was estimated at \$156,536 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 222.09%, risk-free interest rates of 2.08% and expected life of one year.

On February 6, 2009, the Company re-extended the expiry date of 2,873,990 Series "C" share purchase Warrants from February 27, 2009 to February 26, 2010. The exercise price of the warrants remains unchanged at \$0.18 per share. The Series "C" Share Purchase Warrants were originally issued in September 2006 pursuant to a private placement commenced in August 2006. The additional fair value of the 2,873,990 extended life Series C Share Purchase Warrants was estimated at \$48,259 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 244.01%, risk-free interest rates of 0.82% and expected life of one year.

On February 12, 2010, the Company re-extended the expiry date of 2,873,990 the Series "C" share purchase Warrants from February 26, 2010 to February 16, 2011. The exercise price of the warrants remains unchanged at \$0.18 per share. The additional fair value of the 2,873,990 extended life Series C Share Purchase Warrants was estimated at \$47,421 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 244%, risk-free interest rates of 0.56% and expected life of one year.

During the year ended May 31, 2011, 801,666 Series "C" Share Purchase Warrants with an exercise price of \$0.18 per share were exercised for gross proceeds of approximately \$144,300. On February 16, 2011, the remaining Series "C" Share Purchase Warrants expired unexercised.

On January 26, 2012, the Company extended the expiry date of the 20,752,500 Series "D" Share Purchase Warrants (the "D" Warrants) to the earlier of February 15, 2013 or the close of business on the 30th day after a takeover bid for the Company's issued and outstanding share capital has been made by a third party and approved by the shareholders of the Company. The exercise price of the "D" Warrants remains unchanged at \$0.15 per share. The additional fair value of the 20,752,500 extended life Series D Share Purchase Warrants was estimated at \$358,647 using the Black-Scholes Option Pricing Model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 157.29%, risk-free interest rates of 0.12% and expected life of 1.0548 years.

Note 6 Foreign Currency Risk

The Company is exposed to fluctuations in foreign currencies through amounts held in China in RMB:
- Cash and Cash held in trust \$27,720 (May 31, 2011 - \$43,312)

The Company is exposed to fluctuations in foreign currencies through amounts held in Canada in CAD:
- Cash \$76,145 (May 31, 2011 - \$58,390)

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes for the year ended May 31, 2011, the financial statements and related notes in this Quarterly Report, the risk factors in our 10K for the year ended May 31, 2011, and all of the other information contained elsewhere in this report.

As used in this quarterly report, the terms we, us, our, our company, Company and Sterling refer to Sterling Ventures, Inc. and its subsidiaries, unless otherwise indicated.

Forward-Looking Statements. When used in this Form 10-Q, the words believe, may, will, plan, estimate, could, anticipate, intend, expect, project, estimates, and similar expressions are intended to identify forward-looking statements. Such statements are subject to risks and uncertainties, including those set forth below under "Risks and Uncertainties," that could cause actual results to differ materially from those projected. These forward-looking statements speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

Overview

On October 18, 2010, Sterling signed two agreements (the "Agreements") with Chenxi County Hongyu Mining Co. Ltd. ("Hongyu") and its shareholders ("Hongyu Shareholders") regarding the Gaoping phosphate mine (the "GP Property") located in Tanjiachang village, Chenxi County, Hunan Province, China and other phosphate resources in Hunan Province. Hongyu holds a business license and a mining permit in the GP Property which is in effect until November 10, 2014 and covers 42.5 hectares.

The Agreements required an investment company to be incorporated in Hong Kong (the "Investment Company") which was to be owned 20% by the Hongyu Shareholders and 80% by Sterling. On October 13, 2010, the Investment Company was incorporated in Hong Kong under the name Silver Castle Investments Ltd. ("Silver Castle"). Silver Castle acquired 90% of Hongyu with the other 10% of Hongyu transferred to the nominees of Sterling. During the acquisition phase, Sterling ensured that Hongyu's net assets retained a minimum value of RMB 5,000,000 (\$771,545). Upon completion of this acquisition, Hongyu became a Hong Kong / China joint venture company. Sterling received all required approvals from Chinese authorities for the completion of its acquisition of Hongyu pursuant to the Agreements dated October 18, 2010. Sterling paid a total RMB 2,000,000 (\$310,366) to the Hongyu Shareholders with RMB 200,000 (US\$30,862) paid as down payment on December 14, 2010 and the remaining RMB1,800,000 (\$279,576) paid on July 8, 2011 for completion of the transaction.

