

INSTRUCTIONS

This report is to be filed by Exchange Issuers within 60 days of the end of their first, second and third fiscal quarters and within 140 days of the end of their fourth fiscal quarter. Three schedules (typed) are to be attached to this report as follows:

SCHEDULE A: FINANCIAL INFORMATION

Financial information prepared in accordance with generally accepted accounting principles for the fiscal year-to-date, with comparative information for the corresponding period of the preceding fiscal year. This financial information should consist of the following:

For the first, second and third fiscal quarters:

1. An interim financial report presented in accordance with Section 1750 of the C.I.C.A. Handbook. This should include a summary income statement (or a statement of deferred costs) and a statement of changes in financial position. A summary balance sheet is also to be provided.

For the fourth fiscal year quarter (year end)

2. Annual audited financial statements.

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. For the current fiscal year-to-date:

Breakdown, by major category, of those expenditures and costs which are included in the deferred costs, exploration and development expenses, cost of sales or general and administrative expenses set out in Schedule A. State the aggregate amount of expenditures made to parties not at arm's length from the issuer.

2. For the quarter under review:

(a) Summary of securities issued during the period, including date of issue, type of security (common shares, convertible debentures, etc.), type of issue (private placement, public offering, exercise of warrants, etc.), number, price, total proceeds, type of consideration (cash, property, etc.) and commission paid.

(b) Summary of options granted, including date, number, name of optionee, exercise price and expiry date.

3. As at the end of the quarter:

(a) Particulars of authorized capital and summary of shares issued outstanding.

(b) Summary of options, warrants and convertible securities outstanding including number or amount, exercise or conversion price and expiry date

(c) Total number of shares in escrow or subject to a pooling agreement.

(d) List of directors.

SCHEDULE C: MANAGEMENT DISCUSSION

Review of operations in the quarter under review and up to the date of this report including brief details of any significant event or transaction which occurred during the period. The following list can be used as a guide but is not exhaustive:

Acquisition or abandonment of resource properties, acquisition of fixed asset financing and use of proceeds, management changes, material contract material expenditures, transactions with related parties, legal proceedings, contingent liabilities, default under debt or other contractual obligations, special resolutions passed by shareholders.

Specifically, the management discussion must include:

(a) disclosure of and reasons for any material differences in the actual use of proceeds from the previous disclosure by the issuer regarding its intended use of proceeds; and

(b) a brief summary of the investor relations activities undertaken by or on behalf of the issuer during the quarter and disclosure of the material terms of any investor relation arrangements or contracts entered into by the issuer during the quarter.

Freedom of Information and Protection of Privacy Act

The personal information requested on this form is collected under the authority of and used for the purpose of administering the Securities Act. Questions about the collection or use of this information can be directed to the Supervisor of Statutory Filings (604-660-4890), 200-865 Hornby Street, Vancouver, British Columbia, V6Z 2H4. Toll Free in British Columbia 1-800-373-6393.

ISSUER DETAILS

NAME OF ISSUER

WINFIELD RESOURCES LIMITED

FOR QUARTER ENDED

00/09/30

DATE OF REPORT
Y M D

00 | 11 | 14

ISSUER'S ADDRESS

SUITE 1375 – 885 WEST GEORGIA STREET

CITY/PROVINCE

VANCOUVER

BC

POSTAL CODE

V6C 3E8

ISSUER FAX NO.

604-408-7739

ISSUER TELEPHONE NO.

604-895-7463

CONTACT PERSON

MICHAEL FOLEY

CONTACT'S POSITION



DIRECTOR

CONTACT TELEPHONE NO.

604-895-7463

CERTIFICATE

The three schedules required to complete this Quarterly Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Quarterly Report will be provided to any shareholder who requests it.

| | | |
|---|---|---|
| DIRECTOR'S SIGNATURE  | PRINT FULL NAME Robert Michael Foley | DATE SIGNED Y M D 00 11 15 |
| | DIRECTOR'S SIGNATURE  | PRINT FULL NAME Hamish S. Macfarlane |

WINFIELD RESOURCES LIMITED
QUARTERLY REPORT - FORM 61
SEPTEMBER 30, 2000

SCHEDULE A: FINANCIAL INFORMATION

WINFIELD RESOURCES LIMITED

FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED

SEPTEMBER 30, 2000

WINFIELD RESOURCES LIMITED
BALANCE SHEETS
(Unaudited - Prepared by Management)

