FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: Bryant Resources Inc. (the "Issuer").

Trading Symbol: BYR

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the CNSX Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

See below.

BRYANT RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2012
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of Bryant Resources Inc. (the "Company") for the three months ended March 31, 2012, have been prepared by management and are the responsibility of the Company's management and have not been reviewed by an auditor.

BRYANT RESOURCES INC.
CONDENSED INTERIM BALANCE SHEETS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	March 31, 2012 $	December 31, 2011 $ (audited)
CURRENT ASSETS		
Cash	11,397	27,369
Amounts receivable	802	2,097
Prepaids	5,767	-
	17,966	29,466
	17,966	29,466
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 6)	73,103	70,278
Due to related parties (Note 6)	60,000	60,000
	133,103	130,278
SHARE CAPITAL (Note 3)	277,142	277,142
DEFICIT	(392,279)	(377,954)
	(115,137)	(100,812)
	17,966	29,466

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

These financial statements are authorized for issue by the Board of Directors on May 28, 2012.

They are signed on the Company's behalf by:

"John Proust" , Director *"Eileen Au"* , Director

The accompanying notes are an integral part of these condensed interim financial statements.

BRYANT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
	$	$
EXPENSES		
Administrative and management (Note 6)	6,000	6,000
Audit and accounting	4,851	8,009
Filing and regulatory	2,802	638
Legal	491	1514
Office and miscellaneous	181	87
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	14,325	16,248
BASIC AND DILUTED LOSS PER COMMON SHARE	(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	3,885,001	3,885,001

The accompanying notes are an integral part of these condensed interim financial statements.

BRYANT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three Months Ended March 31, 2012 $	Three Months Ended March 31, 2011 $
CASH PROVIDED FROM (USED FOR)		
OPERATING ACTIVITIES		
Net loss for the period	(14,325)	(16,247)
Items not affecting cash:		
Changes in non-cash working capital balances:		
Increase (decrease) in amounts receivable	1,295	(800)
Increase in prepaids	(5,767)	-
Increase in accounts payable and accrued liabilities	2,825	15,233
	(15,973)	(1,814)
DECREASE IN CASH DURING THE PERIOD	(15,973)	(1,814)
CASH - BEGINNING OF THE PERIOD	27,369	6,979
CASH - END OF THE PERIOD	11,397	5,165

The accompanying notes are an integral part of these condensed interim financial statements.

BRYANT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Issued and Outstanding Shares	Share Capital $	Share-based Payment Reserve $	Deficit $	Total Equity $
Balance as at December 31, 2011	3,885,001	277,142	-	(377,954)	(100,812)
Net loss for the period	-	-	-	(14,325)	(14,325)
Balance as at March 31, 2012	3,885,001	277,142	-	(392,279)	(115,137)

	Number of Issued and Outstanding Shares	Share Capital $	Share-based Payment Reserve $	Deficit $	Total Equity $
Balance as at December 31, 2010	3,570,001	221,847	17,749	(255,258)	(15,662)
Exercise of share options	315,000	55,295	(23,795)	-	31,500
Share-based payments	-	-	6,046	-	6,046
Net loss for the period	-	-	-	(26,647)	(26,647)
Balance as at March 31, 2011	3,885,001	277,142	-	(281,905)	(4,763)

The accompanying notes are an integral part of these condensed interim financial statements.

1. NATURE OF OPERATIONS

The Company was incorporated under the British Columbia Business Corporations Act on December 17, 2007. The Company is a junior resource company engaged in the acquisition and exploration of unproven mineral interests in British Columbia. The Company's principal office is located at 1500-885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. As at March 31, 2012, the Company has not earned any production revenue, nor has it found proven reserves.

Going Concern

These condensed interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

For the period ended March 31, 2012, the Company incurred a net loss of $14,325 (March 31, 2011 - $16,248) and had a working capital deficiency of $115,137 (December 31, 2011 - $100,812). The Company does not generate sufficient cash flow from operations to adequately fund its future activities and has relied principally upon issuance of securities and loans from shareholders to fund its exploration and administrative expenditures. These conditions raise significant doubt regarding the Company's ability to continue as a going concern.

The Company will require additional capital to fund its future property acquisitions and exploration programs as well as for administrative purposes. There is material uncertainty about whether the Company will be able to obtain additional capital. If the management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

The condensed interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with IFRS as issued by the IASB and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The condensed interim financial information should be read in conjunction with the audited annual financial statements for the year ended December 31, 2011, which have been prepared in accordance with IFRS.

