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

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **June 30, 2011**

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____to _____

COMMISSION FILE NUMBER: 000-33189

CANYON COPPER CORP.
(Exact name of registrant as specified in its charter)

NEVADA	**88-0452792**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Suite 408 - 1199 West Pender Street	
Vancouver, BC, Canada	**V6E 2R1**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(604) 331-9326**

Securities registered under Section 12(b) of the Exchange Act: **NONE.**

Securities registered under Section 12(g) of the Exchange Act: **Common Stock, $0.00001 Par Value per Share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.
Yes [ ] **No [X]**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes [ ] **No [X]**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s. 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [ ] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (s229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	**Smaller reporting company [X]**

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.
$18,641,034, based on a closing price of $0.32 of the issuer's common stock on December 31, 2010.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:
68,396,934, as at September 26, 2011.

CANYON COPPER CORP.
ANNUAL REPORT ON FORM 10-K
FOR THE YEAR ENDED JUNE 30, 2011

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Report constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs or other costs of production; future mineral prices; equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section titled "Item 1A. Risk Factors" in this Annual Report.

Forward looking statement are based on a number of material factors and assumptions, including the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section titled "Item 1A. Risk Factors" in this Annual Report.

We intend to discuss in its quarterly and annual reports any events or circumstances that occurred during the period to which such documents relate that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Annual Report. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of such factors, may cause actual results to differ materially from those contained in any forwarding looking statement.

We advise you to carefully review the reports and documents we file from time to time with the United States Securities and Exchange Commission (the "SEC"), particularly its periodic reports filed with the SEC pursuant to the Securities Exchange Act of 1934 (the "Exchange Act").

As used in this Annual Report, the terms "we," "us," "our," "Canyon Copper," and the "Company" refer to Canyon Copper Corp., unless otherwise indicated. All dollar amounts in this Annual Report are expressed in U.S. dollars, unless otherwise indicated.

PART I

ITEM 1. BUSINESS.

OVERVIEW

We were incorporated on January 21, 2000 under the laws of the State of Nevada.

We are an exploration stage company engaged in the acquisition, exploration and development of mineral properties. We currently hold 100% title in a major claim block totalling 1,293 unpatented mineral claims, covering approximately 25,860 acres located in Mineral County, Nevada (the "New York Canyon Claims"). We also hold 21 patented mineral claims covering an area of approximately 420 acres, located within the vicinity of the New York Canyon Claims area. We collectively refer to the New York Canyon Claims and the patented claims as the "New York Canyon Project." See "Item 2. Properties".

We have not earned any revenues to date and do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that commercially viable mineral deposits exist on our claims or that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs.

RECENT CORPORATE DEVELOPMENTS

Since the filing of our Quarterly Report for the fiscal quarter ended March 31, 2011 with the SEC on May 10, 2011, we experienced the following significant corporate developments:

1. We completed our non-brokered private placement offering (the "Non-Brokered Offering") as follows:

    (a) On May 11, 2011, we completed a private placement of 3,206,602 units at a price of CDN $0.35 per unit for total proceeds of CDN $1,112,310.70 (US $1,171,392). Each unit consisted of one share of common stock and one-half of one non-transferable share purchase warrant (each whole share purchase warrant a "Warrant"). Each whole Warrant entitles the holder to purchase one additional share of common stock at a price of CDN $0.50 per share until November 10, 2012. The issuance was completed pursuant to the provisions of Regulation S of the United States Securities Act of 1933, as amended (the "Securities Act").

    (b) On May 11, 2011, we completed a private placement of 142,857 units at a price of CDN $0.35 per unit for total proceeds of approximately CDN $50,000 (US $52,187) to a person that was a member of our Board of Directors at the time of issuance. Each unit consisted of one share of common stock and one-half of one non-transferable Warrant. Each whole Warrant entitles the holder to purchase one additional share of common stock at a price of CDN $0.50 per share until November 10, 2012. The issuance was completed pursuant to the provisions of Section 4(2) of the Securities Act.

    (c) On June 8, 2011, we completed a private placement of 97,856 units at a price of CDN $0.35 per unit for total proceeds of CDN $34,250 (US $35,027). Each unit consisted of one share of common stock and one-half of one non-transferable Warrant. Each whole Warrant entitles the holder to purchase one additional share of common stock at a price of CDN $0.50 per share until December 7, 2012. The issuance was completed pursuant to the provisions of Regulation S of the Securities Act.

    (d) On July 8, 2011, we completed a private placement of 857,142 units at a price of CDN $0.35 per unit for gross proceeds of CDN $300,000 (US $311,100) to a company owned by Anthony Harvey, Chairman, CEO and a member of our Board of Directors. Each unit consisted of one share of common stock and one-half of one non-transferable Warrant. Each whole Warrant entitles the holder to purchase one additional share of common stock at a price of CDN $0.50 per share until January 8, 2013. This issuance was completed pursuant to the provisions of Regulation S of the Securities Act.

2. On July 13, 2011, we completed our brokered private placement offering (the "Brokered Private Placement") by issuing 2,164,071 units at a price of CDN $0.35 per unit for gross proceeds of CDN $757,424.85 (USD $785,449.57). Each unit consisted of one share of common stock and one-half of one non-transferable Warrant. Each whole Warrant entitles the holder to purchase one additional share of common stock at a price of CDN $0.50 per share until January 13, 2013. The issuance was completed pursuant to the provisions of Regulation S of the Securities Act. MGI Securities Inc. ("MGI") acted as lead agent for the brokered private placement. In connection with the offering, we paid MGI a cash commission of CDN $45,445.49 (USD $47,126.97) and issued MGI, and its sub agents, an option to purchase 129,844 units at a price of CDN $0.35 per unit until January 13, 2013 (the "Agent's Option"). On exercise of the Agent's Option, each unit will consist of one share of our common stock and one-half of one non-transferable Warrant (the "Agent's Warrants"). Each whole Agent's Warrant will entitle the holder to purchase one additional share of common stock at a price of CDN $0.50 per share until January 13, 2013. The issuance of the Agent's Option was completed pursuant to Regulation S of the Securities Act.

3. Our shares of common stock commenced trading on the TSX Venture Exchange on July 18, 2011 under the symbol "CNC". We are classified as a Tier 1 Mining Issuer on the TSX Venture Exchange.

Products, Markets, Distribution, Suppliers, and Customers

We do not currently produce any products, metals, or minerals nor do we offer any products for sale. We are not party to any distribution arrangements, and have no principal customers or suppliers. We do not anticipate any changes in this status for at least the next 12 months, or until such time as there is a commercially viable mineral or metal deposits located on our mineral property.

Competition

We are an exploration stage company. We compete with other mineral resource exploration and development companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration and development companies with whom we compete have greater financial and technical resources than us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford greater geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to finance further exploration and to achieve the financing necessary for us to develop our mineral properties.

Markets and Economics

Although we compete with other junior exploration companies for financing, properties of merit, and subcontractors, there is no competition for the exploration or removal of mineralized material from the New York Canyon Project. Although there can be no assurance, large and well capitalized markets are readily available for all metals and precious metals throughout the world. A very sophisticated futures market for the pricing and delivery of future production also exists. At present there are no limitations with respect to the sale of metals or precious metals other than price. The price for metals is affected by a number of global factors, including economic strength and resultant demand for metals for production, fluctuating supplies, mining activities and production by others in the industry, and new and or reduced uses for subject metals.

Description of Mining Industry

The mining industry is highly speculative and of a very high risk nature. As such, mining activities involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Few mining projects actually become operating mines.

The mining industry is subject to a number of factors, including intense industry competition, high susceptibility to economic conditions (such as price of metal, foreign currency exchange rates, and capital and operating costs), and political conditions (which could affect such things as import and export regulations, foreign ownership restrictions). Furthermore, the mining activities are subject to all hazards incidental to mineral exploration, development and production, as well as risk of damage from earthquakes, any of which could result in work stoppages, damage to or loss of property and equipment and possible environmental damage. Hazards such as unusual or unexpected geological formations and other conditions are also involved in mineral exploration and development.

Governmental Controls and Approvals

Exploration and development activities are all subject to stringent national, state and local regulations. All permits for exploration and testing must be obtained through the local Bureau of Land Management ("BLM") offices of the Department of Interior in the State of Nevada. The granting of permits requires detailed applications and filing of a bond to cover the reclamation of areas of exploration. From time to time, an archaeological clearance may need to be obtained prior to proceeding with any exploration programs.

We plan to secure all necessary permits for any future exploration. We must provide for all environmental concerns and ensure no discharge of water into any body of water regulated by environmental law or regulation. Indigenous and endangered species must only be subject to very minimal or nil disturbances. Restoration of the disturbed land will be completed according to applicable regulations and laws. All holes, pits and shafts will be sealed upon abandonment of the property. It is difficult to estimate the cost of compliance with the environmental laws since the full nature and extent of our proposed activities cannot be determined until we start our operations.

We have applied for and received permits from the BLM to conduct drilling activities on BLM administered lands within the New York Canyon Project. The BLM reference the property as case file NV N-79198. We are required to adhere to the stipulations of the permit, primarily to plug all drill holes as they are completed and to reclaim roads and drill sites when they are no longer necessary. Reclamation work is ongoing but not complete as the project remains active.

Our mining operation is regulated by Mine and Safety Health Administration ("MSHA"). MSHA inspectors periodically visit our project to monitor health and safety for the workers, and to inspect equipment and installations for code requirements. All of our workers have completed MSHA safety training and must take refresher courses annually when working on our project. A safety officer for the project is also on site.

Other regulatory requirements monitor the following:

- (a) Explosives and explosives handling.
- (b) Use and occupancy of site structures associated with mining.
- (c) Hazardous materials and waste disposal.
- (d) State Historic site preservation.
- (e) Archaeological and paleontological finds associated with mining.

We believe that we are in compliance with all laws and plans to continue to comply with the laws in the future. We believe that compliance with the laws will not adversely affect its business operations. There is however no assurance that any change in government regulation in the future will not adversely affect our business operations.

