# BRYANT RESOURCES INC.

# FORM 2A

# ANNUAL LISTING STATEMENT

# FOR THE YEAR ENDED DECEMBER 30, 2009

## 1. Table of Contents

## 2. Corporate Structure

2.1 The name of the Corporation is Bryant Resources Inc. The Corporation's office is located at Suite 1500, 885 West Georgia Street, Vancouver, B.C., V6C 3E8.

2.2 The Corporation was incorporated pursuant to the Business Corporations Act (British Columbia) on December 17, 2007.

2.3 The Corporation has no subsidiaries.

2.4 This section is not applicable.

2.5 This section is not applicable.

## 3. General Development of the Business

3.1 The principal business carried on and intended to be carried on by the Company is the acquisition, exploration, and development of resource projects. The Company will continue to assess new properties in British Columbia and elsewhere and will seek to acquire interests in properties if the Company determines that such opportunities have sufficient potential and if the Company has adequate financial resources to complete such acquisitions.

The Corporation was incorporated on December 17, 2007. The following financing activities took place since the Company's inception to December 31, 2009:

- On April 4, 2008, the Corporation raised $32,000 through the issuance of 400,000 Common Shares at a purchase price of $0.08 per share.
- On May 12, 2008 the Corporation raised $18,000 through the issuance of 225,000 Common Shares at a purchase price of $0.08 per share.
- On June 25, 2008 the Company issued 420,000 common shares at a price of $0.08 per share for proceeds of $33,600 pursuant to private placement.

- On October 6, 2008 the Company completed initial public offering of 2,425,000 shares at a purchase price of $0.10 per share for gross proceeds of $242,500. According to the agreement with Haywood Securities Inc. (the "Agent'), the Company paid Agent's commission fee of $2,975 and corporate finance fee of $14,000. The Company also incurred legal, filing and other share issue costs related to the financing in amount of $95,279. The total share issuance costs are $112,254.

The Company entered into an assignment agreement dated February 29, 2008, (the "Agreement") with ATW Venture Corp. ("ATW") whereby ATW assigned its interest in a mineral property purchase agreement dated February 14, 2006, as amended February 21, 2008, (the "Underlying Agreement") between ATW and Mountain Boy Minerals Ltd., whereby ATW has the right and option to acquire an 80% interest in the Carp Property (the "Property"), subject to a 2% net smelter return royalty (the "Royalty") to ATW. Pursuant to the terms of the Underlying Agreement, the Company is required to incur a total of $800,000. Pursuant to the terms of the Agreement, the Company issued 100,000 shares in connection with the Property.

In December 2009 the Company provided a 60-day notice to the ATW terminating the assignment agreement. At the end of the notice period, all of the Company's interest in the Carp property reverts to the ATW. The Company made a decision to terminate the assignment agreement mainly due to no significant discoveries being made from the previously completed exploration and the Company's insufficient working capital to continue with the option agreement. The Company wrote-off $124,151 to $Nil of the acquisition and deferred exploration costs incurred on the Property.

3.2 This section is not applicable.

3.3 The principal business carried on and intended to be carried on by the Company is the acquisition, exploration, and development of resource projects. There are no guarantees that the Company will be successful in carrying out this strategy or acquiring interests in resource projects. There are significant uncertainties regarding the prices of various commodities that the Company may pursue and the availability of equity financing for the purposes of exploration and development. Risks and uncertainties as well as forward-looking information are disclosed in the Company's annual management's discussion and analysis for the year ended December 31, 2009 which can be found on SEDAR website at www.sedar.com.

## 4. Narrative Description of the Business

### 4.1 General

(1) Description of business.

(a) Business Objectives

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration, and development of resource projects. The Company will continue to assess new properties in British Columbia and elsewhere and will seek to acquire interests in additional properties if the Company determines that such opportunities have sufficient potential and if the Company has adequate financial resources to complete such acquisitions.

There are no guarantees that the Company will be successful in carrying out this strategy or acquiring interests in resource projects.

In considering future business opportunities, the Company will not restrict its review of future opportunities to the mineral exploration and mining sectors. If doing so would be in the best interest of the Company and its shareholders, the Company will expand its business into other sectors of the economy in which it does not currently operate. There is no guarantee that the Company will continue to operate as a junior exploration company in the long term.

(b) Milestones

The Company is actively evaluating various potential opportunities in the resource sector. The next significant milestone for the Company will be an acquisition transaction of a resource property or other business. There is no guarantee that the Company will be successful in executing such a transaction and raising required financing on favourable terms.

(c) Funds available

As at December 31, 2009 the Company had a working capital deficit of ($16,662). The Company currently does not have sufficient working capital to fund the next twelve months of operations. It will rely on additional financial support from the major shareholders and/or capital from equity financing. There can be no assurance that the Company will be sucessful in obtaining the required financing or that this capital will be available or available on favourable terms.