Basis of preparation

These condensed interim financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

***Basis of preparation* (continued)**

The preparation of interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These condensed interim financial statements do not include all of the information required for full annual financial statements.

The accounting policies applied by the Company in these condensed interim financial statements are the same as those applied by the Company in its financial statements as at and for the year ended December 31, 2011.

Significant accounting judgements and estimates

The preparation of these condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future period.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, related to, but are not limited to the determination of inputs such as volatility given the short trading history for the Company for calculating share-based compensation included in the loss and comprehensive loss.

In preparing these condensed interim financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statement for the year ended December 31, 2011.

New accounting standards and recent pronouncements

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published, but are only effective for accounting periods beginning on or after January 1, 2013 or later periods.

- IFRS 7 (amendments) – Financial instruments – Disclosures
- IFRS 9 – Financial Instruments: Classification and Measurement
- IFRS 10 – Consolidated Financial Statements
- IFRS 11 – Joint Arrangement
- IFRS 12 – Disclosure of Interests in Other Entities
- IFRS 13 – Fair Value Measurement
- IAS 12 – Income Taxes

The Company anticipates that, except for additional disclosures, the adoption of these standards and interpretations in future periods will have no material effect on the financial statement of the Company.

(Expressed in Canadian Dollars)

3. SHARE CAPITAL

The Company has an unlimited number of common shares without par value authorized for issuance.

	Number	Amount $
As at December 31, 2010 and 2011	3,885,001	277,142
As at March 31, 2012	3,885,001	277,142

Pursuant to the terms of a Pooling Agreement between the Company and Olympia Trust dated October 8, 2008 and amended on July 16, 2010, 810,000 common shares owned by a director were held in the pool to be released from the pool after the closing of a Fundamental Change (as defined by the CNSX). If a Fundamental Change did not occur within three years from the listing date of October 14, 2008, the 810,000 common shares became subject to automatically timed releases over a period of three years from October 14, 2011. On October 14, 2011, 10% (81,000) of these shares were released from the Pooling Agreement and the remaining shares are to be released as to 15% (121,500) every six months thereafter. As at March 31, 2012, 729,000 shares remained under the Pooling Agreement.

4. FINANCIAL INSTRUMENTS RISK EXPOSURE

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to credit risk consist primarily of cash and amounts receivable. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

The Company reduces its credit risk by maintaining its bank accounts at large financial institutions. Receivables are amounts receivable from the Canadian federal government for the refundable HST/GST amounts. The credit risk on these amounts is minimal.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company is exposed only to the interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risk on the Company's cash is minimal. The Company is exposed to market risk as the ability of the Company to develop or market its properties and the future profitability of the Company is related to the market price of certain minerals.

Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

As at March 31, 2012, the Company had a working capital deficiency of $115,137 (December 31, 2011 - $100,812). Cash and amounts receivable as at March 31, 2012, are not sufficient to fund the Company's ongoing operational needs for the next 12 months. The Company will continue to rely on the funding to be provided by major shareholders or future equity financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

5. CAPITAL DISCLOSURE

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of mineral properties and to maintain a flexible capital structure. The capital structure of the Company consists of equity attributable to common shareholders comprised of issued capital, contributed surplus, and deficit. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company currently does not produce any revenue and has relied on equity issuance and advances from related parties to fund its operations.

The Company is currently not subject to externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the period.

6. RELATED PARTY TRANSACTIONS

A private company controlled by a director provides administrative and accounting services to the Company in consideration for a monthly fee of $2,000. Included in administrative and management expenses is $6,000 (March 31, 2011 - $6,000) of these fees incurred by the Company during the three month period ended March 31, 2012. As at March 31, 2012, $73,103 (December 31, 2011 - $65,520) of these expenses is included in accounts payable.

As at March 31, 2012, the Company has outstanding loans from shareholders of $60,000 (March 31, 2011 - $10,000). The loans bear no interest and have no fixed terms for repayments.

The related party transactions incurred were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

See Note 6 in the attached financial statements.

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

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

No shares or other securities were issued or granted during the period.

(b) summary of options granted during the period,

No options were granted during the period.

3. Summary of securities as at the end of the reporting period.

See Note 3 in the attached financial statements.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

John Proust – President, CEO and Director
Brian Richardson – Chief Financial Officer
Eileen Au – Director
Todd Hilditch - Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A"), prepared as of May 28 2012, should be read in conjunction with the unaudited condensed interim financial statements of Bryant Resources Inc. ("Bryant" or the "Company") for the three months ended March 31, 2012, and related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP"). This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. All amounts are stated in Canadian dollars unless otherwise indicated.