Federal Claim Maintenance Fees

In order to maintain our New York Canyon Project claims each year we must pay a maintenance fee of $140 per claim to the Nevada State Office of the Bureau of Land Management and on November 1 of each year we must file an affidavit and Notice of Intent to Hold the claims in Mineral County. We have paid the required maintenance fees and filed the affidavits required in order to extend the claims to August 31, 2012.

Environmental Liability

The New York Canyon Project property has a history of exploration and development dating back to the early 1900's. As such there are a series of prospect pits, exploration and mine shafts, road cuts and general mining debris scattered throughout the property. None of this is considered to be an environmental hazard; however, open mine workings are required to be fenced for public safety. Operators during the bulk of the exploration of the property during the 1960's through 1990's conducted their activities in compliance with BLM requirements.

This work has been either reclaimed or accepted by the BLM. We are not responsible for existing disturbance from prior activities on the New York Canyon Project.

Patents and Trademarks

We do not own, either legally or beneficially, any patents or trademarks.

Research and Development Activities And Costs

We have no plans to undertake any research and development activities in the foreseeable future, and have not incurred research and development expenditures to date.

Employees

Aside from our officers and directors, we have no employees at present.

ITEM 1A. RISK FACTORS.

The following are some of the important factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in our forward-looking statements. We may encounter risks in addition to those described below. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, may also impair or adversely affect our business, financial condition or results of operation.

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this Annual Report before investing in our common stock. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. The quotation price of our common stock, if we obtain a public quotation at a later date, could decline due to any of these risks, and you may lose all or part of your investment.

We lack an operating history and have losses which we expect to continue into the future. As a result, we may have to suspend or cease exploration activities and if we do not obtain sufficient financing, our business will fail.

We were incorporated on January 21, 2000 and to date have been involved primarily in the acquisition of our mineral property and the exploration and development on this property. We have no exploration history upon which an evaluation of our future success or failure can be made. Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- our ability to locate a profitable mineral property; and
- our ability to generate revenues.

Our plan of operation calls for significant expenses in connection with the exploration of the New York Canyon Project, which may require us to obtain financing. We recorded a net loss of $852,281 for the year ended June 30, 2011 and have an accumulated deficit of $21,837,768 since inception. As at June 30, 2011, we had cash of $1,226,964. Subsequent to June 30, 2011, we raised gross proceeds of CDN $1,057,425 (USD $1,096,549.73) from the sale of our securities. For the next twelve months, management anticipates that the minimum cash requirements to fund our proposed exploration program and our continued operations will be $1,090,000. Accordingly, we have sufficient funds to meet our planned expenditures over the next twelve months. In the event that we decide to proceed with phase two of our exploration program, of which there is no assurance, we will be required to raise additional financing.

Obtaining financing would be subject to a number of factors, including the market prices for the mineral property and base and precious metals. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us. Since our inception, we have used our common stock to raise money for our operations and for our property acquisitions. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation.

Because we anticipate our operating expenses will increase prior to our earning revenues, we may never achieve profitability.

Prior to completion of our exploration stage, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from the exploration of our mineral claims and the production of minerals thereon, if any, we will not be able to earn profits or continue operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and we may not be able to ever generate any operating revenues or achieve profitable operations. If we are unsuccessful in addressing these risks, our business will most likely fail.

Because we are an exploration stage company, our business has a high risk of failure.

As noted in the financial statements that are included with this Annual Report, we are an exploration stage company that has incurred net losses since inception, we have not attained profitable operations and we are dependent upon obtaining adequate financing to complete our exploration activities. These conditions, as indicated in our audit report included in this Annual Report for the year ended June 30, 2011, raise substantial doubt as to our ability to continue as a going concern. The success of our business operations will depend upon our ability to obtain further financing to complete our planned exploration program and to attain profitable operations. If we are not able to complete a successful exploration program and attain sustainable profitable operations, then our business will fail.

Because we have not commenced business operations, we face a high risk of business failure.

We have not earned any revenues as of the date of this Annual Report. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates.

We have no known mineral reserves and if we cannot find any, we will have to cease operations.

We have no mineral reserves. Mineral exploration is highly speculative. It involves many risks and is often non-productive. Even if we are able to find mineral reserves on our property our production capability is subject to further risks including:

- Costs of bringing the property into production including exploration work, preparation of production feasibility studies, and construction of production facilities, all of which we have not budgeted for;
- Availability and costs of financing;
- Ongoing costs of production; and
- Environmental compliance regulations and restraints.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond our control and which cannot be accurately predicted, such as market fluctuations, the lack of milling facilities and processing equipment near the New York Canyon Project and such other factors as government regulations, including regulations relating to allowable production, exporting of minerals, and environmental protection. If we do not find a mineral reserve or define a mineral inventory containing gold, silver or copper or if we cannot explore the mineral reserve, either because we do not have the money to do it or because it will not be economically feasible to do it, we will have to cease operations and investors will lose their investment.

In order to maintain our rights to the New York Canyon Project, we will be required to make annual filings with federal and state regulatory agencies and/or be required to complete assessment work on the New York Canyon Project.

In order to maintain our rights to the New York Canyon Project, we will be required to make annual filings with federal and state regulatory authorities. Currently the amount of these fees is approximately $195,000; however, these maintenance fees are subject to adjustment. In addition, we may be required by federal and/or state legislation or regulations to complete minimum annual amounts of mineral exploration work on the New York Canyon Project. A failure by us to meet the annual maintenance requirements under federal and state laws could cause our rights to the New York Canyon Project to lapse.

Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages if and when we conduct mineral exploration activities.

The search for valuable minerals involves numerous hazards. As a result, if and when we conduct exploration activities we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material adverse effect on our financial position.

If the price of base and precious metals declines, our financial condition and ability to obtain future financings will be impaired.

The price of base and precious metals is affected by numerous factors, all of which are beyond our control. Factors that tend to cause the price of base and precious metals to decrease include the following:

(a) Sales or leasing of base and precious metals by governments and central banks;

(b) A low rate of inflation and a strong US dollar;

(c) Speculative trading;

(d) Decreased demand for base and precious metals industrial, jewelry and investment uses;

(e) High supply of base and precious metals from production, disinvestment, scrap and hedging;

(f) Sales by base and precious metals producers and foreign transactions and other hedging transactions; and

(g) Devaluing local currencies (relative to base and precious metals price in US dollars) leading to lower production costs and higher production in certain major base and precious metals producing regions.

Our business is dependent on the price of base and precious metals. We have not undertaken hedging transactions in order to protect us from a decline in the price of base and precious metals. A decline in the price of base and precious metals may also decrease our ability to obtain future financings to fund our planned development and exploration programs.

If we are unable to hire and retain key personnel, we may not be able to implement our business plan.

Our success is dependent upon the performance of key personnel working full-time in management, supervisory and administrative capacities or as consultants. This is particularly true in highly technical businesses such as mineral exploration. These individuals are in high demand and we may not be able to attract the personnel we need. The loss of the services of senior management or key personnel could have a material and adverse effect on us, our business and results of operations. Failure to hire key personnel when needed, or on acceptable terms, would have a significant negative effect on our business.

As we undertake exploration of our New York Canyon project, we will be subject to compliance with government regulation that may increase the anticipated cost of our exploration program.

There are several governmental regulations that materially restrict mineral exploration. We are required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these laws. If we enter the production phase, the cost of complying with permit and regulatory environment laws will be greater because the impact on the project area is greater. Permits and regulations will control all aspects of the production program if the project continues to that stage. Examples of regulatory requirements include:

(a) Water discharge will have to meet drinking water standards;

(b) Dust generation will have to be minimal or otherwise re-mediated;

(c) Dumping of material on the surface will have to be re-contoured and re-vegetated with natural vegetation;

(d) An assessment of all material to be left on the surface will need to be environmentally benign;

(e) Ground water will have to be monitored for any potential contaminants;

(f) The socio-economic impact of the project will have to be evaluated and if deemed negative, will have to be re-mediated; and

(g) There will have to be an impact report of the work on the local fauna and flora including a study of potentially endangered species.

There is a risk that new regulations could increase our costs of doing business and prevent us from carrying out our exploration program. We will also have to sustain the cost of reclamation and environmental remediation for all exploration work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned-up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as we do not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program. If remediation costs exceed our cash reserves we may be unable to complete our exploration program and have to abandon our operations.

If we become subject to increased environmental laws and regulation, our operating expenses may increase.

Our development and production operations are regulated by both US Federal and Nevada state environmental laws that relate to the protection of air and water quality, hazardous waste management and mine reclamation. These regulations will impose operating costs on us. If the regulatory environment for our operations changes in a manner that increases costs of compliance and reclamation, then our operating expenses would increase with the result that our financial condition and operating results could be adversely affected.

There has been a very limited public trading market for our securities, and the market for our securities may continue to be limited and be sporadic and highly volatile.

There is currently a limited public market for our common stock. Our common stock trades in Canada on the TSX Venture Exchange and over the counter in the United States on the OTC Bulletin Board and OTCQB market place. We cannot assure you that an active market for our shares will be established or maintained in the future. The OTC Bulletin Board and OTCQB are not national securities exchanges, and many companies have experienced limited liquidity when traded through these quotation systems. Holders of our common stock may, therefore, have difficulty selling their shares, should they decide to do so. In addition, there can be no assurances that such markets will continue or that any shares, which may be purchased, may be sold without incurring a loss. The market price of our shares, from time to time, may not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the shares in the future.

In addition, the market price of our common stock may be volatile, which could cause the value of our common stock to decline. Securities markets experience significant price and volume fluctuations. This market volatility, as well as general economic conditions, could cause the market price of our common stock to fluctuate substantially. Many factors that are beyond our control may significantly affect the market price of our shares. These factors include:

- price and volume fluctuations in stock markets;
- changes in our operating results;
- any increase in losses from levels expected by securities analysts;

- changes in regulatory policies or law;
- operating performance of companies comparable to us; and
- general economic trends and other external factors.

Even if an active market for our common stock is established, stockholders may have to sell their shares at prices substantially lower than the price they paid for the shares or might otherwise receive than if an active public market existed.