Pursuant to the Agreements, Hongyu agreed to surrender its future exclusive cooperative rights to Sterling, and the Hongyu Shareholders agreed that Sterling shall have all Hongyu's title and interest in any phosphate properties, including but not limited to the GP Property, and Sterling should arrange for the financing of building a mining and processing plant on the GP Property together with other facilities required for a mining operation thereon.

When requested by Sterling, the Hongyu Shareholders agreed to sell their 20% interest in the Investment Company to Sterling for the issuance of 10,000,000 common shares of Sterling's capital stock. On July 5, 2011, Sterling issued 10,000,000 shares to the Hongyu Shareholders with the closing market price of the shares at \$0.22 for acquiring the remaining 20% equity interest in Silver Castle from the Hongyu Shareholders. As a result of this transaction, Sterling effectively controls 100% of Hongyu through its wholly owned subsidiary, Silver Castle Investments Ltd. which holds 90% of Hongyu with the other 10% held by the nominees of Sterling.

Sterling through its subsidiary company, Silver Castle Investments Ltd., also signed a letter of intent for a larger area known as Tanjiachang Exploration Concession with Chenxi County Merchants Bureau, Hunan Province, China. Tanjiachang Exploration Concession is surrounding the Gaoping Mining permit.

Sterling is currently preparing plans to put its phosphate deposit into production.

As mining license was obtained for the Gaoping Phosphate Property and a Chinese engineering report was completed, the Company moved into the development stage of this property in the last few months. On February 13, 2012, the Company received approval for building power line for the Gaoping Phosphate Property. The Company also reached understanding for land rental with local village committee on March 17, 2012. Final negotiations relating to surface rights ("land") in the mining area together with the installation of hydro power are substantially complete. The mining operations contracts are in the final stage of negotiation. On April 1, 2012, the Company has received conditional construction approval from Supervision and Management Bureau for Safety Operation of Chenxi County.

On November 10, 2010, Sterling signed a letter of intent (the "LOI") with Shimen County Merchants Bureau, Hunan Province, China regarding the development of Shimen Phosphate Mine.

Under the terms of the LOI, Sterling will conduct due diligence on the Shujiatai phosphate property located in Shimen County, Hunan Province, China (the "SM Property") within one and half years and update any Chinese study reports if necessary to build a mining, processing and chemical plant. After the due diligence is completed, Sterling will set up a joint venture in Shimen County for developing the SM Property.

On September 16, 2005, the Company, through its wholly owned subsidiary, Micro Express Holdings Inc. ("Micro"), signed an agreement (the "Mianping Agreement") with Beijing Mianping Salt Lake Research Institute ("Mianping") for the development of Dangxiongcuo salt lake property ("DXC Salt Lake") in Nima county of Naqu district in Tibet, China.

Pursuant to the Mianping Agreement, the parties agreed to set up a Cooperative Company (the "Cooperative") to develop the DXC Salt Lake. The objective of the Cooperative was to use the funds provided by the Company and the skills and technology provided by the other party to produce lithium carbonate and borate from brine. The Company, through Micro, was to own 65% of the Cooperative. It was anticipated that the total investment in the Cooperative would be approximately RMB 240 million (or approximately US\$35 million). The Cooperative Company was never set up. On July 3, 2007, Micro received a letter from the other party to the Mianping Agreement stating that the agreement between Micro and the other party should be deemed terminated as a result of lack of progress in the approval for the establishment of the joint venture company and is considering a lawsuit against the Company and Micro. Micro has responded that the other party's claim has no legal grounds as the lack of progress is not caused by Micro. There has been no legal action to date and none is expected. By letter dated August 25, 2008, Mianping has confirmed that the agreement dated September 16, 2005 was terminated effective July 8, 2008. This agreement was replaced by the agreement with Zhong Chuan International Mining Holdings Co. Ltd. ("Zhong Chuan") dated July 8, 2008("the Agreement").

In July 2009, the Company received verbal termination of the Agreement with Zhong Chuan as advised by third party legal counsel at a meeting in Beijing, China. The Agreement, in effect, allows Zhong Chuan to terminate the Agreement if it pays the Company double the amount of funds paid by the Company to date to secure and develop the DXC Project. Zhong Chuan has not paid the required amount anticipated by the Agreement to date. The delay in payment has delayed the termination process. At this point, the termination is incomplete.