Company Overview

The Company was incorporated under the British Columbia Business Corporations Act on December 17, 2007. On October 10, 2008, the Company completed its initial public offering (the "Offering") and on October 14, 2008, (the "Listing date") commenced trading on the Canadian National Stock Exchange ("CNSX"), formerly known as the Canadian Trading and Quotation System Inc., under the symbol "BYR".

The Company is a junior resource company engaged in the acquisition and exploration of unproven mineral interests in British Columbia. The Company has not earned any production revenue, or found proved reserves and is considered to be in the exploration stage.

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

Stated Business Objectives

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration, and development of mineral resource projects. The Company will continue to assess new mineral properties in Canada 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 mineral 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.

Industry

The Company is engaged in the acquisition and exploration of resource properties, an inherently risky business, and there is no assurance that economic mineral deposits will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of economically mineable deposits.

Trends

There are no current trends in the Company's business that are likely to impact on the Company's performance.

Outlook

Management is evaluating various opportunities as they arise and will consider acquisitions or mergers if a sound and viable opportunity is presented and is in the best interest of the Company and its shareholders.

Summary of Selected Quarterly Results

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 IFRS.

	2012	2011				2010		
	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $
Total assets	**17,966**	29,466	35,950	4,135	7,507	8,522	2,237	3,424
Working capital deficiency	**(115,137)**	(100,812)	(101,819)	(77,605)	(62,011)	(45,763)	(43,675)	(28,027)
Expenses	**(14,325)**	(302)	(24,214)	(14,285)	(16,248)	(2,088)	(15,648)	(23,264)
Loss and comprehensive loss	**(14,325)**	(302)	(24,214)	(14,285)	(16,248)	(2,088)	(15,648)	(23,264)
Loss per common share – basic and diluted	**(0.00)**	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)

The Company had no revenue, paid no dividends and had no long term liabilities during the eight most recent quarters.

Significant fluctuations for the quarterly periods are due to the following:

Total assets

The Company continued at a low level of activity during Q1 2012, largely consistent with the past eight quarters. The decrease in total assets in Q1, 2012 was due to the general and administrative expenses of $14,325 and minor changes in working capital.

The increase in total assets in Q3, 2011was due to additional shareholder loans of $50,000 received from two related parties for general corporate expenses.

Working capital

During the past four quarters, ongoing operating costs have been financed by the shareholder loans of $50,000 received in Q3 2011 and by increases in accounts payable over the periods.

Expenses

Operating expenses have generally been trending downwards over the past eight quarters, with an additional dip in Q4 2011 due to lower accruals for certain professional fees. The increase in Q3 2011 in general and administrative expenses compared to Q2 2011 was due to increase in annual audit fees.

Summary of Financial Results

In the three month period ended March 31, 2012 the Company had a net loss of $14,325 compared with $16,248 in the same period in 2011. The decrease was due mainly to lower audit and accounting fees, partially offset by higher filing and regulatory costs.

Significant expenditures incurred in the following categories:

- Administrative and management fees of $6,000 (2011 - $6,000) included 3 months of fees of $2,000 per month to a related party;
- Audit fees of $4,851 (2011 - $8,009) decreased mainly due to additional accruals during the 2011 period;
- Legal fees of $491 (2011 - $1,514) decreased mainly due to decrease in the Company's corporate activities;
- Filing and regulatory expenses of $2,802 (2011 - $638) increased due to annual reports filing fees.

Liquidity and Capital Resources

The Company is an exploration stage enterprise. It does not earn any revenue and relies on its working capital to fund its exploration activities and its administrative costs. The Company's cash position on March 31, 2012, was $11,397 compared to $27,369 on December 31, 2011. During the three months ended March 31, 2012, the Company had no financing or investing activity.

As at the date of this report, the Company's working capital deficiency is approximately $120,000. 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.

The Company's interim financial statements are prepared in accordance with IFRS on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail its operations.

The condensed interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Except as disclosed, the Company does not know of any trends, demand, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the exploration program.

Operating Activities

Cash used in operating activities during three months ended March 31, 2012 was $15,973 compared to net cash use of $1,814 during the three months period ended March 31, 2011. The increase was mainly due to a larger increase in accounts payable and accrued liabilities during the comparable 2011 period. The Company does not have full-time employees and its overhead remained low during the three months ended March 31, 2012.