If we complete a financing through the sale of additional shares of our common stock, shareholders will experience dilution.

The most likely source of future financing presently available to us is through the issuance of our common stock. Any sale of share capital will result in dilution to existing shareholders. The only other anticipated alternative for the financing of further exploration would be the offering by us of an interest in our properties to be earned by another party or parties carrying out further exploration thereof, which is not presently contemplated.

Because our stock is a penny stock, stockholders will be more limited in their ability to sell their stock.

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the Nasdaq system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or quotation system.

Because our securities constitute "penny stocks" within the meaning of the rules, the rules apply to us and to our securities. The rules may further affect the ability of owners of shares to sell our securities in any market that might develop for them. As long as the quotation price of our common stock is less than $5.00 per share, the common stock will be subject to Rule 15g-9 under the Securities Exchange Act of 1934 (the “Exchange Act”). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that:

1. contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;

2. contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of securities laws;

3. contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price;

4. contains a toll-free telephone number for inquiries on disciplinary actions;

5. defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and

6. contains such other information and is in such form, including language, type, size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that, prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our stock.

ITEM 2. PROPERTIES.

We rent approximately 1,606 square feet of office space located at Suite 408, 1199 West Pender Street, Vancouver, British Columbia, Canada from ESO Uranium Corp. at a cost of approximately $1,500 per month. This rental is on a month-to-month basis with no formal agreements.

We do not own any real property. We currently hold 100% title in a major claim block totalling 1,293 unpatented mineral claims, covering approximately 25,860 acres located in Mineral County, Nevada (the “New York Canyon Claims”). We also hold 21 patented mineral claims covering an area of approximately 420 acres, located within the vicinity of the New York Canyon Claims area. We collectively refer to the New York Canyon Claims and the patented mineral claims as the “New York Canyon Project.”

NEW YORK CANYON PROJECT

Description of Property

New York Canyon Claims

The 1,293 unpatented lode mining claims were physically staked on the ground. Unpatented claims require annual maintenance fees of $140 per claim payable to the U.S. Bureau of Land Management (“BLM”) by August 31 of each year. Additionally, the county requires recording fees of approximately $15 per claim each year. The claims are current and in good standing through August 31, 2012.

The acquisition of title to the claims was completed pursuant to the terms of the Property Option Agreement dated March 18, 2004 (the “Property Option Agreement”) among the Company and Nevada Sunrise LLC (“Nevada Sunrise”), Robert Weicker, Sharon Weicker, Kurt Schendel, and Tami Schendel (collectively, the “Optionors”).

Under the terms of the Property Option Agreement, we exercised our option to acquire the New York Canyon Claims by: (i) paying $460,000 to the Optionors; (ii) issuing 526,667 shares of our common stock to the Optionors; and (iii) incurring exploration expenditures of a minimum of $2,250,000 on the New York Canyon Claims. The Optionors also retained a 2% net smelter returns royalty (the “Royalty”) over any future production. We have the option to reduce the Royalty to 1% by making a lump sum payment of $1,000,000 to the Optionors.

In accordance with the terms of the Property Option Agreement and upon our acquisition of the New York Canyon Claims, Nevada Sunrise assigned to us its interest under two lease agreements. On October 9, 2004, Nevada Sunrise entered into a lease agreement with Tammy Gentry and Pat Hannigan pursuant to which it obtained a nine year lease over the Copper Queen #2 patented mineral claim. As a result of the assignment of this lease, we are required to pay $1,500 per quarter commencing on October 1, 2004. We have the option to acquire Copper Queen #2 by paying $50,000, of which the quarterly payments may be applied, to the lessors. As of the date of this Annual Report, we have paid $40,500 in lease payments which will be credited towards the total purchase price of $50,000.

In addition, on January 1, 2005, Nevada Sunrise entered into a lease agreement with Clifford DeGraw and Richard Markiewicz pursuant to which it obtained a seven year lease over the Mildred and Copper Queen #1 patented mineral claim. As a result of the assignment of these leases, we have acquired the Mildred and Copper Queen #1 patented claims by paying an aggregate $130,000 as follows: (i) $2,500 per quarter commencing on April 1, 2005 (which payments have been made); (ii) $3,500 per quarter commencing on April 1, 2006; (iii) $4,000 per quarter commencing on April 1, 2007; (iv) $5,000 per quarter commencing on April 1, 2008; and (v) $7,500 per quarter commencing on April 1, 2009. On April 1, 2011, we exercised our option to acquire the Mildred and Copper Queen #1 patented claims by virtue of making the final lease payment to the lessors.

Lease Agreement with Jaycor Mining Inc.

On July 21, 2004, we entered into a lease agreement (the “Jaycor Lease Agreement”) with Jaycor Mining, Inc. (“Jaycor”). Under the terms of the Lease Agreement, we were granted rights to explore and, if proved feasible, develop 18 patented mineral claims held by Jaycor (the “Jaycor Claims”). These rights were granted as a lease for an initial term of 15 years, and are renewable for a further 15 years.

As consideration for the lease of the Jaycor Claims, we were required to pay Jaycor the following amounts prior to the commencement of any future production activities: (i) $25,000 on execution of the Jaycor Lease Agreement; (ii) $1,000 monthly commencing on the first anniversary; (iii) $2,000 monthly commencing on the second anniversary; and (iv) $3,000 monthly commencing on the third anniversary and continuing for as long as the Jaycor Lease Agreement is in effect (collectively, the "Jaycor Minimum Payments")

In addition to the Minimum Payments, we have issued an aggregate of 6,583 shares to Jaycor in accordance with the Jaycor Lease Agreement. As of the date of this Annual Report, we have made all required Minimum Payments and is in good standing under the Jaycor Lease Agreement.

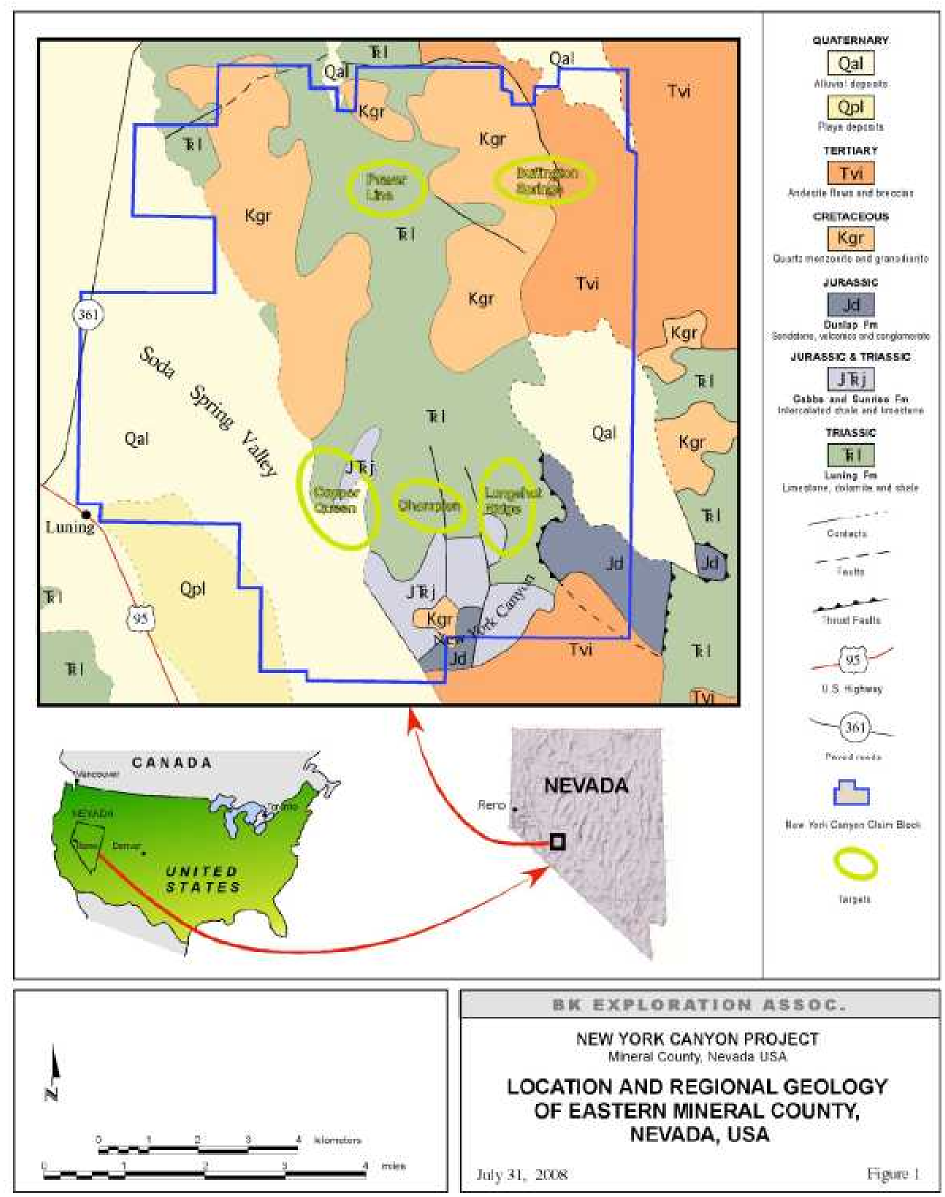
The Jaycor Claims under the Lease Agreement are subject to an overriding royalty deed granted to Kookaburra Resources Ltd. ("Kookaburra") by Jaycor. Upon commencement of production, we are required to pay Kookaburra a net smelter returns royalty of 1.75%, up to a maximum of $2,000,000. In addition, we have also agreed to pay Jaycor a net smelter return royalty of 0.5% until such time as Kookaburra has been paid $2,000,000, at which time the royalty payable to Jaycor will then increase to 1.5% . The 1.5% rate payable is subject to a maximum of $2,000,000, at which time the ongoing royalty payment to Jaycor will be reduced to 0.5% for as long as the Lease Agreement is in effect.