As Zhong Chuan did not fulfill the terms of the Agreement, DXC Salt Lake project was delayed again. The Company renegotiated with Mianping which still holds DXC Salt Lake project. On October 31, 2011, the Company and its wholly owned subsidiary, Micro Express Holdings Inc. (collectively "Micro Express"), signed an agreement (the "Termination Agreement") with Beijing Mianping Salt Lake Research Institute and Tibet Sunrise Mining Development Ltd. which is actual control person of Beijing Mianping Salt Lake Research Institute (collectively "Sunrise") regarding amending and terminating the Mianping Agreement dated September 16, 2005 between Micro Express Holdings Inc. and Beijing Mianping Salt Lake Research Institute for the development of the Dangxiongcuo (DXC) Salt Lake Project located in Nima County, Tibet, China.

Pursuant to the Termination Agreement, the parties have confirmed that when Sunrise completes its shareholder's change and increases its registered capital to RMB 100 million, Sunrise warrants and agrees to pay lump sum RMB 10 million (approximately \$1,573,000) to Micro Express immediately in exchange of the original receipts in total amount of RMB 6,218,451 which Micro Express has spent for the DXC project and the receipt of RMB 3,781,549 from Micro Express. Upon receipt of full payment of RMB 10,000,000 from Sunrise, Micro Express shall quitclaim all of its interest in and to the DXC project and the Mianping Agreement and amendments thereto, if any, shall be deemed to be null and void effective immediately. As of February 29, 2012, the Company has not received any payment from Sunrise.

Business of Sterling Group Ventures Inc.

Sterling is a natural resource company engaged in acquisition, exploration and development of mineral properties. At present, the Company acquired the Gaoping phosphate Property and intends to develop the SM phosphate property for the exploration and production of phosphate. Mining license has been obtained for Gaoping Phosphate Property. After submitting Chinese engineering report to Chinese approval authority, the Company has also received the conditional construction approval from Supervision and Management Bureau for Safety Operation of Chenxi County.

Application of Critical Accounting Policies and Use of Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ significantly from these estimates under different assumptions or conditions. There have been no material changes to these estimates for the periods presented in this quarterly report.

We believe that of our significant accounting policies, which are described in Note 2 to our annual financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, the following policies are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

Basis of Presentation

These consolidated financial statements include the accounts of our Company and our wholly-owned subsidiaries, Micro Express Holdings Inc., Micro Express Ltd., Huyana Ventures Limited, Makaelo Holdings Inc., Makaelo Limited, Silver Castle Investments Limited ("Silver Castle") and its 90% owned subsidiary, Chenxi County Hongyu Mining Co. Ltd. ("Hongyu"). All inter-company transactions and account balances have been eliminated.

Interim Reporting

The information presented in the accompanying interim consolidated financial statements is without audit pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in the interim consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America. Except where noted, the interim consolidated financial statements follow the same accounting policies and methods of their application as our May 31, 2011 annual consolidated financial statements. All adjustments are of a normal recurring nature. It is suggested that these interim consolidated financial statements be read in conjunction with our May 31, 2011 annual consolidated financial statements.

Operating results for the three months and nine months ended February 29, 2012 are not necessarily indicative of the results that can be expected for the year ending May 31, 2012.

Mineral Property Costs

Costs of acquiring mineral properties are capitalized by the project area unless the mineral properties do not have proven reserves. Costs to maintain mineral rights and leases are expensed as incurred. When a property reaches the production state, the related capitalized costs are amortized using the unit of production method on the basis of annual estimates of ore reserves. The Company does not consider a resource property to be at the development stage until such time as either mineral reserve are proven or permits to operate the mineral resource property are received and financing to complete the development has been obtained. Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and amortized on the unit of production method based upon estimated proven and probable reserves or resources.

Management reviews the carrying value of mineral properties at least annually and will recognize impairment in value based upon current exploration results, and any impairment or subsequent losses are charged to operations at the time of impairment. If a property is abandoned or sold, its capitalized costs are charged to operations. Mineral property exploration costs are expensed as incurred. Exploration activities conducted jointly with others are reflected at the Company's proportionate interest in such activities. As of February 29, 2012, the Company did not have proven or probable ore reserves.