Financing Activities

The Company had no financing activities during the three months ended March 31, 2012 and 2011.

Investing Activities

The Company had no investing activities during the three months ended March 31, 2012 and 2011.

Transactions with Related Parties

During the three months ended March 31, 2012, the Company incurred $6,000 (2012 - $6,000) in management and administration expenses to a private company owned by a director of the Company. These fees covered part-time services of five individuals in management, accounting and administration functions. As at March 31, 2012, $73,103 (December 31, 2011 - $65,520) of these expenses are included in accounts payable.

As at March 31, 2012, the Company has outstanding shareholder loans of $60,000 (December 31, 2011 - $60,000). These loans bear no interest and have no fixed terms for repayments.

Share capital

As at the date of this MD&A, there were 3,885,001 common shares outstanding.

Pursuant to the terms of a Pooling Agreement between the Company and Olympia Trust dated October 8, 2008 and amended on July 16, 2010, 810,000 common shares owned by a director were held in the pool to be released after the closing of a Fundamental Change (as defined by the CNSX). If a Fundamental Change did not occur within three years from the listing date of October 14, 2008, the 810,000 common shares became subject to automatically timed releases over a period of three years from October 14, 2011. On October 14, 2011, 10% (81,000) of these shares were released from the Pooling Agreement and the remaining shares will be released as to 15% (121,500 shares) every six months thereafter. As at the date of this report, 607,500 shares remain under the Pooling Agreement.

Share options

The 2008 Share 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 share options (including all share options granted by the Company to date). The exercise price of each share option is based on the market price of the Company's common share at the date of the grant.

The Company does not have any share options or share purchase warrants outstanding as at the date of this report.

Commitments

The Company currently has no commitments.

Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

The Company has designated its financial instruments as follows:

a) Cash is classified as *"Fair value through profit or loss"*. Its carrying value is equal to its fair value.

b) Amounts receivable are classified as *"Loans and Receivables"*. These financial assets are recorded at values that approximate their amortized cost using the effective interest method.

c) Accounts payable, accrued liabilities and due to related parties are classified as *"Other Financial Liabilities"*. These financial liabilities are recorded at values that approximate their amortized cost using the effective interest method.

Risks and Uncertainties

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The Company manages risks to minimize potential losses. The main objective of the Company's risk management process is to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. A summary of financial risk factors related to the Company's business are provided in Note 4 of the Company's unaudited condensed interim financial statements. The additional risks to which the Company is exposed are described below.

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks.

The key determinants as to the Company's operational outcomes are as follows:

a) the state of capital markets, which will affect the ability of the Company to finance further mineral property acquisitions and expand its contemplated exploration programs;

b) the prevailing market prices for base metals and precious metals;

c) the consolidation and potential abandonment of the Company's Property as exploration results provide further information relating to the underlying value of the Property; and

d) the ability of the Company to identify and successfully acquire additional mineral properties in which the Company may acquire an interest whether by option, joint venture or otherwise, in addition to or as an alternative to the Property.

Exploration and Mining Risks: Exploration for mineral resources involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The Company has limited financial resources and, as pointed out above, has no current source of recurring income with which to cushion financial setbacks. In future there is no assurance that the Company will produce revenue, operate profitably or provide a return on investment. The Company seeks to counter this risk as far as possible by selecting exploration areas on the basis of their recognized geological potential to host economic deposits. The focus of the Company is on areas in which the geological setting is well understood by management.

Metal Price Risk: Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The price of gold is affected by numerous factors beyond the control of the Company and can be extremely volatile. The price of this metal greatly affects the value of the Company.

Financial Markets: The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

Risks and Uncertainties (cont'd…)

Permits and licenses: The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Industry: The Company is engaged in the acquisition and exploration of resource properties, an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of commercially mineable deposits.

Capital Needs: The exploration of the Company's future properties will require additional financing. The only current source of future funds available to the Company is the sale of additional equity capital. There is no assurance that such funding will be available to the Company or that it will be obtained on terms favorable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration activities on the Company's property or even a loss or property interest.

Critical Accounting Policies

The condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with IFRS as issued by the IASB and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Reference should be made to the Company's significant accounting policies contained in Note 2 of the Company's condensed interim financial statements as at March 31, 2012. These accounting policies can have a significant impact of the financial performance and financial position of the Company.