The Jaycor Claims are located in Sections 32, 33 and 34 T8N; R35E MDBM in Mineral County, Nevada and are recorded as follows:

Name of Claim	Mineral Survey No.	US Patent #	County Land Parcel
Mayflower	38	10541	009-170-11
Wall Street	43	21509	009-170-09
Turk	44	21510	009-170-09
Footwall	3447	264845	009-170-03
Nora Higgins	3447	264845	009-170-02
Willie Higgins	3447	264845	009-170-02
Annex No. 1	3447	264845	009-170-03
Annex No. 2	3447	264845	009-170-03
Annex No. 3	3447	264845	009-170-03
Annex No. 4	3447	264845	009-170-03
Iron Gate	4444	806518	009-170-02
Velvet	4444	806518	009-170-02
Saddle	4444	806518	009-170-02
Vacation	4571	982162	009-170-12
Goodenough	4612	989401	009-170-02
Copper Butte	4612	989401	009-170-02
Copper Bar	4612	989401	009-170-02
Hecla	4612	989401	009-170-02

The holders of patented minerals claims generally retain all mineral and property rights, and the permitting procedures for both exploration and development can be streamlined and fast tracked.

Figure 1 – New York Canyon Property



Location and Access, Climate, Local Resources, and Physiography

The New York Canyon Project is approximately five miles east of Luning and 30 miles east of Hawthorne, the seat of Mineral County, in the sparsely populated west central part of Nevada. The largest full-service city with daily commercial air flights to most major American cities is Reno, located 169 miles north-northwest of the New York Canyon Project via paved highway US95. Access to the New York Canyon Project from Hawthorne is via paved highway US95 for 25 miles to Luning and then by 5 miles of all-weather gravel road.

The New York Canyon Project is at the south end of the Gabbs Valley Range with part of the New York Canyon Project extending westward into Soda Spring Valley. The terrain is part of the "Basin and Range" physiographic province consisting of steep rugged hills at elevations from 5,500 to 7,000 feet separated by broad basins ranging from 4,600 to 5,500 feet elevation.

The climate is semi-arid with two seasons: a wet cold winter and a dry hot summer. The main period of snow occurs between November and March. Annual rainfall for the last several years has ranged from 2 to 6 inches per year with temperatures ranging from 25°F to 95°F. The prevailing vegetation consists of grasses, low shrubs (most commonly sagebrush) and occasional patches of pinion pine and juniper trees at higher elevations. The local economy is based largely on ranching and mining with many people employed by the Hawthorne Naval Ammunition Depot.

During the past twenty years, a number of mines have operated in this part of Nevada, mostly gold and silver mines with some by-product base metals. As a result, the community contains a small pool of experienced labor sufficient for the needs of many short-term mining operations.

History

The New York Canyon Project has a long history of exploration, development and production beginning with discovery of the copper oxide deposits in 1875. The district's first recorded production occurred from 1906 to 1929 when the Wall Street Copper Company consolidated various holdings in the district and commenced copper production at the Anderson, Champion, Mayflower, New York, Turk, Vacation and Wall Street Mines. An estimated 8.9 million pounds of copper was recovered from approximately 110,000 tons of ore at an average grade of 5.5% copper during this period.

1965 to 1979 — A total of 107 exploration drill holes (98,433 feet) were drilled during 1965 to 1979 in the New York Canyon Project area, initially by Amax but primarily by Conoco Oil Company, who subsequently operated the Project from 1977 to 1981. Exploration was focused mainly on porphyry copper-molybdenum sulfide targets at the Copper Queen and Champion prospects. This historic drilling by Conoco, from 1977 to 1981, indicated 13.2 million tons of mineralized material with an average grade of 0.55% copper for the Longshot Ridge area and 142 million tons grading 0.35% and 0.015% molybdenum for the Copper Queen deposit.

In 1979, Conoco contracted Hazen Research, Inc. to conduct a preliminary testing program for copper recovery using sulfuric acid bottle roll leaching tests and flotation tests on drill core sample composites. Hazen prepared composites based on five rock types crushed to minus 0.5 inch size. Drill core from the Copper Queen deposit yielded recoveries ranging from 65% to 75% copper over the six-day leach period with acid consumptions of 160 pounds per ton for porphyry copper mineralized rock to 509 pounds of sulfuric acid (H2SO4) per ton of carbonate-rich host rock. Copper oxide material provided recoveries ranging from 75.0% to 84.45% from the six-day bottle roll test with corresponding acid consumption of 232 to 349 pounds H2SO4 per ton of ore.

1992 to 1997 — Kookaburra Resources Ltd. ("Kookaburra") and its various joint venture partners – including Coca Mines and Phelps Dodge – conducted the next stage of exploration from 1992 to 1997, drilling 54 holes totaling 13,018 feet to test the Longshot Ridge and Copper Queen skarns. In 1993, Peter Cowdery, PhD., P.Eng. of CORE Engineering and Associates conducted an estimate of the mineralized material at the Longshot Ridge copper oxide deposit for Kookaburra Resources Ltd. The CORE technical report indicated 17.7 million tons of mineralized material with an average grade of 0.55% copper using a 0.23% copper cutoff.

Prior to our acquisition of the New York Canyon Project, Kookaburra commissioned Mountain States R & D International, Inc. to conduct a simulated vat leach test to determine copper recovery in relation to acid consumption on minus three-quarter inch copper mineralized material from Longshot Ridge. A 13.67 kilogram composite of typical copper oxide material was placed into a 5½ foot high column and leached with 25 gram per liter sulfuric acid for 19 days. Results of the test indicated a 39.41% copper recovery with total acid consumption of 174.7 pounds per ton of mineralized material.

General Geology

The New York Canyon Project lies within the central portion of the Walker Lane structural belt, a broad zone of northwest-southeast striking parallel to sub-parallel, right lateral strike-slip faults extending for more than 400 miles through western Nevada and into northern California. The structural belt was initiated during the Jurassic period, at which time a number of important porphyry copper deposits and related skarn deposits, such as Yerington, were formed. Volcanism and related hydrothermal mineralization, often of Tertiary age, are recognized along the length of this structural trend. Significant mining districts associated with the Walker Lane Belt, in addition to Yerington, include Comstock, Goldfield, Rawhide, Tonopah-Hall, Dome Hill and numerous other copper and/or gold-silver occurrences.

The New York Canyon area stratigraphy is comprised mostly of conformable marine sedimentary units of Triassic and Jurassic ages which are intruded by granitic rocks of Cretaceous age. Tertiary-age non-mineralized volcanic flows locally cover these older rocks on the hills and Quaternary-age alluvium and colluvium cover them in the valleys. At New York Canyon, the rocks are disrupted by structures mostly related to the Walker Lane structural belt. These structures provide conduits for mineralizing fluids and often subsequently disrupt mineralized zones.

The oldest rocks belong to the middle to late Triassic age Luning Formation, consisting predominately of dolomite, dolomitic limestone and limestone with minor shale, argillite and conglomerate. Project mapping and logging of drill holes indicate this sequence is approximately 2000 thinner in the Project area than its regionally mapped thickness of more than 10,000 feet. The Luning limestones are thin to medium bedded and intercalated with siltstones in the bottom 1000 feet of the sequence, and massive to thick bedded in the top 4000 feet of the sequence.

The late Triassic age Gabbs Formation conformably overlies the Luning Formation. The Gabbs Formation consists of three members: a thin bedded fossiliferous limestone, argillaceous limestone, and calcareous tuffaceous siltstone. The type locality of the Gabbs Formation is in New York Canyon, where its thickness is measured as 400 feet, but drill logs indicate it is up to 650 feet thick.

The Jurassic age Sunrise Formation conformably overlies the Gabbs Formation. The Sunrise Formation consists of five members with quartz latite porphyry flows near the base overlain by thin bedded limestones, siltstones, silty limestone, tuffaceous siltstone, shale and claystone totaling about 800 feet in thickness in the New York Canyon area.

The Jurassic age Dunlap Formation conformably overlies the Sunrise Formation. The Dunlap Formation is a 3000-foot thick sequence of basal conglomerate, limestones, clastic sediments, and volcanic flows of andesitic and rhyolitic composition.

The strata of New York Canyon are intruded by Jurassic to Cretaceous age multiphase domes, plugs, dikes and sills consisting primarily of diorite and granodiorite with areas of quartz monzonite, granite and other associated felsic rock types.

Numerous Tertiary age units (mostly Oligocene and Miocene age) consisting of mafic to felsic volcanics, volcanoclastics, flows, tuffs, tuffaceous sediments, and continental sediments locally overlie the older rocks. These lithologies are of varying thicknesses ranging from 100s of feet to more than 1000 feet.

Quaternary age deposits consisting of various alluvial and lacustrine sediments comprise the youngest units in the area and fill the valley bottoms and form pediments along the range fronts. These young units may be 200 feet or more thick.

Property Geology at New York Canyon

The upper New York Canyon area consists primarily of the Luning Formation which is overlain by the Gabbs and Sunrise Formations in the Longshot Ridge area. The Luning Formation exposed beneath the Longshot Ridge area consists of gray to tan colored, thickbedded limestone and dolomite. Felsic sills and dikes intrude all units in the area.

The Gabbs Formation at Longshot Ridge is extremely calc-silicate altered. It was originally a very thin bedded to laminated limestone and silty limestone intercalated with siltstone and shale. The Gabbs Formation is comprised of three members: (#1) the lowest member, which is 250 feet thick, consisting of thick black bioclastic limestone intercalated with siltstone, (#2) the middle member, 200 feet thick, consisting of predominately argillaceous limestone intercalated with calcareous and tuffaceous siltstone, and (#3) the upper member, from 0 to 200 feet thick, consisting of argillaceous limestone intercalated with siltstone. The black bioclastic carbonaceous limestone at the base of the Gabbs Formation is a distinct unit which provides a clear marker for the contact with the underlying Luning Formation.

The two lowest members of the Sunrise Formation at Longshot Ridge are also calcsilicate altered. The Sunrise consists of five members: (#1) the lowest member, 100 feet thick, consisting of argillaceous limestone intercalated with siltstone and some quartz latite porphyry flows near the base, overlain by (#2), 50 feet thick, consisting of thick-bedded fossiliferous limestone intercalated with siltstone and silty limestone, overlain by (#3), 250 feet thick, consisting of shale and siltstone, overlain by (#4), 200 feet thick, consisting of silty limestone and limestone, and capped by (#5), 200 feet thick, consisting of claystone and limestone.

