

**LIFESPAN, INC.**

**(A Development Stage Company)**

FINANCIAL STATEMENTS

March 31, 2008 and December 31, 2007

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CONSOLIDATED FINANCIAL STATEMENTS

LIFESPAN, INC.  
(A Development Stage Company)  
CERTIFICATION

I, Ken Berscht, CEO and Director of LIFESPAN, INC., hereby certify that the unaudited consolidated financial statements filed herewith and the attached notes, fairly present, in all material respects, the financial position, results of operations and cash flows as at and for the three months ended March 31, 2008, in conformity with accounting principles generally accepted in the United States, consistently applied.

Dated this 27th day of May, 2009  
By: /s/ Ken Berscht  
Chief Executive Officer, Director  
LIFESPAN, INC.

**LIFESPAN, INC.**  
**(A Development Stage Company)**  
**Balance Sheets**

	March 31, 2008	December 31, 2007
<b>Assets</b>		
	(Unaudited)	
Current assets:		
Cash and cash equivalents	\$ 397	\$ 234
Deposit on mining claims	2,200	2,200
Total Current Assets	2,597	2,434
Other assets:		
Mining leasehold	35,000	35,000
Held for sale investment in related party	280,000	280,000
Total Other Assets	315,000	315,000
Total Assets	\$ 317,597	\$ 317,434
<b>Liabilities and Stockholders' Equity (Deficit)</b>		
Current liabilities:		
Accounts payable	\$ 60,500	\$ -
Due to related party	209,955	170,105
Total Current Liabilities	270,455	170,105
Stockholders' Equity (Deficit)		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 1,500,000 shares issued and outstanding	1,500	1,500
Common stock, \$0.001 par value, 500,000,000 shares authorized, 97,989,642 shares issued and outstanding	97,989	97,989
Additional paid-in capital	12,412,027	12,412,027
Other comprehensive income (loss)	(1,640,000)	(1,640,000)
Deficit accumulated during the development stage	(10,824,374)	(10,724,187)
Total Stockholders' Equity (Deficit)	47,142	147,329
Total Liabilities and Stockholders' Equity (Deficit)	\$ 317,597	\$ 317,434

**LIFESPAN, INC.**  
**(A Development Stage Company)**  
**Statements of Operations**  
**(Unaudited)**

	For the Three Months Ended		January 27, 1997
	March 31, 2008	March 31, 2007	(Inception) through March 31, 2008
Revenue	\$ -	\$ -	\$ 4,058
Operating Expenses			
General and administrative expenses	100,187	121,527	1,846,872
Total Operating Expenses	100,187	121,527	1,846,872
(Loss) from Operations	(100,187)	(121,527)	(1,842,814)
Other Income (Expense)			
Loss on extinguishment of debt	-	-	(17,181)
Gain on sale of mining leasehold	-	-	1,815,000
Interest expense	-	-	(578,044)
Total Other Income (Expense)	-	-	1,219,775
Income (Loss) before Income Taxes	(100,187)	(121,527)	(623,039)
Income Tax Expense (Benefit)	-	-	-
Income (Loss) from Continuing Operations	(100,187)	(121,527)	(623,039)
(Loss) from Discontinued Operations	-	-	(10,201,335)
Net Income (Loss)	\$ (100,187)	\$ (121,527)	\$ (10,824,374)
Unrealized Gain (Loss) on Investment	-	-	(1,640,000)
Net Comprehensive Income (Loss)	\$ (100,187)	\$ (121,527)	\$ (12,464,374)
Net (loss) per share - basic and fully diluted	\$ (0.00)	\$ (0.00)	
Weighted average number of common shares outstanding - basic and fully diluted	97,989,642	83,445,197	