Going Concern

The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

For the period ended March 31, 2012, the Company incurred a net loss of $14,325 (March 31, 2011 - $16,248) and had a working capital deficiency of $115,137 (December 31, 2011 - $100,812). The Company does not generate sufficient cash flow from operations to adequately fund its future exploration activities and has relied principally upon issuance of securities and loans from related parties to fund its exploration and administrative expenditures. These conditions raise significant doubt regarding the Company's ability to continue as a going concern.

The Company will require additional capital to fund its future property acquisitions and exploration programs as well as for administrative purposes. If the management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Basis of preparation

The condensed interim financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These condensed interim financial statements do not include all of the information required for full annual financial statements.

The accounting policies applied by the Company in the condensed interim financial statements are the same as those applied by the Company in its financial statements as at the and for the year ended December 31, 2011.

Significant Accounting Judgements and Estimates

The preparation of these condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future period.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, related to, but are not limited to the determination of inputs such as volatility given the short trading history for the Company for calculating share-based compensation included in the loss and comprehensive loss.

In preparing these condensed interim financial statements, the significant judgements made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statement for the year ended December 31, 2011.

Impairment of non-current assets

Impairment tests for non-current assets are performed when there is an indication of impairment. At each reporting date, an assessment is made to determine whether there are any indications of impairment. If any indication of impairment exists, an estimate of the non-current asset’s recoverable amount is calculated. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset’s value in use. If the carrying value of a non-current asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to profit and loss so as to reduce the carrying amount of the non-current asset to its recoverable amount.

Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Restoration, Rehabilitation and Environmental Costs

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. The cost of any rehabilitation program is recognized at the time that the environmental disturbance occurs. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset along with a corresponding liability, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset. The corresponding liability is adjusted each period for the unwinding of the discount rate, changes to the current market-based discount rate, and for the amount or timing of the underlying cash flows needed to settle the obligation.

The company has no material restoration, rehabilitation and environmental costs.

Income Taxes

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Corporation does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Share-based payment transaction

The share option plan allows the Company's employees and consultants to acquire shares of the Corporation. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in share-based payment reserve. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value for employee options is measured at grant date and each tranche is recognized on a graded-vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Equity-settled share-based payment transactions with non-employees are measured at the fair value of the goods or services received. However, if the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the non-employee provides the goods or the services.

Loss Per Share

The Company presents basic loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the company by the weighted average number of common shares outstanding during the period. Diluted loss per share is not separately presented, as the effect of securities exercisable into common shares would reduce the amount presented as loss per share.

Financial Instruments

On initial recognition, all financial assets and financial liabilities are recorded at fair value plus directly attributable transaction costs, other than financial assets and liabilities classified as at fair value through profit or loss. The directly attributable transaction costs of financial assets and liabilities classified as at fair value through profit or loss are expensed in the period they are incurred.

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss. Cash is classified as fair value through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Amounts receivable are classified as loans and receivables.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities: This category includes amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

New Accounting Standards and recent pronouncements

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for accounting periods beginning on or after January 1, 2012 or later periods.

- IFRS 7 (amendments) – Financial instruments – Disclosures
- IFRS 9 – Financial Instruments: Classification and Measurement
- IFRS 10 – Consolidated Financial Statements
- IFRS 11 – Joint Arrangement
- IFRS 12 – Disclosure of Interests in Other Entities
- IFRS 13 – Fair Value Measurement
- IAS 12 – Income Taxes

The Company anticipates that, except for additional disclosures, the adoption of these standards and interpretations in future periods will have no material effect on the financial statement of the Company.

Investor Relations

Mr. John Proust as the Company's President and CEO coordinates investor relations activities.

Forward Looking Statements

Certain of the statements made and information contained herein is “forward-looking information” within the meaning of the British Columbia Securities Act. These statements relate to future events or the Company’s future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “propose”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company’s ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its properties;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company’s ability to obtain additional financing on satisfactory terms.

The Company’s actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Company’s Management’s Proxy Circular which can be found on SEDAR website (www.sedar.com): volatility in the market price for minerals; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated May 28, 2012.

Brian Richardson
Name of Director or Senior Officer

"Brian Richardson"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer: Bryant Resources Inc.	For Quarter Ended: March 31, 2012	Date of Report YY/MM/D 2012/5/28
Issuer Address 1500 – 885 West Georgia St.		
City/Province/Postal Code Vancouver, BC, V6C 3E8	Issuer Fax No. (604) – 488-0319	Issuer Telephone No. (604) – 895-7403
Contact Name Eileen Au	Contact Position Director	Contact Telephone No. 604-895-7403
Contact Email Address eau@jproust.ca	Web Site Address N/A	