The Dunlap formation, mentioned in the previous description of regional geology, is not present in the Longshot Ridge area. Similarly, only one of the Tertiary-age volcanic sequences exists along the flank of Longshot Ridge.

The intrusive rocks (Fi) on Longshot Ridge are primarily sills with some local dikes. Rock types mapped at the surface and encountered in drill holes consist of granodiorite porphyry, porphyritic quartz monzonite, quartz monzonite porphyry and quartz-feldspar porphyry. These sills and dikes are typically only 5 to 20 feet thick but are relatively common throughout the area.

Rock strata on Longshot Ridge average N75°E in strike dip about 35°. The rocks are severely faulted and folded. Drag and overturned features are common. The major faults are curvilinear with fairly high dip angles that commonly change along the strike of the structure. The faults generally trend either northeast or northwest, but there are some local faults that strike north and dip steeply east. For the most part, the faults appear to have normal displacements ranging from 50 to 200 feet.

Deposit Types at New York Canyon Project

Mineralization in the New York Canyon Project occurs principally as contact metasomatic copper skarn deposits and as possible copper porphyry deposits within intrusive bodies at depth beneath the skarns.

Contact metasomatic deposits include a variety of types such as those that are copper-rich, ironrich, tungsten-rich, etc. The deposits are commonly referred to as skarns when rich in copper and tactites when rich in tungsten. Minerals associated with the copper-rich skarn deposits typically include chalcopyrite, bornite, magnetite, specularite, pyrite, pyrrhotite, sphalerite, and molybdenite. Alteration associated with the skarn deposits converts limestone and limy sediments to higher temperature calc-silicate minerals consisting of garnet, epidote, diopside, tremolite and calcite.

Skarn deposits are always adjacent to small to moderate sized intrusive bodies of intermediate composition such as monzonite and granodiorite. These intrusive bodies – occurring mainly as sills, dikes, plugs or stocks – are the sources for the mineralizing and altering hydrothermal fluids and for the heat that drives the fluids. Skarn mineralization develops along specific altered beds of carbonate rock in zones of strong deformation or faulting adjacent to the intrusive bodies.

The New York Canyon copper skarns closely fit these descriptions. The skarns either consist mostly of oxidized minerals, as at Longshot Ridge, or they consist of both oxidized and sulfide minerals as at the Champion prospect west of Longshot Ridge.

Skarn type copper deposits are occasionally associated with larger intrusive bodies that are hosts for porphyry type copper-molybdenum deposits, such as the major Carr Fork copper skarns associated with the world-class Bingham Canyon porphyry copper deposit in Utah. Sizes can range from 10 million to 100 million tons or more with grades of 1% to 2% Cu. Associated metallic minerals include chalcopyrite, bornite, magnetite, specularite, pyrite, pyrrhotite, sphalerite, and molybdenite. Other examples of significant skarn deposits associated with large porphyry-copper deposits include Santa Rita-Pinos Altos in New Mexico, Mason Valley-Copper Canyon in Nevada, and Mission-Pima in Arizona.

Porphyry-type copper-molybdenum deposits are closely associated with and related to moderate sized intrusive rock bodies of intermediate to felsic composition. Porphyry-type mineralization consists of disseminated sulfides and crosscutting stockwork quartz-sulfide veins or veinlets occurring within the intrusive body and extending outward into the surrounding rocks. The intrusive bodies are commonly 0.3 to 1 mile or more across and their emplacement produces large volumes of altered and intensely fractured ground.

At Copper Queen, the westernmost New York Canyon target, known mineralization, incompletely explored to date, consists of both non-oxidized copper sulfide skarns and potential porphyry-type copper-molybdenum sulfides in the underlying intrusive body. The porphyry mineralization remains an exploration target of possible large size based on (1) the widespread occurrences of oxide copper showings on the surface, (2) limited geophysical surveys, (3) apparent doming of the overlying sediments, and (4) the district's location within the Walker Lane structural belt which hosts several large porphyry systems such as Yerington to the northwest and Hall Mountain to the southeast. Exploration targets for the project might range from 150 million to 400 million tons as grades of 0.4% to 0.5% copper with possible credits in molybdenum.

Mineralization at New York Canyon Project

Mineralization in the New York Canyon Project consists of three principal copper target areas: Longshot Ridge on the east, Champion in the center, and Copper Queen on the west. These target areas are aligned along a west-northwest trend that probably reflects deeper basement structures.

The Longshot Ridge and Champion prospects both contain numerous widespread showings of copper skarn mineralization exposed in surface outcrops and in old mine workings. In contrast, the Copper Queen prospect has no exposed mineralization at the surface but contains copper sulfide skarn at depth and an incompletely tested copper-molybdenum sulfide porphyry system at greater depth. Recent exploration in the New York Canyon Project has focused mainly on the extensive oxide copper skarn mineralization at Longshot Ridge. This mineralization is the subject of this report.

Hydrothermal alteration and mineralization at Longshot Ridge has formed copper-rich skarn in porous and permeable zones within sedimentary rock strata of the Luning, Gabbs and Sunrise Formations. Additionally copper-rich stockwork veinlets in permeable fractures occur in some of the felsic porphyry intrusive dikes and sills that intrude the rock strata. The alteration associated with the intrusive bodies consists of argillization, phyllic, and silicification which are typical for rocks of this type.

The oxide copper minerals abundantly present at Longshot Ridge are apparently products of the supergene weathering and oxidation of primary copper sulfide minerals which were present in the original skarn. The copper mineralization consists almost entirely of secondary copper minerals, principally malachite, azurite, chrysocolla and copper wad. Additionally, some copper-rich limonite (goethite) is reported. A fairly common greenish clay alteration mineral is thought to be a zinc-bearing clay. Because limestones tend to buffer the solutions that carry copper in a supergene environment, the copper weathered from sulfides in the skarn migrates to the non-skarn limestone units where it may be enriched by as much as 300 to 400 percent.

About 90 percent of the Longshot Ridge mineralization is within the two upper units of the Gabbs Formation. Drilling results indicate that the strongest, thickest and most continuous mineralization occurs in a northeast-trending zone, 200 feet wide by 1300 feet long, which is crossed by two northwest-trending structurally-controlled high grade zones, each about 100 feet wide and from 400 to 700 feet long. Mineralization in these trends is from 100 feet to 200 feet thick and covers an area of 500,000 square feet down to a depth of 350 feet, using a 0.30% Cu/ft cutoff. Within this area are many smaller higher-grade zones. A comparison of adjacent holes and twins of previously drilled holes indicates this copper mineralization has good continuity.

The copper skarns and supergene enriched zones are relatively flat lying to only gently dipping (less than 30º dip to the south). For this reason, the thicknesses of mineralization intersected by the vertical holes drilled to test this system represent the approximate true thicknesses of the mineralization.

Luning Formation - these carbonates consist primarily of dolomite and limestone. Alteration associated with these rocks includes a skarn mineral suite consisting primarily of serpentine, talc, garnet, magnetite, and locally diopside. The serpentine and talc minerals in skarn form sinuous veins along the structures within the dolomite and are very diagnostic of skarn formation in dolomite. Due to the massive nature of the Luning Formation, the altering and mineralizing solutions closely followed high-angle cross-cutting structures and formed limited skarn halos with only small areas of moderately high grade copper mineralization.

The Luning also has some small local zones of hematite and dolomite containing jasperoid veins a few feet thick. These consist of fine-grained silica, hematite, goethite, limonite and copper oxides. Historically, all the higher-grade copper shipped from this district during World War I was from the copper skarns in the Luning, not from the copper skarns in the Gabbs.

Gabbs Formation – The principal host for the Longshot Ridge copper skarn deposits are impure thin-bedded sandy limestone and siltstone in the upper two units of the Gabbs Formation. The alteration associated with these rocks is either a skarn mineral suite consisting of garnet, diopside and magnetite in the limestone, or is hornfels developed in the siltstone. The copper mineralization is much more widespread, but lower grade for the reasons stated in the previous Luning skarn description. The diopside-rich Gabbs skarns are more abundantly fractured and mineralized due to the brittle nature of diopside, and for this reason these skarns are slightly higher grade than the garnet-rich skarn. Commonly the Gabbs skarns are only a few feet thick (5 to 15 feet), but there are many of them.

The lowest Gabbs unit, a carbonaceous bioclastic limestone, is the location of the "marble line," which is the alteration boundary between marbleized and calc-silicate altered limestone. This unit rarely forms skarns. The upper two units are hosts for the plentiful skarns and hornfels formed when the hydrothermal solutions traveled up structures and outward along permeable units. These same structures and permeable beds were later intruded by granodiorite porphyry dikes and sills. The intrusive bodies proximal to the skarns are most commonly sills but dikes are locally present.

Sunrise Formation – The two lowest sedimentary units of the Sunrise Formation are impure thin-bedded sandy limestone and siltstone which are altered and mineralized. The alteration occurs as either a skarn mineral suite consisting of garnet, diopside and magnetite in the limestone, or as hornfels developed in the siltstone. The copper mineralization is much more widespread, but lower grade for the reasons stated above in the previous Luning skarn description. The diopside-rich skarns are more abundantly fractured and mineralized due to the brittle nature of diopside and for this reason these skarns are slightly higher grade than the garnet-rich skarns. The skarns in the Sunrise Formation are commonly very thick (50 feet). The largest of these is the Mayflower Mine, which was mined on a fairly large scale. This thick skarn is capped by a thick hornfels.

Current Exploration Program

Further exploration is recommended for the New York Canyon Project. A two-phase exploration program is recommended to effectively test the property. Phase One of this program will consist of re-analysis of 2006 drilling, additional metallurgical testwork, and environmental base line studies. If results of this work are favorable, then the Phase Two program of definition drilling, permitting and scoping studies will follow.