| | September 30, 2000 | December 31, 1999 (Audited) |
|------------------------------------|-----------------------|-----------------------------------|
| ASSETS | | |
| Current | | |
| Cash | \$ 317,420 | \$ 469 |
| Short-term deposit | 5,750 | 5,750 |
| Accounts receivable | 30,170 | 23,969 |
| Prepaid and deposits | <u>6,045</u> | <u>-</u> |
| | 359,385 | 30,188 |
| Mineral resource properties | 601,480 | 472,825 |
| Deferred expenditures | - | 53,271 |
| Capital assets | <u>3,525</u> | <u>-</u> |
| | <u>\$ 964,390</u> | <u>\$ 556,284</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

| | | |
|--|-------------------|-------------------|
| Current | | |
| Operating overdraft | \$ - | \$ 972 |
| Accounts payable and accrued liabilities | 14,953 | 51,499 |
| Due to related party | <u>-</u> | <u>2,579</u> |
| | 14,953 | 55,055 |
| Shareholders' equity | | |
| Capital stock | 1,301,532 | 733,811 |
| Deficit | <u>(352,095)</u> | <u>(232,577)</u> |
| | <u>949,437</u> | <u>501,234</u> |
| | <u>\$ 964,390</u> | <u>\$ 556,284</u> |

On behalf of the Board:

_____ Director _____ Director

WINFIELD RESOURCES LIMITED
STATEMENT OF OPERATIONS AND DEFICIT
(Unaudited - Prepared by Management)

| | Nine Month Period Ended September 30, 2000 | Year Ended December 31, 1999 (Audited) |
|-------------------------------------|---|---|
| <i>INTEREST INCOME</i> | \$ 3,621 | \$ - |
| EXPENSES | | |
| Bank charges and interest | \$ 368 | \$ 57 |
| Management fees | 18,000 | 24,000 |
| Office and administration | 17,511 | 6,715 |
| Professional fees | 15,910 | 13,055 |
| Rent | 15,536 | 13,500 |
| Transfer agent and regulatory fees | 13,306 | - |
| Travel and promotion | 42,508 | 314 |
| | <u>(123,139)</u> | <u>(57,641)</u> |
| Loss for the period | (119,518) | (57,641) |
| Deficit, beginning of period | <u>(232,577)</u> | <u>(174,936)</u> |
| Deficit, end of period | \$ (352,095) | \$ (57,641) |
| <i>Loss per share</i> | \$ (0.009) | \$ (0.007) |

WINFIELD RESOURCES LIMITED
STATEMENT OF CASH FLOWS
(Unaudited - Prepared by Management)

| | Nine Month Period Ended September 30, 2000 | Year Ended December 31, 1999 (Audited) |
|---|---|---|
| OPERATING ACTIVITIES | | |
| Net loss for the period | \$ (119,518) | \$ (57,641) |
| Change in non-cash working capital items | <u>(48,792)</u> | <u>13,561</u> |
| Net cash used in operating activities | <u>(168,310)</u> | <u>(44,080)</u> |
| FINANCING ACTIVITIES | | |
| Deferred expenditures | 53,271 | (20,309) |
| Advances from/to related party | (2,579) | 2,579 |
| Issuance of share capital for cash | 685,000 | 80,000 |
| Issuance of share capital for mineral resource properties | 50,000 | - |
| Share issue costs | <u>(167,279)</u> | <u>-</u> |
| Net cash provided by investing activities | <u>618,413</u> | <u>62,270</u> |
| INVESTING ACTIVITIES | | |
| Short-term deposit | - | (5,750) |
| Purchase of capital assets | (3,525) | - |
| Mineral resource properties | <u>(128,655)</u> | <u>(15,000)</u> |
| Net cash used in financing activities | <u>(132,180)</u> | <u>(20,750)</u> |
| Change in cash for the period | 317,923 | (2,560) |
| Cash, beginning of period | <u>(503)</u> | <u>2,057</u> |
| Cash, end of period | <u>\$ 317,420</u> | <u>\$ (503)</u> |
| Cash comprises: | | |
| Cash | \$ 317,420 | \$ 469 |
| Operating overdraft | <u>-</u> | <u>(972)</u> |
| | <u>\$ 317,420</u> | <u>\$ (503)</u> |

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. For the nine month period ended September 30, 2000

a) Mineral Resource Properties

| | <u>Acquisition Costs</u> | <u>Exploration Costs</u> | <u>Total Costs</u> |
|------------------------------------|--------------------------|--------------------------|--------------------|
| Balance, beginning of period | \$ 53,500 | \$ 419,325 | \$ 472,825 |
| Additional costs during the period | <u>70,000</u> | <u>58,655</u> | <u>128,655</u> |

| | | | |
|------------------------|-------------------|-------------------|-------------------|
| Balance, end of period | <u>\$ 123,500</u> | <u>\$ 477,980</u> | <u>\$ 601,480</u> |
|------------------------|-------------------|-------------------|-------------------|

b) Related Party Transactions

Management fees of \$18,000 were paid to a shareholder corporation which is controlled by a director of the Corporation.