Stock-based Compensation

On June 1, 2006, the Company accounts for stock-based compensation in accordance with ASC Topic 718-10, *Compensation - Stock Compensation - Overall*.

In accordance with ASC Topic 718-10 compensation expenses is amortized on a straight-line basis over the requisite service period which approximates the vesting period rather than as a reduction of taxes paid. The Company has elected to use the Black-Scholes option pricing model to determine the fair value of options and the extension of the expiry date of share purchase warrants previously granted. The Company has estimated the fair value of share purchase warrants and options for the period ended February 29, 2012 and the year ended May 31, 2011 using the assumptions more fully described in Note 5(b) & (c) to the financial statements

Foreign Currency Translation

Our functional and reporting currency is U.S. dollars. Our consolidated financial statements are translated to U.S. dollars in accordance with ASC 830, "Foreign Currency Matters". Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. We have not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from these estimates.

Going Concern

These consolidated financial statements have been prepared on a going concern basis which assumes that adequate sources of financing will be obtained as required and that our assets will be realized and liabilities settled in the ordinary course of business. These consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of assets and liabilities that might be necessary if we are unable to continue as a going concern.

In order to continue as a going concern, we require additional financing. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to continue as a going concern, we would likely be unable to realize the carrying value of our assets reflected in the balances set out in the preparation of the consolidated financial statements.

At February 29, 2012, the Company had not yet achieved profitable operations and has accumulated losses of \$6,268,427 since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available..

Results Of Operations

The operating loss decreased to \$438,079 for the quarter ended February 29, 2012, as compared to \$555,083 for the quarter ended February 28, 2011 mainly due to the decrease of Stock-based compensation. The operating loss for nine months ended February 29, 2012 increased to \$746,222 as compared to \$625,565 for the nine months ended February 28, 2011 mainly due to the increase of mineral property costs, audit fees, Shareholder information and investor relations.

Accounting, audit and legal fees increased by \$12,872 for the three months ended February 29, 2012 when compared to the same period in 2011, and accounting, audit and legal fees increased by \$42,693 for the nine months ended February 29, 2012 when compared to the same period in 2011 mainly because of the increase of audit fees.

Foreign exchange gain increased by \$13,248 for the three months ended February 29, 2012 when compared to the same period in 2011, and foreign exchange gain increased by \$36,858 for the nine months ended February 29, 2012 when compared to the same period in 2011 because of the exchange rate fluctuation among US dollar, Canadian dollar and RMB.

Mineral property costs increased by \$23,653 for the three months ended February 29, 2012 when compared to the same period in 2011, and mineral property costs increased by \$117,206 for the nine months ended February 29, 2012 when compared to the same period in 2011, because the Company has started to develop the Gaoping phosphate property.

Investor relations costs decreased by \$1,785 for the three months ended February 29, 2012 when compared to the same period in 2011. Investor relations costs increased by \$76,813 for the nine months ended February 29, 2012 when compared to the same period in 2011 because \$75,000 were paid by shares to a consultant for the investor relation services in the nine months ended February 29, 2012 .

Stock-based compensation decreased by \$133,047 for the three months ended February 29, 2012 when compared to the same period in 2011, and stock-based compensation decreased by \$93,047 for the nine months ended February 29, 2012 when compared to the same period in 2011 because of the extension of warrants and grant of stock options.

The Company expects the trend of losses to continue until we can achieve commercial production on some of the mineral properties, of which there can be no assurance as described in Risk Factors.

Liquidity And Working Capital

As of February 29, 2012, the Company had total current assets of \$1,503,259 and total liabilities of \$482,119. As of February 29, 2012, the Company had cash totaling \$1,479,300 which includes cash held in trust of \$27,720, and a working capital surplus of \$1,021,140.

Cash used in operating activities for the nine months ended February 29, 2012 was \$328,480 as compared to cash used in operating activities for the same period in 2011 of \$81,417. The increase in cash used in operating activities was primarily due to the increase in cash expenditures for mineral property costs, accounting and audit fees as well as the reduction of accounts payable and accrued liabilities. Cash used in investing activities for the nine months ended February 29, 2012 was \$306,847 and was mainly related to the acquisition of Hongyu. For the nine months ended February 28, 2011, cash used in investing activities was \$246,642.