The estimated costs of the Phase One program are detailed in following table and include:

- re-analysis of 2006 Longshot Ridge drill pulps, duplicate samples, blank samples and standards by an independent laboratory to determine the correct copper values;
- acquiring representative mineralized material at Longshot Ridge for metallurgical testwork samples to determine the optimal copper beneficiation process;
- initiate environmental base line studies for permitting advanced exploration.

A budget of $0.6 million will be necessary to support the Phase One exploration program recommended above. The estimated costs of the Phase One program are detailed in following table.

Re-Assaying	$	180,000
Metallurgical Sampling and testing	$	125,000
Environmental (Base line study work)	$	85,000
Geological Mapping	$	30,000
Field Supplies and support	$	30,000
Labor	$	45,000
Management fee	$	50,000
Contingency	$	55,000
Total	**$**	**600,000**

We commenced the Phase One exploration program in July 2011 and anticipate that it will be completed in December, 2011.

The estimated costs of the Phase Two program are detailed in following table and include:

- definition drilling, permitting and scoping studies designed to advance the Longshot Ridge project to a pre- feasibility stage;
- drill-testing geophysical targets generated from the IP survey and other geological targets in the Copper Queen and Champion areas;
- continuation of metallurgical testwork to refine the optimal copper beneficiation process for completion of a pre- feasibility study.

Analyses	$	450,000
Drilling	$	1,550,000
Equipment and Supplies	$	65,000
Environmental	$	30,000
Field Supplies and Support	$	145,000
Geological Mapping	$	20,000
Labor	$	180,000
Metallurgical Testing	$	65,000
Management Fee	$	200,000
Contingency	$	295,000
Total	**$**	**3,000,000**

A budget of $3.6 million will be necessary to support the Phase One and Phase Two exploration programs recommended above. Our ability to commence and complete Phase Two of our exploration program is subject to our obtaining substantial financing, of which there is no assurance.

ITEM 3. LEGAL PROCEEDINGS.

On January 29, 2007, we received a statement of claim filed in the Ontario Superior Court of Justice from a company claiming unpaid investor relations fees of $25,916 and requesting the balance of an alleged retainer of $84,000. We are vigorously disputing this claim and believe this action is without merit.

Other than the legal proceeding described above, we are not currently a party to any legal proceedings.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

MARKET INFORMATION

Shares of our common stock trade in Canada on the TSX Venture Exchange under the symbol “CNC” and over the counter in the United States on the OTC Bulletin Board and OTCQB market place under the symbol “CNYC." As our shares of common stock were not listed on the TSX Venture Exchange until July 18, 2011, the following table indicates the high and low bid prices of our shares of common stock on the OTC Bulletin Board obtained during the periods indicated:

	2011		2010	
	High	**Low**	**High**	**Low**
First Quarter ended September 30	$ 0.13	$ 0.05	$ 0.20	$ 0.05
Second Quarter ended December 31	$ 0.35	$ 0.05	$ 0.10	$ 0.05
Third Quarter ended March 31	$ 0.45	$ 0.25	$ 0.085	$ 0.03
Fourth Quarter ended June 30	$ 0.40	$ 0.28	$ 0.03	$ 0.03

The above quotations have been adjusted to reflect our 79-for-100 reverse split effective November 24, 2010. Quotations entered on the OTC Bulletin Board reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

HOLDERS OF OUR COMMON STOCK

As of September 26, 2011, we had 167 registered holders of our common stock holding an aggregate of 68,396,934. We believe a large number of stockholders hold stock on deposit with their brokers or investment bankers registered in the name of depositories.

We are in preliminary negotiations with the liquidators of Langley Park Investment Trust plc (“Langley Park”) to repurchase the Series A Convertible Preferred Stock (the “Preferred Stock”). However, there is no assurance that we will reach an agreement with the liquidators of Langley Park.

DIVIDENDS

We have neither declared nor paid any cash dividends on our capital stock since our inception and do not contemplate paying cash dividends in the foreseeable future. It is anticipated that earnings, if any, will be retained for the operation of our business. Our board of directors will determine future dividend declarations and payments, if any, in light of the then-current conditions they deem relevant and in accordance with Chapter 78 of Nevada Revised Statutes (the “NRS”).

There are no restrictions in our articles of incorporation or in our bylaws which prevent us from declaring dividends. Chapter 78 of NRS, however, does prohibit us from declaring dividends where, after giving effect to the distribution of a dividend:

(a) We would not be able to pay our debts as they become due in the usual course of business; or

(b) Our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving distributions.

RECENT SALES OF UNREGISTERED SECURITIES

All unregistered sales of our equity securities made during the fiscal year ended June 30, 2011 have been previously reported in our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

PLAN OF OPERATION

Over the next twelve months, our plan of operation is to re-analyze the 2006 Longshot Ridge drill pulps and to initiate environmental base line studies, which will permit us to conduct advanced exploration if warranted. In order to implement our exploration program and to continue our operations, we anticipate that we will require the following:

ITEM AND ACTIVITY	12 Month Total Budget
LAND STATUS	
2011 - 2012 unpatented claim maintenance fees	$ 190,000
Monthly Payments – Patented Claims	42,000
EXPLORATION PROGRAM	
Re-assay 2006 Longshot Ridge drill pulps	180,000
Metallurgical sampling and testing	125,000
Environmental base line study work	85,000
Geological mapping	30,000
Filed supplies and support	30,000
Management fee	50,000
Contingency	55,000
GENERAL AND ADMINISTRATIVE EXPENSES	
General and Administrative	258,000
TOTAL	**$ 1,090,000**

As at June 30, 2011, we had cash of $1,226,964. Subsequent to June 30, 2011, we raised proceeds of CDN $1,057,425 (USD $1,096,549.73) from the sale of our securities. For the next twelve months, management anticipates that the minimum cash requirements to fund our proposed exploration program and our continued operations will be $1,090,000. Accordingly, we have sufficient funds to meet our planned expenditures over the next twelve months. In the event that we wish to proceed with phase two of our exploration program, of which there is no assurance, we will be required to raise substantial financing. However, there is no assurance we will be successful in raising such funding or on terms that are acceptable to us. Since inception, we have been dependent on investment capital and debt financing from third parties as our primary source of liquidity. We anticipate continuing to rely on sales of shares of our common stock and loans in order to continue to fund our business operations. Issuances of additional shares will result in further dilution of our existing shareholders.

RESULTS OF OPERATIONS

Summary of Year End Results

	Year Ended June 30, 2011	Year Ended June 30, 2010	Percentage Increase / Decrease
Revenue	$ -	$ -	n/a
Operating Expenses	(841,815)	(1,056,103)	(20.3)%
Other Income (Expense)	(10,466)	(1,169)	795.3%
Net Loss	$ (852,281)	$ (1,057,272)	(19.4)%

Revenue

We have not earned any revenues to date and do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. There can be no assurance that we will be successful in discovering commercial quantities or that we can commercially produce metals or minerals. We are presently an exploration stage company engaged in the search for mineral reserves. We can provide no assurances that we will be able to discover any commercially exploitable levels of mineral resources on our property, or, even if such resources are discovered, that we will be able to enter into commercial production of our mineral properties.

Expenses

The major components of our expenses for the year are outlined in the table below:

	Year Ended June 30, 2011	Year Ended June 30, 2010	Percentage Increase / Decrease
Operating expenses:			
Foreign exchange loss	$ 41,050	$ 29,448	39.4%
General and administrative	395,371	716,684	(44.8)%
Mineral exploration costs	405,394	309,971	30.8%
Sub-total	**$ 841,815**	**$ 1,056,103**	**(20.3)%**
Other (income) expense:			
Gain on change in fair value of derivative liabilities	(7,024)	-	n/a
Interest expense	17,490	1,169	1,396.2%
Sub-total	**$ 10,466**	**$ 1,169**	**795.3%**
Total Expenses	**$ 852,281**	**$ 1,057,272**	**(19.4)%**

Our operating expenses decreased from $1,056,103, during the year ended June 30, 2010, to $841,815, during the year ended June 30, 2011. The decrease in our operating expenses is due to a decrease in general and administrative expenses. This amount was partially offset by increases in mineral exploration costs and foreign exchange loss.

In fiscal 2011, general and administration expenses primarily consisted of: (i) consulting fees incurred for services provided by our executive officers; and (ii) legal and accounting fees in connection with our listing on the TSX Venture Exchange and meeting our ongoing reporting requirements under the Exchange Act. Additional general and administrative expenses in fiscal 2010 are mainly due to the fact that we recorded stock-based compensation of $362,614.

Mineral exploration costs consisted of annual payments to maintain the New York Canyon Project in good standing, mineral lease payments and consulting fees in connection with our New York Canyon Project.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

	At June 30, 2011	At June 30, 2010	Percentage Increase / Decrease
Current Assets	$ 1,270,655	$ 256,269	395.8%
Current Liabilities	780,265	437,523	78.3%
Working Capital (Deficit)	$ 490,390	$ (181,254)	370.6%

Cash Flows

	Year Ended June 30, 2011	Year Ended June 30, 2010
Cash Flows used in Operating Activities	$ (678,759)	$ (709,687)
Cash Flows used in Investing Activities	-	-
Cash Flows provided by Financing Activities	1,652,805	535,489
Net Increase (decrease) in Cash During the Year	$ 974,046	$ (174,198)

Our working capital increased from a deficit of $181,254, as at June 30, 2010, to a surplus of $490,390, as at June 30, 2011. The increase in working capital was primarily a result of the fact that we raised proceeds of $1,514,130 from the sale of our common stock. This amount was primarily offset by an increase in accounts payable and amounts due to related parties.

During the year ended June 30, 2011, we completed the following private placement financings:

(a) a non-brokered offering of 3,304,458 units for gross proceeds of CDN $1,146,560.70 (USD $1,206,419) pursuant to Regulation S of the Securities Act; and

(b) a non-brokered offering of 142,857 units for gross proceeds of CDN $50,000 (USD $52,187) pursuant to Section 4(2) of the Securities Act.