**LIFESPAN, INC.**  
**(A Development Stage Company)**  
**Statements of Stockholders' Equity (Deficit)**

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Other Comprehensive Income (Loss)	Deficit Accumulated During the Development Stage	Total
Balance as of January 27, 1997 (Date of Inception)	-	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -
Stock issued for cash	-	-	3,250,000	3,250	404,030	-	-	407,280
Net (Loss) for the year ended December 31, 1997	-	-	-	-	-	-	(70,062)	(70,062)
Balance at December 31, 1997	-	-	3,250,000	3,250	404,030	-	(70,062)	337,218
Stock issued for cash	-	-	215,000	215	325,407	-	-	325,622
Contributed capital related to compensation	-	-	-	-	25,000	-	-	25,000
Net (Loss) for the year ended December 31, 1998	-	-	-	-	-	-	(293,786)	(293,786)
Balance at December 31, 1998	-	-	3,465,000	3,465	754,437	-	(363,848)	394,054
Stock issued for cash	-	-	6,174,125	6,174	109,251	-	-	115,425
Stock issued for services	-	-	71,495	71	41,431	-	-	41,502
Stock issued in satisfaction notes payable	-	-	2,305,520	2,306	484,209	-	-	486,515
Contributed capital related to compensation	-	-	-	-	25,000	-	-	25,000
Net (Loss) for the year ended December 31, 1999	-	-	-	-	-	-	(211,425)	(211,425)
Balance at December 31, 1999	-	-	12,016,140	12,016	1,414,328	-	(575,273)	851,071
Stock issued for cash	-	-	700,000	700	209,300	-	-	210,000
Stock issued for services	-	-	42,501	42	12,708	-	-	12,750
Net (Loss) for the year ended December 31, 2000	-	-	-	-	-	-	(148,148)	(148,148)
Balance at December 31, 2000	-	-	12,758,641	12,758	1,636,336	-	(723,421)	925,673
Stock issued for services	-	-	446,180	446	171,809	-	-	172,255
Stock issued for cash	-	-	167,000	167	49,833	-	-	50,000
Deemed interest expense related to conversion features of note payable	-	-	-	-	41,700	-	-	41,700
Stock issued for interest	-	-	600,000	600	71,400	-	-	72,000
Net (Loss) for the year ended December 31, 2001	-	-	-	-	-	-	(1,088,801)	(1,088,801)
Balance at December 31, 2001	-	-	13,971,821	13,971	1,971,078	-	(1,812,222)	172,827
Stock issued for debt	-	-	837,500	838	32,663	-	-	33,501
Stock issued for services	-	-	3,545,000	3,545	138,255	-	-	141,800
Net (Loss) for the year ended December 31, 2002	-	-	-	-	-	-	(4,168,432)	(4,168,432)
Balance at December 31, 2002	-	-	18,354,321	18,354	2,141,996	-	(5,980,654)	(3,820,304)
Preferred shares issued for marketing rights	3,000,000	3,000	-	-	2,337,000	-	-	2,340,000
Shares cancelled	-	-	(500,000)	(500)	500	-	-	-
Stock issued for debt	-	-	733,334	733	241,267	-	-	242,000
Stock issued for services	-	-	1,500,000	1,500	148,500	-	-	150,000
Stock issued for cash	-	-	1,266,666	1,267	150,733	-	-	152,000
Spin off of minority interest	-	-	-	-	3,709,575	-	-	3,709,575
Net (Loss) for the year ended December 31, 2003	-	-	-	-	-	-	(3,739,563)	(3,739,563)
Balance at December 31, 2003	3,000,000	3,000	21,354,321	21,354	8,729,571	-	(9,720,217)	(966,292)
Stock issued for cash	-	-	1,435,000	1,435	142,065	-	-	143,500
Stock issued for services	-	-	4,196,000	4,196	330,404	-	-	334,600
Stock issued for debt	-	-	6,006,000	6,006	594,594	-	-	600,600
Contributed capital	-	-	-	-	847,258	-	-	847,258
Net (Loss) for the year ended December 31, 2004	-	-	-	-	-	-	(1,075,285)	(1,075,285)
Balance at December 31, 2004	3,000,000	3,000	34,691,321	34,691	10,727,192	-	(10,795,502)	(30,619)
Stock issued for services	-	-	1,450,000	1,450	85,050	-	-	86,500
Net (Loss) for the year ended December 31, 2005	-	-	-	-	-	-	(324,456)	(324,456)
Balance at December 31, 2005	3,000,000	3,000	36,141,321	36,141	10,812,242	-	(11,119,958)	(268,575)
Preferred shares converted to common shares	(1,500,000)	(1,500)	9,000,000	9,000	(7,500)	-	-	-
Stock issued for debt	-	-	25,127,456	25,127	515,422	-	-	540,549
Stock issued for services	-	-	-	-	-	-	-	-
Stock issued for cash	-	-	2,549,999	2,550	72,450	-	-	75,000
Net (Loss) for the year ended December 31, 2006	-	-	-	-	-	-	(588,293)	(588,293)
Balance at December 31, 2006	1,500,000	1,500	81,622,976	81,622	11,600,394	-	(11,708,251)	(24,735)
Stock issued for services	-	-	16,166,866	16,167	771,833	-	-	788,000
Stock issued for mining claims	-	-	200,000	200	39,800	-	-	40,000
Net (Loss) Income for the year ended December 31, 2007	-	-	-	-	-	(1,640,000)	984,064	(655,936)
Balance at December 31, 2007	1,500,000	1,500	97,989,642	97,989	12,412,027	(1,640,000)	(10,724,187)	147,329
Net loss for the three months ended 3/31/2008 (unaudited)	-	-	-	-	-	-	(100,187)	(100,187)
Balance, March 31, 2008 (unaudited)	1,500,000	\$ 1,500	97,989,642	\$ 97,989	\$ 12,412,027	\$ (1,640,000)	\$ (10,824,374)	\$ 47,142