2. For the quarter ended September 30, 2000:

a) Summary of securities issued during the quarter:

- 2,600,000 common shares at \$0.25 per share were issued by an initial public offering for gross proceeds of \$650,000 less agent commission / corporate finance fees of \$78,750 and legal fees of \$17,634 for gross proceeds of \$553,616.
- 200,000 common shares at \$0.25 per share for deemed gross proceeds of \$50,000 for mineral property option payments.

b) Summary of stock options granted during the quarter: None

3. As at September 30, 2000:

a) Authorized capital: 250,000,000 common shares without par value
Issued and outstanding: 11,677,853 common shares without par value
Share capital: \$1,301,532

b) Summary of outstanding options, warrants and other:

- 1,100,000 stock options exercisable at \$0.25 until August 2, 2005
- 8,877,853 share purchase warrants exercisable at \$0.50 until August 2, 2001 or at \$0.60 until August 2, 2002.

c) Share held in escrow: 8,877,853

d) Directors at September 30, 2000: Kenneth Meek
Robert Michael Foley
Hamish S. Macfarlane
Otto Rieve
Richard Dean Haderer
Robert Andrew Wilson

SCHEDULE C: MANAGEMENT DISCUSSION

Business

The Company is a resource company engaged in the evaluation, exploration and development of mining and oil and gas properties. The Company currently has interests in a number of exploration mineral properties and intends to explore and develop such properties. The Company does not currently have any interests in oil and gas properties.

The Company's principal mineral property is the Ringo Property located in the Manistikwan Lake area, Manitoba but the Company also has the Shuttleworth, McNeil, Hep, Berg, Quatse and Bigfoot mineral properties located in British Columbia. During the quarter the Company incurred costs to evaluate a certain diamond property in Brazil. Due diligence on the merits of this property continue. As of this date the Company remains without financial commitment or obligation. A formal option agreement will be entered into pending the successful completion of the due diligence process.

Winfield lists on the CDNX

On August 2, 2000, the Company started trading on the Canadian Venture Exchange under the symbol "WWF". The Company is classified as a mineral exploration company.

The initial public offering was for 2,600,000 common shares at \$0.25 per share for gross proceeds of \$650,000. In addition, the prospectus qualified the distribution of 8,877,853 warrants whereby one warrant can be exercised into one common share at \$0.50 per share until August 2, 2001 or at \$0.60 per share until August 2, 2002. As of August 2, 2000, the Company now has 11,677,853 common shares issued and outstanding of which 8,877,853 shares are escrowed.

Union Securities Ltd. acted as agent on this offering and was paid a cash commission of 7.5% of the gross proceeds (\$48,750) and was granted 130,000 non-transferable share purchase warrants (agent's warrants). Each agent's warrant entitles the holder to purchase one additional share at \$0.25 per share until July 13, 2001.

The prospectus also qualified 1,100,000 stock options to directors and officers at an exercise price of \$0.25 per share until August 2, 2005 and a finder's fee of 25,000 shares at \$0.25 per share.

The net proceeds from the initial public offering after giving effect to the Agent's commission of \$48,750, Agent's Financing Fee of \$30,000 and payment of expenses from the Offering of \$20,696 were \$550,554. The proceeds will be utilized as follows:

| | |
|--|----------------|
| | \$ |
| Ringo Property, (Phase 1 and 2 combined) | 381,800 |
| Ringo Property required payment | 20,000 |
| General and Administrative Expenses | 60,000 |
| Unallocated Working Capital | <u>88,754</u> |
| | <u>550,554</u> |

Use of Funds

The Company incurred a net loss of \$111,439 for the period ended September 30, 2000. This loss comprises of management fees of \$18,000, travel and promotion costs and shareholder communications of \$33,733, professional fees of \$15,910, investor communication costs of \$5,405, office rent of \$15,536, transfer agent and filing fees of \$13,306 and office and miscellaneous costs of \$14,586. During the past quarter, the Company incurred \$49,623 in costs as part of evaluating a certain diamond project in Brazil.

Investor Relations

No investor relations activities were conducted during the quarter.

SCHEDULE C: MANAGEMENT DISCUSSION (cont..)

Uncertainty due to the Year 2000 Issue

The year 2000 Issue arises because many computerized systems use two digits rather than four to identify a year. Date-sensitive systems may incorrectly recognize the year 2000 as 1900 or some other date, resulting in errors when information using year 2000 dates is processed. In addition, similar problems may arise in some systems which use certain dates in 1999 to represent something other than a date. Although the change in date has occurred, it is not possible to conclude that all aspects of the year 2000 issue that may affect the entity, including those related to customers, suppliers, or other third parties, have been fully resolved.