Subsequent to the year ended June 30, 2011, we completed the following private placement financings:

(a) a brokered offering of 2,164,071 units for gross proceeds of CDN $757,424.85 (USD $785,449.57) pursuant to Regulation S of the Securities Act; and

(b) a non-brokered offering of 857,142 units for gross proceeds of CDN $300,000 (USD $311,100) pursuant to Regulation S of the Securities Act.

Future Financings

Our plan of operation calls for significant expenses in connection with the exploration of the New York Canyon Project. For the next twelve months, management anticipates that the minimum cash requirements to fund our proposed exploration program and our continued operations will be $1,090,000. We have sufficient funds to meet our planned expenditures over the next twelve months. In the event that we wish to proceed with phase two of our exploration program on the New York Canyon Project, we will need to seek financing to meet our planned expenditures. There is no assurance that we will be able to obtain financing in the future.

Obtaining financing is subject to a number of factors, including the market prices for the mineral property and copper. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us. Since our inception, we have used our common stock to raise money for our operations and for our property acquisitions. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation. For these reasons, our independent auditors believe there exists a substantial doubt about our ability to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

None.

CRITICAL ACCOUNTING POLICIES

We have identified certain accounting policies, described below, that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in Note 2 to our audited financial statements included in this Annual Report for the year ended June 30, 2011.

Mineral Property Costs

We have been in the exploration stage since our inception on January 21, 2000 and have not yet realized any revenues from our planned operations. We are primarily engaged in the acquisition and exploration of mining properties. Mineral property exploration costs are expensed as incurred. Mineral property acquisition costs are initially capitalized. We assess the carrying costs for impairment under ASC 360, “Property, Plant, and Equipment” at each fiscal quarter end. When we have been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

Long-Lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", we test long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

Stock-Based Compensation

We record stock-based compensation in accordance with ASC 718, "Compensation – Stock Based Compensation" and ASC 505, "Equity Based Payments to Non-Employees", which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. We use the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by our stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to our expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Index to Financial Statements

CANYON COPPER CORP.
(An Exploration Stage Company)
June 30, 2011
(Expressed in U.S. dollars)

SATURNA GROUP
CHARTERED ACCOUNTANTS LLP
1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Canyon Copper Corp.
(An Exploration Stage Company)

We have audited the accompanying balance sheets of Canyon Copper Corp. (An Exploration Stage Company) as of June 30, 2011 and 2010, and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended and accumulated from July 1, 2009 to June 30, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2011 and 2010, and the results of its operations and its cash flows for the years then ended and accumulated from July 1, 2009 to June 30, 2011, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has not generated any revenues and has incurred operating losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ SATURNA GROUP CHARTERED ACCOUNTANTS LLP

Saturna Group Chartered Accountants LLP

Vancouver, Canada

September 23, 2011

CANYON COPPER CORP.
(An Exploration Stage Company)
Balance Sheets
(Expressed in U.S. dollars)

	June 30, 2011 $	June 30, 2010 $
ASSETS		
Current Assets		
Cash	1,226,964	252,918
Prepaid expenses and deposits	43,691	3,351
Total Current Assets	1,270,655	256,269
Deferred financing costs	60,965	–
Total Assets	1,331,620	256,269
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	188,837	142,655
Accrued liabilities	–	2,288
Due to related parties (Note 4)	591,428	292,580
Total Current Liabilities	780,265	437,523
Due to related parties (Note 4)	77,784	–
Derivative liabilities (Note 5)	389,826	–
Total Liabilities	1,247,875	437,523
Nature of Operations and Continuance of Business (Note 1)		
Contingent Liability (Note 9)		
Commitment (Note 10)		
Subsequent Event (Note 13)		
Stockholders' Equity (Deficit)		
Preferred stock		
Authorized: 100,000,000 shares, par value $0.00001		
Issued and outstanding: 500,000 shares	5	5
Common stock		
Authorized: 131,666,666 shares, par value $0.00001		
Issued and outstanding: 65,375,721 shares (2010 – 61,928,163 shares)	654	619
Additional paid-in capital	21,620,854	20,803,609
Common stock subscribed	300,000	–
Deficit accumulated during the exploration stage	(21,837,768)	(20,985,487)
Total Stockholders' Equity (Deficit)	83,745	(181,254)
Total Liabilities and Stockholders' Equity (Deficit)	1,331,620	256,269

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
(An Exploration Stage Company)
Statements of Operations
(Expressed in U.S. dollars)

	Year Ended June 30, 2011 $	Year Ended June 30, 2010 $	Accumulated From January 21, 2000 (date of inception) to June 30, 2011 $
Revenue	–	–	–
Operating Expenses			
Depreciation	–	–	5,540
Foreign exchange loss	41,050	29,448	16,569
General and administrative (Note 4)	395,371	716,684	9,864,765
Impairment of mineral property costs	–	–	2,759,130
Impairment of property and equipment	–	–	10,811
Mineral exploration costs	405,394	309,971	5,330,867
Total Operating Expenses	841,815	1,056,103	17,987,682
Operating Loss	(841,815)	(1,056,103)	(17,987,682)
Other Income (Expense)			
Accretion of discounts on convertible debt	–	–	(799,963)
Debt conversion expense	–	–	(2,010,076)
Gain on change in fair value of derivative liabilities	7,024	–	439,739
Gain on write-off of accounts payable	–	–	3,020
Loss on settlement of related party debt	–	–	(2,871)
Impairment of investment securities	–	–	(459,817)
Interest expense	(17,490)	(1,169)	(356,234)
Loss on extinguishment of debt	–	–	(252,454)
Loss on sale of investment securities	–	–	(411,430)
Total Other Income (Expense)	(10,466)	(1,169)	(3,850,086)
Net Loss	(852,281)	(1,057,272)	(21,837,768)
Net Loss Per Share, Basic and Diluted	(0.01)	(0.02)	
Weighted Average Shares Outstanding	62,393,000	60,606,000	

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
(An Exploration Stage Company)
Statement of Stockholders' Equity (Deficit)
From January 21, 2000 (Date of Inception) to June 30, 2011
(Expressed in U.S. dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Common Stock Subscribed	Deficit Accumulated During the Exploration Stage	Total
	Shares #	Amount $	Shares #	Amount $	$	$	$	$
Balance, January 21, 2000 (date of inception)	–	–	–	–	–	–	–	–
Issuance of stock for services and payment of advances for $0.0076 per share	–	–	36,340,000	364	274,636	–	–	275,000
Net loss for the period	–	–	–	–	–	–	(290,820)	(290,820)
Balance, June 30, 2000	–	–	36,340,000	364	274,636	–	(290,820)	(15,820)
Net loss for the year	–	–	–	–	–	–	(11,766)	(11,766)
Balance, June 30, 2001	–	–	36,340,000	364	274,636	–	(302,586)	(27,586)
Issuance of stock for cash at $0.0138 per share	–	–	5,407,501	54	74,347	–	–	74,401
Net loss for the year	–	–	–	–	–	–	(43,817)	(43,817)
Balance, June 30, 2002	–	–	41,747,501	418	348,983	–	(346,403)	2,998
Net loss for the year	–	–	–	–	–	–	(17,713)	(17,713)
Balance, June 30, 2003	–	–	41,747,501	418	348,983	–	(364,116)	(14,715)
Cancellation of stock owned by a director	–	–	(23,173,333)	(232)	232	–	–	–
Conversion of debentures	–	–	–	–	–	902,126	–	902,126
Issuance of stock for cash at $5.6962 per share	–	–	184,333	2	1,049,998	–	–	1,050,000
Stock issuance costs	–	–	–	–	(105,000)	–	–	(105,000)
Net loss for the year	–	–	–	–	–	–	(1,601,036)	(1,601,036)
Balance, June 30, 2004	–	–	18,758,501	188	1,294,213	902,126	(1,965,152)	231,375

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
(An Exploration Stage Company)
Statement of Stockholders' Equity (Deficit)
From January 21, 2000 (Date of Inception) to June 30, 2011
(Expressed in U.S. dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Common Stock Subscribed	Accumulated Other Comprehensive Loss	Deficit Accumulated During the Exploration Stage	Total
	Shares #	Amount $	Shares #	Amount $	$	$	$	$	$
Balance, June 30, 2004	–	–	18,758,501	188	1,294,213	902,126	–	(1,965,152)	231,375
Issuance of stock for consulting services	–	–	105,333	1	761,999	–	–	–	762,000
Cancellation of stock issued for consulting services	–	–	(52,667)	(1)	(727,999)	–	–	–	(728,000)
Issuance of stock pursuant to the exercise of options	–	–	105,333	1	199,999	–	–	–	200,000
Issuance of stock pursuant to conversion of debentures	–	–	144,677	1	902,125	(902,126)	–	–	–
Issuance of stock pursuant to mineral property option agreements	–	–	371,300	4	1,876,496	–	–	–	1,876,500
Issuance of stock to settle related party debt	–	–	52,044	1	73,123	–	–	–	73,124
Cancellation of stock owned by the President of the Company	–	–	(5,266,667)	(53)	53	–	–	–	–
Issuance of preferred stock for investment securities	500,000	5	–	–	1,382,013	–	–	–	1,382,018
Unrealized loss on investment securities	–	–	–	–	–	–	(437,712)	–	(437,712)
Fair value of stock options granted	–	–	–	–	384,144	–	–	–	384,144
Intrinsic value of beneficial conversion features	–	–	–	–	180,183	–	–	–	180,183
Net loss for the year	–	–	–	–	–	–	–	(4,025,401)	(4,025,401)
Balance, June 30, 2005	500,000	5	14,217,854	142	6,326,349	–	(437,712)	(5,990,553)	(101,769)