(d) Use of available funds for the next 12 months

The Company's current burn rate on general and administrative expenditures is approximately $5,000/month. The Company currently does not have a project and its management is engaged on a part-time consulting basis. In the next 12 months the Company may acquire interest in a project or business and hire additional staff at which time the expenditures will rise. The Company will require additional financing in the future and there is no guarantee that such financing can be obtained on favourable terms.

(e) This section is not applicable.

(f) This section is not applicable.

(g) The Corporation competes with other companies with greater financial resources and technical facilities. The Corporation is currently largely dependent on the performance of its directors and officers and there is no assurance the Corporation can retain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely.

(h) This section is not applicable.

(2) This section is not applicable.

(3) This section is not applicable.

4.2 This section is not applicable.

4.3 The Corporation does not currently have any mineral projects.

4.4 This section is not applicable.

## 5. Selected Consolidated Financial Information

### 5.1 Annual Information

The following table provides a brief summary of the Company's financial operations for the past two years (since Incorporation). For more detailed information, refer to the audited financial statements for the year ended December 31, 2009 and 2008 which can be found on SEDAR website (www.sedar.com).

| | 2009<br>$ | 2008<br>$ |
|---|---|---|
| Total assets | 33,210 | 203,861 |
| Mineral interest | - | 155,949 |
| Total current liabilities | (48,872) | (37,482) |
| Total long-term liabilities | - | - |
| Net loss and comprehensive loss for the year | (193,673) | (61,585) |
| Expenses (excluding mineral interest write-off) | (69,522) | (61,585) |
| Mineral interests write-off | (124,151) | - |
| Basic and diluted loss per share | (0.05) | (0.05) |
| Cash dividends | - | - |

### 5.2 Quarterly Information

The following is a summary of the Company's selected financial results for the eight most recently completed quarters. The information was prepared in accordance with Canadian GAAP and should be read in conjunction with the financial statements and management's discussion and analysis of the Company for the year ended December 31, 2009.

| | 2009 | | | | 2008 | | | |
|---|---|---|---|---|---|---|---|---|
| | Q4<br>$ | Q3<br>$ | Q2<br>$ | Q1<br>$ | Q4<br>$ | Q3<br>$ | Q2<br>$ | Q1<br>$ |
| Total assets | 33,210 | 161,959 | 161,047 | 168,267 | 203,861 | 161,242 | 119,987 | 34,785 |
| Mineral interest | - | 155,505 | 155,505 | 155,505 | 155,949 | 93,695 | 44,478 | 20,000 |
| Working capital | (15,662) | (32,863) | (21,281) | (1,043) | 10,430 | (103,516) | (5,501) | (32,669) |
| Long term financial liabilities | - | - | - | - | - | - | - | - |
| Total revenues | - | - | - | - | - | - | - | - |
| Expenses (excluding mineral interest write-off) | (15,978) | (14,170) | (23,085) | (16,289) | (22,549) | (17,695) | (14,751) | (6,590) |
| Net loss | (140,129) | (14,170) | (23,085) | (16,289) | (22,549) | (17,695) | (14,751) | (6,590) |
| Loss per common share – basic and diluted | (0.04) | (0.00) | (0.01) | (0.00) | (0.01) | (0.02) | (0.02) | (0.22) |

5.3 Dividends

There is no restriction that would prevent the Corporation from paying dividends on the Common Shares. However, the Corporation has not paid any dividends on its Common Shares and it is not contemplated that the Corporation will pay any dividends on its Common Shares in the future.

5.4 This section is not applicable.

## 6. Management's Discussion and Analysis

Please see the annual management's discussion and analysis for the year ended December 31, 2009, a copy of which can be found on SEDAR website (www.sedar.com).

## 7. Market for Securities

The common shares are listed on the CNSX under the trading symbol "BYR".

## 8. Consolidated Capitalization

| | Number | Amount $ | Contributed Surplus $ |
|---|---|---|---|
| Authorized - unlimited common shares without par value | | | |
| Issued – common shares | | | |
| As at December 17, 2007 (Incorporation) | 1 | 1 | - |
| For mineral interest | 100,000 | 8,000 | - |
| Private placements | 1,045,000 | 83,600 | - |
| Initial Public Offering | 2,425,000 | 242,500 | - |
| Share issuance cost | - | (112,254) | - |
| Stock-based compensation | - | - | 6,117 |
| As at December 31, 2008 | 3,570,001 | 221,847 | 6,117 |
| Stock-based compensation | - | - | 11,632 |
| **As at December 31, 2009** | **3,570,001** | **221,847** | **17,749** |

## 9. Options to Purchase Securities

The 2008 Stock Option Plan ("2008 Plan") was adopted by the Company's board of directors on May 12, 2008. The 2008 Plan provides that, subject to the requirements of the Canadian National Stock Exchange ("CNSX"), the aggregate number of securities reserved for issuance under the 2008 Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of stock options (including all stock options granted by the Company to date). The exercise price of each stock option is based on the market price of the Company's common stock at the date of the grant.