According to the agreement signed with Beijing Mianping Salt Lake Research Institute and Tibet Sunrise Mining Development Ltd. (collectively "Sunrise") on October 31, 2011, Sunrise will repay the Company RMB 10,000,000 (approximately \$1,573,000) for the sale of Dangxiongcuo (DXC) Salt Lake Project located in Nima County, Tibet, China. When the payment is received from Sunrise, the Company's working capital will increase accordingly.

The Company has no other capital resources other than the ability to use its common stock to raise additional capital or the exercise of the warrants by the unit holders. If all warrants outstanding including bonus warrants are exercised, the Company will receive approximately \$10 million in cash. The Company's current cash can meet its short term need. The cash will be mainly used for mining property exploration and development, general administrative, corporate (accounting, audit, and legal), financing and management.

No other commitments to provide additional funds have been made by management or other stockholders except as set forth above. Accordingly, there can be no assurance that any additional funds will be available to the Company to allow it to cover operation expenses. This raises substantial doubt that the Company will be able to continue as a going concern unless additional capital is raised.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In addition to the U.S. Dollar, we conduct our business in Chinese Yuan (RMB) and Canadian Dollar and, therefore, are subject to foreign currency exchange risk on cash flows related to expenses and investing transactions. In July 2005, the Chinese government began to permit the Chinese Yuan to float against the U.S. Dollar. All of our costs to operate our Chinese project are paid in Chinese Yuan and all of our costs to operate our principal executive office in Canada are paid in Canadian dollar. Our mining costs in China may be incurred under contracts denominated in Chinese Yuan or U.S. Dollars. If the Chinese Yuan continues to appreciate with respect to the U.S. Dollar, our costs in China may increase. If the Canadian Dollar continues to appreciate with respect to the U.S. Dollar, our costs in Canada may increase. To date we have not engaged in hedging activities to hedge our foreign currency exposure. In the future, we may enter into hedging instruments to manage our foreign currency exchange risk or continue to be subject to exchange rate risk.

Although inflation has not materially impacted our operations in the recent past, increased inflation in China or Canada could have a negative impact on our operating and general and administrative expenses, as these costs could increase. China has recently experienced inflationary pressures, which could increase our costs associated with our operations in China. If there are material changes in our costs, we may seek to raise additional funds earlier than anticipated.

ITEM 4. CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures:

We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

b. Changes in Internal Control over Financial Reporting:

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

We have sought to identify what we believe to be the most significant risks to our business. However, we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment

decision with respect to our Common Stock. We provide the following cautionary discussion of risks, uncertainties and possible inaccurate assumptions relevant to our business. These are factors that we think could cause our actual results to differ materially from expected results. Other factors besides those listed here could adversely affect us.

Factors That May Affect Future Results and Market Price of Stock

The business of the Company involves a number of risks and uncertainties that could cause actual results to differ materially from results projected in any forward-looking statement, or statements, made in this report. These risks and uncertainties include, but are not necessarily limited to the risks set forth below. The Company's securities are speculative and investment in the Company's securities involves a high degree of risk and the possibility that the investor will suffer the loss of the entire amount invested.

There is Substantial Doubt About the Company's Ability to Continue as a Going Concern

Sterling is engaged in acquisition, exploration and development of mineral properties. The Company has acquired the Gaoping phosphate properties located in Chenxi County, Hunan Province, China. The Company has not yet achieved profitable operations and is dependent on its ability to raise capital from shareholders or other sources to meet its obligations and repay its liabilities arising from normal business operations when they come due. These factors raise substantial doubt that the Company will be able to continue as a going concern.

Lack of Technical Training of Management

The Management of our Company has academic and scientific experience related to mining issues but lacks technical training and experience exploring for, commissioning and operating a mine. With no direct training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within this industry. The decisions and choices may not take into account standard engineering or managerial approaches mineral exploration companies commonly use. Consequently, operations, earnings and the ultimate financial success of the Company could suffer irreparable harm due to management's lack of experience in this industry. The company has recently hired an experienced mining engineer.

Exploration Risk

Development of mineral properties is contingent upon obtaining satisfactory exploration results. Mineral exploration and development involves substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate.