**LIFESPAN, INC.**  
**(A Development Stage Company)**  
**Statements of Cash Flows**  
**(Unaudited)**

	For the Three Months Ended March 31, 2008	March 31, 2007	January 27, 1997 (Inception) through March 31, 2008
<b>Operating Activities</b>			
Net income (loss)	\$ (100,187)	\$ (121,527)	\$ (10,824,374)
Adjustments to reconcile net (loss) to cash provided (used) by operating activities:			
Depreciation and amortization expense	-	-	51,758
Common stock issued for services and expenses	-	40,000	3,265,325
Gain (Loss) on extinguishment of debt	-	-	17,181
Preferred stock issued for marketing rights	-	-	2,340,000
Contributed services	-	-	50,000
Impairment of asset	-	-	40,000
Common stock issued for interest	-	-	149,730
Accounts payable converted to judgments payable	-	-	25,103
Common stock issued for payables	-	-	540,549
Changes in operating assets and liabilities:			
(Increase) decrease prepaid expenses	-	-	(39,291)
Increase (decrease) in due to related parties	39,850	-	209,955
Increase (decrease) in accounts payable	60,500	61,000	35,397
Net cash provided (used) by operating activities	<u>163</u>	<u>(20,527)</u>	<u>(4,138,667)</u>
<b>Investing Activities</b>			
Investment in related party	-	(100,000)	(1,900,000)
Mining leasehold Improvements	-	-	(20,000)
Net cash (used) by investing activities	<u>-</u>	<u>(100,000)</u>	<u>(1,920,000)</u>
<b>Financing Activities</b>			
Proceeds from related party payable	-	129,985	112,500
Proceeds from issuance of common stock	-	-	1,535,270
Proceeds from notes payable	-	-	2,963,202
Common stock for debt	-	-	600,600
Contributed capital	-	-	847,258
Net cash provided by financing activities	<u>-</u>	<u>129,985</u>	<u>6,058,830</u>
Net (decrease) in cash	163	9,458	163
Cash and equivalents - beginning	234	368	234
Cash and equivalents - ending	<u>\$ 397</u>	<u>\$ 9,826</u>	<u>\$ 397</u>
<b>Supplemental Cash Flow Information</b>			
Cash Paid For:			
Interest	\$ -	\$ -	\$ -
Income Taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Non-Cash Activities:			
Common stock Issued for Services	\$ -	\$ 440,000	\$ 1,284,977
Common stock Issued for Mining Properties	<u>\$ -</u>	<u>\$ 40,000</u>	<u>\$ 40,000</u>
Common stock Issued for Accounts Payable	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 628,549</u>
Cancellation of Common Stock	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 500,000</u>
Common Stock Issued in Satisfaction of Promissory Note	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 442,286</u>
Deemed Interest Converted into Additional Paid in Capital Related to Note Payable	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 41,700</u>
Conversion of Preferred Stock into Common Stock	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,708,075</u>
Conversion of Due to Related Party and Notes Payable into Preferred Shares in Consolidated Entity	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,709,575</u>

**LIFESPAN, INC.**

Notes to the Condensed Financial Statements

March 31, 2008 and December 31, 2007

**NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at March 31, 2008 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2007 audited financial statements. The results of operations for the period ended March 31, 2008 and 2007 are not necessarily indicative of the operating results for the full year.

**NOTE 2 - GOING CONCERN**

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has had no revenues and has generated losses from operations.

In order to continue as a going concern and achieve a profitable level of operations, the Company will need, among other things, additional capital resources and to develop a consistent source of revenues.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**LIFESPAN, INC.**

Notes to the Condensed Financial Statements

March 31, 2008 and December 31, 2007

**NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In June 2008, the FASB issued FASB Staff Position EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, ("FSP EITF 03-6-1"). FSP EITF 03-6-1 addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting, and therefore need to be included in the computation of earnings per share under the two-class method as described in FASB Statement of Financial Accounting Standards No. 128, "Earnings per Share." FSP EITF 03-6-1 is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 and earlier adoption is prohibited. We are not required to adopt FSP EITF 03-6-1; neither do we believe that FSP EITF 03-6-1 would have material effect on our consolidated financial position and results of operations if adopted.

In May 2008, the Financial Accounting Standards Board ("FASB") issued SFAS No. 163, *Accounting for Financial Guarantee Insurance Contracts-and interpretation of FASB Statement No. 60*. SFAS No. 163 clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement of premium revenue and claims liabilities. This statement also requires expanded disclosures about financial guarantee insurance contracts. SFAS No. 163 is effective for fiscal years beginning on or after December 15, 2008, and interim periods within those years. SFAS No. 163 has no effect on the Company's financial position, statements of operations, or cash flows at this time.

In May 2008, the Financial Accounting Standards Board ("FASB") issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 sets forth the level of authority to a given accounting pronouncement or document by category. Where there might be conflicting guidance between two categories, the more authoritative category will prevail. SFAS No. 162 will become effective 60 days after the SEC approves the PCAOB's amendments to AU Section 411 of the AICPA Professional Standards. SFAS No. 162 has no effect on the Company's financial position, statements of operations, or cash flows at this time.