As of the date of this report, the Company does not have any stock options or share purchase warrants outstanding.

## 10. Prior Sales

10.1 The authorized share capital of the Corporation consists of an unlimited number of Common Shares. As of the date of this report, 3,885,001 Common Shares were issued and outstanding (3,570,001 Common Shares as at December 31, 2009) as fully paid and non-assessable shares. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the board of directors of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

10.2 Prices for securities sold within the 12 months

There were no shares sold during the year ended December 31, 2009. Subsequent to December 31, 2009, the Company issued 315,000 common shares pursuant to the exercise of an equivalent number of stock options at $0.10 per share for proceeds of $31,500.

10.3 Stock Exchange Price

The Common Shares trade on the CNSX under symbol "BYR". The Following table sets forth reported high and low sale prices and the trading volumes for the Common Shares on the CNSX as reported by the CNSX for the period indicated:

| Period | High CDN$ | Low CDN$ | Trading Volume # of shares |
|---|---|---|---|
| **2010** | | | |
| March 1 to date of report | no trading | no trading | no trading |
| February | 0.255 | 0.255 | 100,000 |
| January | no trading | no trading | no trading |
| | | | |
| **2009** | | | |
| December | no trading | no trading | no trading |
| November | no trading | no trading | no trading |
| October | 0.31 | 0.31 | 100,000 |
| July – September | 0.32 | 0.31 | 100,000 |
| April – June | 0.31 | 0.31 | 100,000 |
| January – March | no trading | no trading | no trading |
| | | | |
| **2008** | | | |
| October 14 (listing date) – December | no trading | no trading | no trading |

## 11. Escrowed Securities

11.1 State as of a specified date within 30 days before the date of the Listing Statement, in substantially the following tabular form, the number of securities of each class of securities of the Issuer held, to the knowledge of the Issuer, in escrow (which, for the purposes of this Form includes any securities subject to a pooling agreement) and the percentage that number represents of the outstanding securities of that class. In a note to the table, disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow.

## ESCROWED SECURITIES

| Designation of class held in escrow | Number of securities held in escrow | Percentage of class |
|---|---|---|
| Common Shares | 372,000 | 9.6% |
| Common Shares | 810,000 | 20.8% |

Pursuant to the terms of the Pooling Agreement between the Company and Olympia Trust, 810,000 common shares will be held in the pool and released from the pool after the closing of a "fundamental change" as that term is defined in the CNSX's policies (e.g. merger, acquisition, plan of arrangement and/or financing), which will require the shareholders approval. If a "fundamental change" does not occur within 24 months from the Listing date, the 810,000 common shares will be subject to automatically timed releases over a period of 5 years.

An aggregate of 372,000 common shares are held in escrow. Every six months 93,000 of these shares are scheduled to be released. The next release is scheduled on April 14, 2010, and last release on October 14, 2011.

## 12. Principal Shareholders

12.1 To the knowledge of the directors and executive officers of the Company and as at the date of this report, the beneficial owners or persons exercising control or direction over Company shares carrying more than 10% of the outstanding voting rights are:

| Name | Number of Shares | Approximate % of Total Issued |
|---|---|---|
| John G. Proust | 1,277,500 | 32.9% |
| Peter Snucins | 1,000,000 | 25.7% |

The above information was supplied to the Company by the shareholders and from the insider reports available at www.sedi.com.

## 13 Directors and Officers

The following table sets out the names, address, present position held with the Corporation and principal occupations during the last five years of each director and officer of the Corporation and the number of Common Shares held as at the date of this report; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of shares of the Company which each beneficially owns or over which control or direction is exercised.

| Name and Municipality of Residence | Position and Date Appointed Director/Officer | Principal Occupation During the Preceding Five Year Period (1) | Common Shares and Percentage Beneficially Held or Controlled as at the Date of This Report (1) |
|---|---|---|---|
| **John G. Proust**(2)<br>Vancouver, BC, Canada<br><br>*President, Chief Executive Officer and Director* | Dec 17, 2007 | Mr. Proust is an independent business consultant and President of J. Proust & Associates Inc., a financial consulting company engaged in the business of corporate finance, debt equity finance, mergers and acquisitions, and takeover bids, since October, 1986. Mr. Proust is a director and officer of numerous TSX Venture Exchange listed companies. Mr. Proust is a graduate of The Directors College, Michael G. De Groote School of Business, McMaster University and holds the designation of Chartered Director (C.Dir.). | 1,277,500 (32.9%) |
| **Eileen Au**(2)<br>Vancouver, BC, Canada<br>*Director* | Dec 17, 2007 | Office Manager and Consultant for publicly traded companies in Canada (since 2003). Consultant for KGI International Limited, Philippines (from 2002 to 2003). Finance and Administration for Unifize Pte. Ltd., Singapore (from 2000 to 2002). Ms. Au is an officer of numerous TSX Venture Exchange listed companies. | 277,500 (7.1%) |