The Gaoping property has been examined in the field by professional geologists/mining engineers. The Company received the national instrument 43-101 report (Canadian Standard). Professional geologist also made an exploration proposal for Tanjiachang Exploration Concession which is surrounding Gaoping property which is under letter of intent with Chenxi County Merchants Bureau, Hunan Province, China. The SM property is not examined in the field by professional geologists or mining engineers yet. The Company's Chinese mining engineer is still reviewing information of SM property in Shimen County, Hunan Province, China. There is no assurance that commercial quantities of ore will be discovered on the SM property and Tanjiachang Exploration Concession. There is also no assurance that, even if commercial quantities of ore are discovered, the SM property and Tanjiachang Exploration Concession will be brought into commercial production. The discovery of mineral deposits is dependent upon a number of factors not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit, once discovered, is also dependent upon a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. In addition, assuming discovery of a commercial ore body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Most of the above factors are beyond the control of the Company.

The properties may need exploration and such exploration processes shall be conducted in phases. When each phase of a particular project is completed, and upon analysis of the results thereto, the Company will make a decision on

whether to proceed with each successive phase of the exploration program. There is no assurance that projects will be carried to completion.

Limited Management Resource Development Experience

The Company does not have a track record of exploration and mining operation history. The Company's management has limited experience in mineral resource development and exploitation, and has relied on and may continue to rely upon consultants and others for development and operation expertise. The company recently hired an experienced mining engineer.

Limited Financial Resources

Furthermore, the Company has limited financial resources with no assurance that sufficient funding will be available to it for future exploration and development or to fulfill its obligations under current agreements. There is no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects.

Limited Public Market, Possible Volatility of Share Price

The Company's Common Stock is currently quoted on the NASD OTC QB under the ticker symbol SGGV and is listed on Berlin Bremen Stock Exchange under the symbol GD7. As of February 29, 2012, there were 75,730,341 shares of common stock outstanding. There can be no assurance that a trading market will be sustained in the future.

Dependence on Executive Officers and Technical Personnel

The success of our business plan depends on attracting qualified personnel, and failure to retain the necessary personnel could adversely affect our business. Competition for qualified personnel is intense, and we may need to pay premium wages to attract and retain personnel. Attracting and retaining qualified personnel is critical to our business. Inability to attract and retain the qualified personnel necessary would limit our ability to implement our business plan successfully.

Need for Additional Financing

The Company believes it has sufficient capital to meet its short-term cash needs, including the costs of compliance with the continuing reporting requirements of the Securities Exchange Act of 1934. However, if losses continue, it may have to seek loans or equity placements to cover longer-term cash needs to continue operations and expansion.

No commitments to provide additional funds have been made by management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available to the Company to allow it to cover operation expenses.

If future operations are unprofitable, it will be forced to develop another line of business, or to finance its operations through the sale of assets it has, or enter into the sale of stock for additional capital, none of which may be feasible when needed. The Company has no specific management ability or financial resources or plans to enter any other business as of this date.

Dilution to the Existing Shareholders

The Company has no other capital resources other than the ability to use its common stock to raise additional capital or the exercise of the warrants by the unit holders, which will significantly dilute the Company's stockholders.

Market Risk and Political Risks

The Company does not hold any derivatives or other investments that are subject to market risk. The carrying values of any financial instruments, approximate fair value as of those dates because of the relatively short-term maturity of these instruments, which eliminates any potential market risk associated with such instruments.

The market in China is monitored by the government, which could impose taxes or restrictions at any time which would make operations unprofitable and infeasible and cause a write-off of investment in the mineral properties. Other factors include political policy on foreign ownership, political policy to open the doors to foreign investors, and

political policy on mineral claims and metal prices.

The disruptions in the financial markets and economic conditions have adversely affected the US and the world economy. Turmoil in global credit markets and turmoil in the geopolitical environment in many parts of the world have adversely affected global economic conditions. There can be no assurances that government responses to the disruptions in financial markets will restore investor confidence and economic activity. This could affect our ability to raise capital.

Additionally, the uncertain economic environment may cause farmers to use less fertilizer to cut costs, which will adversely affect the demand for phosphate. A similar situation occurred in 2008 leading to a sharp decline in phosphate prices.

The Hongyu phosphate deposit is located in China which, as a result of its operations, exposes the Company to political and market risks in China. Exports of phosphate rock are currently subject to an export tax due to domestic phosphate requirements.

Other Risks and Uncertainties

The business of mineral deposit exploration and development involves a high degree of risk. Few properties that are explored are ultimately developed into production. Other risks facing the Company include competition, reliance on third parties and joint-venture partners, environmental and insurance risks, political and environmental instability, statutory and regulatory requirements, fluctuations in mineral prices and foreign currency, share price volatility, title risks, and uncertainty of additional financing.