| | | | |
|---|---|---|---|
| **Eduard Epshtein**[(2)]<br>Vancouver, BC, Canada<br>*Director* | Dec 17, 2007 | Consultant for J. Proust & Associates Inc., a financial consulting company, since August 2006. Formerly, Mr. Epshtein was the Corporate Controller for The Grosso Group from July 2005 to August 2006 and an associate for PricewaterhouseCoopers LLP from September 2002 to July 2005. Mr. Epshtein holds a designation of Chartered Accountant from the Institute of Chartered Accountants of British Columbia since 2005. Mr. Epshtein is an officer of numerous TSX Venture Exchange listed companies. | 302,500<br>(7.8%) |
| **Julien François**<br>Chief Financial Officer<br>Vancouver, BC | February 29, 2008 | Mr. François is a Chartered Accountant and is currently the Chief Financial Officer of Western Copper Corporation, a Toronto Stock Exchange listed company, since May 2006. Mr. François was formerly the Controller of Western Silver Corporation, a Toronto Stock Exchange and American Stock Exchange listed company from April 2005 to May 2006 and a senior associate with PricewaterhouseCoopers, Chartered Accountants from 2000 to 2005. | 77,500<br>1.9% |

(1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above not elected at the last annual general meeting have held the principal occupation or employment indicated for at least five years.

(2) Member of the audit committee.

The term of office of the directors expires annually at the time of the Corporation's annual general meeting. The term of office of the officers expires at the discretion of the Corporation's directors. None of the directors or officers have entered into non-competition or non-disclosure agreements with the Corporation.

As at the date of this report, the directors and officers of the Corporation as a group owned beneficially, directly or indirectly or exercised control or discretion over an aggregate 1,935,000 Common Shares, which is equal to 49.8% of the Corporation's Common Shares currently issued and outstanding.

The Directors and Officers of the Corporation estimate that they dedicate the following percentage of their time to the affairs of the Corporation: John G. Proust, 15%, Eileen Au, 10%, Eduard Epshtein, 10% and Julien François, 5%. These percentages are estimates only over the course of a 12 month period and the time commitment of the directors and officer vary depending upon the Issuer's activities. The directors and officers of the Issuer have extensive experience with public companies and will allocate as much time as necessary in connection with the Company's future developments.

**John G. Proust**, age 50, President, Chief Executive Officer, Promoter and Director of the Corporation. Mr. Proust has advised public and private companies with respect to debt and equity financing, mergers and acquisitions and corporate restructuring since 1986. Mr. Proust has extensive experience in corporate governance, and has received the designation of Chartered Director (C.Dir.) from McMaster University, Directors College, Michael G. DeGroote School of Business.

Mr. Proust has served on numerous boards and in several senior operating positions for both private and public companies. Mr. Proust currently holds the following positions with TSX Venture Exchange listed companies: President, Chief Executive Officer and a Director of Southern Arc Minerals Inc.; President, Chief Executive Officer and a Director of Superior Mining International Corporation; Chairman and Director of Canada Energy Partners Inc. and Director of Western Uranium Corporation.

During the past five years Mr. Proust formerly held the following positions with TSX Venture Exchange listed companies: President, Chief Executive Officer and a Director of Yamiri Gold & Energy Inc.; Secretary of Uracan Resources Ltd.; and a Director of Coalcorp Mining Inc., UrAsia Energy Ltd., Energentia Resources Inc., Terrane Metals Corp., Canada West Capital Inc. and Resource Equity Ltd. Mr. Proust was also a Director of Pamodzi Gold Limited, a JSE South Africa Exchange listed company and a Promoter of Avanti Mining Inc., a TSX-V listed company. Mr. Proust is an independent contractor to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation.

**Eileen Au**, age 44, Director of the Corporation. Ms. Au is the Office Manager of Southern Arc Minerals Inc., a TSX Venture Exchange company. Ms. Au has worked in the capital markets in Asia for more than 10 years beginning her career at an international brokerage firm before moving on to regional firms. Ms. Au's roles have included senior management positions responsible in areas of finance, compliance, business development, strategic planning and corporate restructuring. Ms. Au is currently the Corporate Secretary of Western Uranium Corporation, Canada Energy Partners Inc., Southern Arc Minerals Inc. and Superior Mining International Corporation, all TSX Venture Exchange listed companies. Ms. Au is an independent contractor to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation.

During the past five years Ms. Au formerly held the following positions: Director of Avanti Mining Inc. (CNSX) and Secretary of Western Lithium Canada Corporation (TSX-V).

**Eduard Epshtein**, age 35, Director of the Corporation. Mr. Epshtein is a Chartered Accountant and holds a Diploma of Technology with Honours in Financial Management from the British Columbia Institute of Technology. He started his accounting career with PricewaterhouseCoopers LLP, specializing in providing audit and assurance services to medium to large public mining companies during which time he gained valuable exposure to the industry's best practices for governance, disclosure and accounting. Later he moved from auditing public practice to industry, becoming a corporate controller for a group of junior exploration companies where he managed the financial reporting and Sarbanes-Oxley Act compliance for SEC registered companies. As an associate of J. Proust & Associates Inc. Mr. Epshtein gained hands-on experience working with public companies on mergers and acquisitions, strategy, financings and IPOs. He currently also serves as a CFO for Canada Energy Partners Inc., Southern Arc Minerals Inc., Western Uranium Corporation and Western Lithium Canada Corporation, all TSX Venture Exchange listed companies. During the past five years Mr. Epshtein formerly held a position of CFO for Avanti Mining Inc. (TSX-V). Mr. Epshtein is an independent contractor to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation.

**Julien François,** age 31, Chief Financial Officer of the Corporation. Mr. François received his Bachelor of Commerce from the University of British Columbia in 2000 and his Chartered Accountant designation in British Columbia in 2004. Mr. François is currently the Chief Financial Officer of Western Copper Corporation, a Toronto Stock Exchange listed company, a position he has held since May 2006. Mr. François was formerly the Controller of Western Silver Corporation, a Toronto Stock Exchange and American Stock Exchange listed company from April 2005 to May 2006. Mr. François was a senior associate with PricewaterhouseCoopers LLP from 2000 to 2005. Mr. François's experience is concentrated in the mining and high tech sectors. He has also worked extensively on internal control design and assessment projects, both as a consultant and as an external auditor. Mr. Francois is an independent contractor to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation.

*Corporate Cease Trade Orders or Bankruptcies*

Other than as disclosed herein, to the best of the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other corporation that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that corporation, was the subject of a cease trade order or similar order or an order that denied the corporation access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

*Penalties or Sanctions*

Other than as disclosed herein, to the Corporation's knowledge, no director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to materially affect control of the Corporation has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

*Personal Bankruptcies*

To the Corporation's knowledge, no director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

*Conflicts of Interest*

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Corporation's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies.

## 14. Capitalization

14.1 Information in this section is presented as at the date of this report:

**Issued Capital**

| | Number of Securities (non-diluted) | Number of Securities (fully-diluted) | % of Issued (non-diluted) | % of Issued (fully diluted) |
|---|---|---|---|---|
| Public Float | | | | |
| Total outstanding (A) | 3,885,001 | 3,885,001 | 100% | 100% |
| Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B) | 2,935,000 | 2,935,000 | 75.5% | 75.5% |
| Total Public Float (A-B) | 950,001 | 950,001 | 24.5% | 24.5% |
| Freely-Tradeable Float | | | | |
| Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C) 30.4% | 1,182,000 | 1,182,000 | 30.4% | 30.4% |
| Total Tradeable Float (A-C) | 2,703,001 | 2,703,001 | 69.6% | 69.6% |

Public Securityholders (Registered)

For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

**Class of Security**

| **Size of Holding** | **Number of holders** | **Total number of securities** |
|---|---|---|
| 1 – 99 securities | | |
| 100 – 499 securities | | |
| 500 – 999 securities | | |
| 1,000 – 1,999 securities | | |
| 2,000 – 2,999 securities | | |
| 3,000 – 3,999 securities | | |
| 4,000 – 4,999 securities | | |
| 5,000 or more securities | 5 | 3,610,501 |
| | | 3,885,001 |

Public Securityholders (Beneficial)

Included (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

**Class of Security**

| **Size of Holding** | **Number of holders** | **Total number of securities** |
|---|---|---|
| 1 – 99 securities | | |
| 100 – 499 securities | | |
| 500 – 999 securities | | |
| 1,000 – 1,999 securities | | |
| 2,000 – 2,999 securities | | |
| 3,000 – 3,999 securities | | |
| 4,000 – 4,999 securities | | |
| 5,000 or more securities | 4 | 2,857,500 |
| Unable to confirm | 1 | 753,001 |

Non-Public Securityholders (Registered)

For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

**Class of Security**

| **Size of Holding** | **Number of holders** | **Total number of securities** |
|---|---|---|
| 1 – 99 securities | | |
| 100 – 499 securities | | |
| 500 – 999 securities | | |
| 1,000 – 1,999 securities | | |
| 2,000 – 2,999 securities | | |
| 3,000 – 3,999 securities | | |
| 4,000 – 4,999 securities | | |
| 5,000 or more securities | 5 | 3,610,501 |

14.2 Securities convertible or exchangeable into any class of listed securities

| Description of Security (include conversion / exercise terms, including conversion / exercise price) | Number of convertible / exchangeable securities outstanding | Number of listed securities issuable upon conversion / exercise |
|---|---|---|
| None | None | None |

14.3 There are no quoted securities of the Corporation reserved for issuance.

## 15. Executive Compensation

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers" or "NEOs"):
(a) the Company's chief executive officer ("CEO");

(b) the Company's chief financial officer ("CFO");

(c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

As at December 31, 2009, the end of the most recently completed financial year of the Company, the Company had 2 Named Executive Officers, whose names and positions held within the Company are set out in the summary compensation table below.