Since October 2008, a severe general downturn in the U. S. economy and global economy slowdown which already affected the securities markets took place. Such a deleterious turn of events has made it much more difficult for the Company to access financing should it be required to do so. The outlook remains uncertain as growth in the US and Europe experienced another downturn such that another recession is now possible in the US and Europe.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the year ended May 31, 2011, the Company completed a private placement of 20,000,000 units at \$0.10 per unit for total proceeds of \$2,000,000. Each unit consists of one common share and one share purchase warrant entitling the holder the right to purchase one common share at \$0.15 per share expiring on January 31, 2012 (the Series "D" Share Purchase Warrants). An additional 752,500 units were issued as finders' fees. The proceeds from this private placement will be used for the phosphate projects in Hunan, China and general working capital.

On May 25, 2011, the Company issued 350,000 shares at a quoted market price of \$0.23 each to a consultant for its services.

On July 5, 2011, Sterling issued 10,000,000 shares to the Hongyu Shareholders with the closing market price of the shares at \$0.22 for acquiring the remaining 20% equity interest in Silver Castle from the Hongyu Shareholders.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. (REMOVED AND RESERVED)

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits beginning on page 28 of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Sterling Group Ventures Inc.

/s/ Raoul Tsakok
Raoul Tsakok, Chairman and Chief Executive Officer

Date: April 12, 2012

/s/ Richard Shao
Richard Shao, President and Chief Financial Officer

Date: April 12, 2012

INDEX OF EXHIBITS

Exhibit Number	Description
3.1	Articles of Incorporation of the Company, (filed as Exhibit 3.1 to the Company's Registration Statement on Form SB-2 filed on July 26, 2002, and incorporated herein by reference).
3.2	Bylaws of the Company (filed as Exhibit 3.2 to the Company's Registration Statement on Form SB-2 filed on July 26, 2002, and incorporated herein by reference).
4.1	Specimen stock certificate (filed as Exhibit 4.1 to the Company's Registration Statement on Form SB-2 filed on July 26, 2002, and incorporated herein by reference).
10.1	Acquisition Agreement between the Company and Micro Express Ltd., dated January 20, 2004. (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on January 29, 2004, and incorporated herein by reference).
10.2	Joint Venture Contract between Micro Express Ltd. (the Company's wholly subsidiary) and Sichuan Province Mining Ltd., dated April 5, 2005 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on April 11, 2005, and incorporated herein by reference).
10.3	Agreement for Development of DXC Salt Lake Property between Micro Express Holdings Inc. (the Company's wholly subsidiary) and Beijing Mianping Salt Lake Research Institute, dated September 16, 2005 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on September 21, 2005, and incorporated herein by reference).
10.4	Agreement for Termination of Joint Venture between Micro Express Ltd. and Sichuan Province Mining Ltd., dated March 3, 2006 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on March 6, 2006, and incorporated herein by reference).
10.5	Agreement between the Company, Zhong Chuan International Mining Holding Co., Ltd., and shareholders of Monte Sea Holdings Ltd., dated July 8, 2008 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on July 15, 2008, and incorporated herein by reference).
10.6	Agreement between the Company, Hongyu Mining Co., Ltd., and shareholders of Hongyu Mining Co., Ltd., dated October 18, 2010 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on October 21, 2010, and incorporated herein by reference).
10.7	Letter of Intent between the Company and Shimen County Merchants Bureau, dated November 10, 2010 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K filed on November 16, 2010, and incorporated herein by reference).
14.1	Code of Ethics. (Filed as Exhibit 14.1 to the Company's Annual report on Form 10-K filed on August 28, 2009, and incorporated herein by reference)
<u>31.1</u>	<u>Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.</u>
<u>31.2</u>	<u>Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer Pursuant to 18 U.S.C. Sec. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.</u>
<u>32.2</u>	<u>Certification of Chief Financial Officer Pursuant to 18 U.S.C. Sec. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.</u>
99.1	Audit Committee Charter. (Filed as Exhibit 99.1 to the Company's Annual report on Form 10-K filed on August 28, 2009, and incorporated herein by reference)
101.INS	XBRL Instance Document. Furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document. Furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document. Furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. Furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document. Furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document. Furnished herewith.