### Compensation Discussion and Analysis

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development. The Company compensates its executive officers based on their skill and experience levels and the existing stage of development of the Company. Executive officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Company's resources, industry practice, and regulatory guidelines regarding executive compensation levels. The Board of Directors has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, executive officers are paid hourly consulting fees. Second, the Board of Directors awards executive officers long term incentives in the form of stock options. Finally, and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide medical, dental, pension or other benefits to the executive officers.

The base compensation of the executive officers is reviewed and set annually by the Board of Directors. The CEO has substantial input in setting annual compensation levels. The CEO is directly responsible for the financial resources and operations of the Company. In addition, the CEO and Board of Directors from time to time determine the stock option grants to be made pursuant to the Company's Stock Option Plan. Previous grants of stock options are taken into account when considering new grants. The Board of Directors awards bonuses at its sole discretion. The Board of Directors does not have pre-existing performance criteria or objectives. Bonuses are awarded only in exceptional circumstances. Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependant on the Company's financial resources and prospects.

### Long-Term Incentive Plan Awards During the Most Recently Completed Financial Year

The Corporation did not grant any long-term incentive plans during the year ended December 31, 2009.

### Option/SAR Grants

During the year ended December 31, 2009 no options had been granted to the Corporation's directors or officers.

### Aggregated Options/SAR Exercises and Option/SAR Values

During the year ended December 31, 2009 neither the Chief Executive Officer nor the Chief Financial Officer, nor any directors or officers of the Corporation have exercised any options in respect of the Corporation's Common Shares.

### Termination of Employment, Changes in Responsibility and Employment Contracts

The Corporation is not a party to any contract, and has not entered into any plans or arrangements which require compensation to be paid to any of its directors, officers or employees in the event of:

(a) resignation, retirement or any other termination of employment with the Corporation or one of its subsidiaries;

(b) a change of control of the Corporation or one of its subsidiaries; or

(c) a change in the director, officer or employee's responsibilities following a change of control.

## Compensation of Directors

The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year.

## Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for each of the Company's completed financial years since the Company's inception on December 17, 2007.

| Name and principal position | Year | Fees/Salary ($) | Share-based awards ($) | Option-based awards[2] ($) | Non-equity incentive plan compensation ($) | | Pension value ($) | All other compensation ($) | Total compensation ($) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | Annual incentive plans | Long-term incentive plans | | | |
| **John G. Proust**[3] President/CEO | 2009 | 24,000 | Nil | Nil | Nil | Nil | Nil | Nil | 24,000 |
| | 2008 | 18,000 | Nil | 11,891 | Nil | Nil | Nil | Nil | 29,891 |
| **Julien François**[1] CFO | 2009 | 1,050 | Nil | Nil | Nil | Nil | Nil | Nil | 1,050 |
| | 2008 | 1,500 | Nil | 3,964 | Nil | Nil | Nil | Nil | 1,500 |
| **Eduard K. Epshtein**[1] CFO | 2008 | Nil | Nil | 3,964 | Nil | Nil | Nil | Nil | Nil |

Notes:

(1) On February 28, 2008 Eduard Epshtein resigned as CFO and Julien Francois was appointed in his place.

(2) The grant date fair value of each option is estimated using the Black-Scholes option-pricing model applying the following assumptions and estimates:

- Expected volatility: 100%
- Risk-free interest rate: 2.96%
- Expected life: 5 years (with no expected forfeiture)
- Dividend yield: 0%

(3) Private company owned by the President provides management and administration expenses to the Corporation at a monthly fee of $2,000. The services provided to the Company included services of President and CEO, administration, accounting and corporate.

**Outstanding Share-Based Awards and Option-Based Awards**

As at December 31, 2009 the following share-based and option-based awards were outstanding:

| | Option-based Awards | | | | Share-based Awards | |
|---|---|---|---|---|---|---|
| **Name** | **Number of securities underlying unexercised options (#)** | **Option exercise price ($)** | **Option expiration date** | **Value of unexercised in-the-money options[1]** | **Number of shares or units of shares that have not vested (#)** | **Market or payout value of share-based awards that have not vested ($)** |
| **John G. Proust** President/CEO | 157,500[3] | $0.10 | Oct. 14, 2013 | $33,075 | Nil | Nil |
| **Julien François** CFO | 52,500[3] | $0.10 | Oct. 14, 2013 | $11,025 | Nil | Nil |
| **Eduard K. Epshtein** CFO | 52,500[3] | $0.10 | Oct. 14, 2013 | $11,025 | Nil | Nil |

*Notes:*

*(1) "Value of unexercised in-the-money options" is calculated by determining the difference between the market value of the securities underlying the options at the date referred to and the exercise price of the options is not necessarily indicative of the value (i.e. loss or gain) actually realized by the Named Executive Officers.*

*(2) "in-the-money options" means the excess of the market value of the Company's shares on December 31, 2009 over the exercise price of the options. The Company's shares did not trade on December 31, 2008 and the price of a $0.31/share from the last trade in October 2009 was used for the purpose of valuing shares.*

*(3) All of the outstanding stock options were exercised subsequent to December 31, 2009.*

## Termination and Change of Control Benefits

There is no compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than $100,000 from the Company, including periodic payments or instalments, in the event of the resignation, retirement or other termination of employment, a change of control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

## Director Compensation

The following table shows compensation paid to the Company's directors during the most recently completed financial year:

| Name | Fees earned ($) | Share-based awards ($) | Option-based awards [1], ($) | Non-equity incentive plan compensation ($) | Pension value ($) | All other compensation ($) | Total ($) |
|---|---|---|---|---|---|---|---|
| **Eileen Au** | Nil | Nil | 3,964 | Nil | Nil | Nil | Nil |

Notes:

- The grant date fair value of each option is estimated using the Black-Scholes option-pricing model applying the following assumptions and estimates: Expected volatility: 100%; Risk-free interest rate: 2.96%, Expected life: 5 years (with no expected forfeiture); Dividend yield: 0%

| | Option-based Awards | | | | Share-based Awards | |
|---|---|---|---|---|---|---|
| **Name** | **Number of securities underlying unexercised options (#)** | **Option exercise price ($)** | **Option expiration date** | **Value of unexercised in-the-money options[1]** | **Number of shares or units of shares that have not vested (#)** | **Market or payout value of share-based awards that have not vested ($)** |
| **Eileen Au** | 52,500[3] | $0.10 | Oct. 14, 2013 | $11,025 | Nil | Nil |

*(1) "Value of unexercised in-the-money options" is calculated by determining the difference between the market value of the securities underlying the options at the date referred to and the exercise price of the options is not necessarily indicative of the value (i.e. loss or gain) actually realized by the Named Executive Officers.*

(2) "in-the-money options" means the excess of the market value of the Company's shares on December 31, 2009 over the exercise price of the options. The Company's shares did not trade on December 31, 2008 and the price of a $0.31/share from the last trade in October 2009 was used for the purpose of valuing shares.

*(3) All of the outstanding stock options were exercised subsequent to December 31, 2009.*

No cash compensation was paid to any director of the Company for the director's services as a director during the financial year ended December 31, 2009, other than the reimbursement of out-of-pocket expenses.

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options.

## 16. Indebtedness of Directors and Executive Officers

As at December 31, 2009, the Corporation had an $8,000 loan payable to Mr. Proust. The loan was received by the Corporation for working capital purposes. The loans bear no interest and have no fixed terms for repayments. The loan was repaid in full subsequent to December 31, 2009.

No individual who is or, at any time during the year ended December 31, 2009, was a director or executive officer of the Corporation, not their associates, is or has been at any time indebted to the Corporation, not has any such individual been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

## 17 Risk Factors

The Corporation's Common Shares must be considered highly speculative due to the nature of the Corporation's business. Prospective investors should carefully consider the information presented in this report before purchasing the Shares, which include the following:

### No History of Earnings or Dividends

The Corporation has no history of earnings, and there is no assurance that any of the properties it may hereafter acquire or obtain an interest in will generate earnings, operate profitably or provide a return on investment in the future.

The Corporation has paid no dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future. Payment of any future dividends will be at the discretion of the Corporation's board of directors after taking into account many factors, including operating results, financial condition and anticipated cash needs.

### Negative Operating Cash Flow

The Corporation currently has no revenues from its operations.

### Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Corporation may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

There is no assurance that the Corporation's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

### Acquisition of Mineral Properties or Other Business Opportunities

The Corporation is considering any or all of the following transactions: the acquisition of mineral properties in which the Corporation may acquire an interest whether by option, joint venture or otherwise and additional financings associated with the foregoing. There is no guarantee that the Corporation will be able to find suitable properties for acquisition, that funding will be available to the Corporation for such acquisitions, or that the Corporation will receive any required regulatory approvals for such acquisitions. Investors are relying on the expertise and experience of management in identifying and evaluating resource properties in which the Corporation may acquire an interest whether by option, joint venture or otherwise.

In considering future business opportunities, the Corporation will not restrict its review of future opportunities to the mineral exploration and mining sectors. If doing so would be in the best interest of the Corporation and its shareholders, the Corporation will expand its business into other sectors of the economy in which it does not currently operate. There is no guarantee that the Corporation will continue to operate as a junior exploration company in the long term.

### Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Corporation.

## Permits and Government Regulations

The future operations of the Corporation may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Corporation will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on its Property.

## Environmental And Safety Regulations And Risks

Environmental laws and regulations may affect the operations of the Corporation. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Corporation for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In addition, the Corporation intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards.

## Competition

The resource industry is intensely competitive in all its phases, and the Corporation competes with other companies that have greater financial resources and technical facilities. The Corporation's primary business plan is to seek other resource opportunities. Competition and the availability of financing on a timely basis could adversely affect the Corporation's ability to acquire suitable properties, prospects, assets or businesses in the future.

## Management

The Corporation is relying on the expertise and experience of its directors and officers to evaluate additional mineral properties in which the Corporation may acquire an interest whether by option, joint venture or otherwise. The loss of the services of John G. Proust is likely to have a materially adverse effect on the Corporation's business and prospects. There is no assurance the Corporation can maintain the services of its directors and officers. Failure to do so could have a material adverse affect on the Corporation and its prospects.

## Fluctuating Commodities Prices

The Corporation's revenues, if any, are expected to be in large part derived from the sale of a commodity. The price of commodities has fluctuated widely in recent years and is affected by factors beyond the control of the Corporation including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of these commodities due to new mine developments and mine closures. All of these factors will have impacts on the viability of the Corporation's exploration projects that are impossible to predict with certainty.

## Financial Capability and Additional Financing

The Corporation has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for the acquisition of future mineral projects. Although the Corporation has been successful in the past in financing its activities through the sale of equity securities there can be no assurance that it will be able to obtain sufficient financing in the future. The ability of the Corporation to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Corporation. The Corporation's ability to carry out its stated objectives of acquiring further projects will be severely limited if the Corporation is unable to raise further financing.

## Dilution

If the Corporation raises additional funds through the sale of equity securities, shareholders may have their investment further diluted. The Corporation stated objective is to acquire future resource projects or interests in minerals. These acquisitions will likely require the Corporation to issue equity or debt concurrently with such actions.

## Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of Common Shares of the Corporation will be affected by such volatility. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

## Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the Business Corporations Act (British Columbia). Some of the directors and officers of the Corporation are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Corporation and their duties to the other companies on whose boards they serve, the directors and officers of the Corporation have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Corporation except on the same or better terms than the basis on which they are offered to third party participants.

### Control

John G. Proust, President, Chief Executive Officer, Promoter and a Director of the Corporation owns 1,277,500 Shares from the Corporation exercising control over Common Shares carrying 32.9% of the votes attached to Common Shares. As a result, Mr. Proust may control the Corporation and will be able to appoint directors to the board at his discretion until such time as his ownership is diluted from future financings.

## 18. Promoters

John G. Proust is a promoter of the Corporation. Mr. Proust owns 1,277,500 Common Shares of the Corporation, representing 32.9% of the Common Shares of the Corporation issued and outstanding as at the date of this report.

No person who was a promoter of the Corporation within the last two years:

(a) received anything of value directly or indirectly from the Corporation or a subsidiary;

(b) sold or otherwise transferred any asset to the Corporation or a subsidiary within the last 2 years;

(c) has been a director, officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

(d) has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

(e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

(f) has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

## 19. Legal Proceedings

The Corporation is not a party to any legal proceedings and is not aware of any such proceedings known to be contemplated.

## 20. Interest of Management and Others in Material Transactions

Other than as disclosed in this Prospectus and hereunder, no insider of the Corporation, director, or associate or affiliate of them, has any material interest, direct or indirect, in any transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Corporation.

The Corporation entered into an administrative services agreement effective April 1, 2008 with J. Proust & Associates Inc. ("JPA"), pursuant to which it has agreed to pay JPA $2,000 per month for administrative and other services provided to the Corporation. JPA is a private company wholly owned by John G. Proust, President, Chief Executive Officer and Promoter of the Corporation.

## 21. Auditors, Transfer Agents and Registrars

The auditors of the Corporation are D&H Group LLP, Chartered Accountants of 10th Floor, 1333 West Broadway, Vancouver, BC V6H 4C1.

The registrar and transfer agent of the Corporation is Olympia Trust Company of 1900, 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2.

## 22. Material Contracts

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Agency Agreement dated August 14, 2008 between Haywood Securities Inc. and the Corporation;

2. Assignment Agreement dated February 29, 2008 between ATW Venture Corp. and the Corporation;

3. 2008 Stock Option Plan dated May 12, 2008;

4. Escrow Agreement dated April 4, 2008 between Olympia Trust Company, John G. Proust, Eileen Au, Eduard Epshtein and the Corporation;

5. Pooling Agreement between John G. Proust, Olympia Trust Company and the Corporation.

## 23 Interest of Experts

The auditors of the Corporation are D&H Group LLP, Chartered Accountants, Vancouver, British Columbia, has confirmed that they are independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

## 24. Other Material Facts

This section is not applicable.

## 25. Financial Statements

Financial statements of the Corporation for the years ended December 31, 2009 and 2008 and interim financial statements can be found on SEDAR website at www.sedar.com

## CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Bryant Resources Inc., hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to Bryant Resources Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC

this 19 day of March, 2010.

| | |
|---|---|
| *"John Proust"* | *"Julien Francois"* |
| President and Chief Executive Officer | Chief Financial Officer |
| *'Eduard Epshtein"* | *"Eileen Au"* |
| Director | Director |