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
(An Exploration Stage Company)
Statement of Stockholders' Equity (Deficit)
From January 21, 2000 (Date of Inception) to June 30, 2011
(Expressed in U.S. dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Deficit Accumulated During the Exploration Stage	Total
	Shares #	Amount $	Shares #	Amount $	$	$	$	$
Balance, June 30, 2005	500,000	5	14,217,854	142	6,326,349	(437,712)	(5,990,553)	(101,769)
Issuance of stock for cash at $0.9494 per share	–	–	1,316,667	13	1,249,987	–	–	1,250,000
Issuance of stock for cash at $1.1392 per share	–	–	395,000	4	449,996	–	–	450,000
Issuance of stock for geological data at a fair value of $1.4811 per share	–	–	6,583	–	9,750	–	–	9,750
Issuance of stock to settle debt at a fair value of $1.405 per share	–	–	16,786	–	23,585	–	–	23,585
Issuance of stock for cash at $1.519 per share	–	–	1,178,417	12	1,789,988	–	–	1,790,000
Share issuance costs	–	–	–	–	(222,668)	–	–	(222,668)
Issuance of stock pursuant to a mineral property agreement	–	–	131,667	1	284,999	–	–	285,000
Fair value of stock options granted	–	–	–	–	3,229,195	–	–	3,229,195
Issuance of stock pursuant to the exercise of stock options	–	–	39,500	1	52,499	–	–	52,500
Unrealized loss on investment securities recognized as an impairment loss	–	–	–	–	–	437,712	–	437,712
Net loss for the year	–	–	–	–	–	–	(7,692,137)	(7,692,137)
Balance, June 30, 2006	500,000	5	17,302,474	173	13,193,680	–	(13,682,690)	(488,832)

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
(An Exploration Stage Company)
Statement of Stockholders' Equity (Deficit)
From January 21, 2000 (Date of Inception) to June 30, 2011
(Expressed in U.S. dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Deficit Accumulated During the Exploration Stage	Total
	Shares #	Amount $	Shares #	Amount $	$	$	$
Balance, June 30, 2006	500,000	5	17,302,474	173	13,193,680	(13,682,690)	(488,832)
Issuance of stock for cash at $0.9494 per share	–	–	683,613	7	648,993	–	649,000
Issuance of stock for cash at $1.1392 per share	–	–	43,889	1	49,999	–	50,000
Issuance of shares pursuant to mineral property agreement	–	–	135,617	1	172,949	–	172,950
Issuance of shares to settle debt	–	–	105,333	1	99,999	–	100,000
Issuance of shares to settle related party debt	–	–	5,583	–	5,300	–	5,300
Issuance of shares to settle convertible debentures	–	–	362,593	4	344,230	–	344,234
Intrinsic value of beneficial conversion features	–	–	–	–	254,749	–	254,749
Net loss for the year	–	–	–	–	–	(2,177,278)	(2,177,278)
Balance, June 30, 2007	500,000	5	18,639,102	187	14,769,899	(15,859,968)	(1,089,877)
Issuance of stock for cash at $0.9494 per share	–	–	316,000	3	299,997	–	300,000
Fair value of stock options granted	–	–	–	–	578,932	–	578,932
Net loss for the year	–	–	–	–	–	(1,216,504)	(1,216,504)
Balance, June 30, 2008	500,000	5	18,955,102	190	15,648,828	(17,076,472)	(1,427,449)

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
(An Exploration Stage Company)
Statement of Stockholders' Equity (Deficit)
From January 21, 2000 (Date of Inception) to June 30, 2011
(Expressed in U.S. dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Common Stock Subscribed	Stock Subscriptions Receivable	Deficit Accumulated During the Exploration Stage	Total
	Shares #	Amount $	Shares #	Amount $	$	$	$	$	$
Balance, June 30, 2008	500,000	5	18,955,102	190	15,648,828	–	–	(17,076,472)	(1,427,449)
Issuance of stock for cash at $0.38 per share	–	–	1,290,333	13	489,987	–	–	–	490,000
Issuance of stock for cash at $0.047 per share	–	–	14,931,000	149	755,851	–	(56,000)	–	700,000
Share issuance costs	–	–	–	–	(2,767)	–	–	–	(2,767)
Issuance of shares to settle convertible debentures	–	–	15,513,978	155	2,980,208	–	–	–	2,980,363
Net loss for the year	–	–	–	–	–	–	–	(2,851,743)	(2,851,743)
Balance, June 30, 2009	500,000	5	50,690,413	507	19,872,107	–	(56,000)	(19,928,215)	(111,596)
Issuance of stock for cash at $0.051 per share	–	–	11,237,750	112	568,888	–	–	–	569,000
Fair value of stock options granted	–	–	–	–	362,614	–	–	–	362,614
Share subscriptions received	–	–	–	–	–	–	56,000	–	56,000
Net loss for the year	–	–	–	–	–	–	–	(1,057,272)	(1,057,272)
Balance, June 30, 2010	500,000	5	61,928,163	619	20,803,609	–	–	(20,985,487)	(181,254)
Rounding due to stock split	–	–	243	–	–	–	–	–	–
Issuance of stock for cash at Cdn$0.35 per unit	–	–	3,447,315	35	1,258,572	–	–	–	1,258,607
Fair value of share purchase warrants recorded as derivative liabilities	–	–	–	–	(396,850)	–	–	–	(396,850)
Share issuance costs	–	–	–	–	(44,477)	–	–	–	(44,477)
Share subscriptions received	–	–	–	–	–	300,000	–	–	300,000
Net loss for the year	–	–	–	–	–	–	–	(852,281)	(852,281)
Balance, June 30, 2011	500,000	5	65,375,721	654	21,620,854	300,000	–	(21,837,768)	83,745

(The accompanying notes are an integral part of these financial statements)

CANYON COPPER CORP.
An Exploration Stage Company)
Statements of Cash Flows
(Expressed in U.S. dollars)

	Year Ended June 30, 2011 $	Year Ended June 30, 2010 $	Accumulated from January 21, 2000 (date of inception) to June 30, 2011 $
Operating Activities			
Net loss	(852,281)	(1,057,272)	(21,837,768)
Adjustments to reconcile net loss to net cash used in operating activities:			
Accretion of discounts on convertible debt	–	–	799,963
Amortization of deferred financing costs	–	–	27,475
Bad debts	–	–	3,000
Depreciation	–	–	5,540
Foreign exchange translation loss on debt	5,929	–	(26,266)
Gain on change in fair value of derivative liabilities	(7,024)	–	(439,739)
Gain on recovery of accounts payable	–	–	(3,020)
Impairment of investment securities	–	–	564,223
Impairment of mineral property costs	–	–	2,747,630
Impairment of property and equipment	–	–	10,811
Loss on conversion of debt	–	–	2,010,076
Loss on extinguishment of debt	–	–	252,454
Loss on sale of investment securities	–	–	411,430
Loss on settlement of related party debt	–	–	2,871
Stock-based compensation	–	362,614	4,872,104
Changes in operating assets and liabilities:			
Amount receivable	–	–	(3,000)
Prepaid expenses and deposits	(40,340)	(2,571)	(43,691)
Accounts payable and accrued liabilities	43,894	(137,216)	433,910
Due to related parties	171,063	124,758	649,439
Net Cash Used in Operating Activities	(678,759)	(709,687)	(9,562,558)
Investing Activities			
Proceeds received on sale of investment securities	–	–	432,060
Acquisition of mineral properties	–	–	(413,138)
Purchase of property and equipment	–	–	(16,351)
Net Cash Provided by Investing Activities	–	–	2,571
Financing Activities			
Advances from related parties	199,640	–	346,659
Proceeds from issuance of notes and loans payable	–	–	448,363
Proceeds from issuance of convertible debentures	–	–	1,684,655
Repayment of notes payable	–	(89,511)	(319,792)
Repayment of convertible debentures	–	–	(149,092)
Debt financing costs	–	–	(250,143)
Deferred financing costs	(60,965)	–	(60,965)
Proceeds from share subscriptions and issuance of common stock	1,558,607	625,000	9,131,743
Stock issuance costs	(44,477)	–	(44,477)
Net Cash Provided by Financing Activities	1,652,805	535,489	10,786,951
Increase (Decrease) in Cash	974,046	(174,198)	1,226,964
Cash, Beginning of Period	252,918	427,116	–
Cash, End of Period	1,226,964	252,918	1,226,964

Supplementary Cash Flow Information (Note 12)

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Business

Canyon Copper Corp., (the "Company"), was incorporated in the State of Nevada, U.S.A. on January 21, 2000 under the name Aberdene Mines Limited. On August 7, 2006, the Company changed its name to Canyon Copper Corp. The Company is an exploration stage company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, "Development Stage Entities". The Company's principal business plan is to acquire, explore and develop mineral properties and ultimately seek earnings by exploiting mineral claims.

The Company has been in the exploration stage since its formation in January 2000 and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition, exploration and development of mineral properties. Upon location of a commercial mineable reserve, the Company will actively prepare the site for extraction and enter a development stage. At present, management devotes most of its activities to raising sufficient funds to further explore and develop its mineral properties. Planned principal activities have not yet begun. The ability of the Company to emerge from the exploration stage with respect to any planned principal business activity is dependent upon its successful efforts to raise additional debt or equity financing and/or attain profitable mining operations. As at June 30, 2011, the Company has not generated any revenue and has accumulated losses of $21,837,768 since inception. The Company also has significant mineral property acquisition and exploration commitments. There is no guarantee that the Company will be able to complete any of the above objectives. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

Management's plan for the next twelve months is to continue initial exploration activities on the New York Canyon Project in Nevada. The agreements pursuant to which the Company acquired its interests in the New York Canyon Project provide for a series of cash payments and annual filing maintenance costs. If the Company fails to make such payments or expenditures in a timely fashion, it may lose its interest in those properties. As at June 30, 2011, the Company had cash of $1,226,964 on hand, and for the next twelve months, management anticipates that the minimum cash requirements to fund its proposed exploration program and continued operations will be $1,090,000. Accordingly, the Company currently has sufficient funds to meet planned expenditures over the next twelve months. However, there is no assurance that the Company will be able to raise sufficient cash to fund its future exploration programs and operational expenditures.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

These financial statements and related notes are prepared in conformity with accounting principles generally accepted in the United States and are expressed in U.S. dollars. The Company's fiscal year-end is June 30.

(b) Use of Estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to long-lived assets, mineral property costs, asset retirement obligations, stock-based compensation, and deferred income tax asset valuations. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

(c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

2. Summary of Significant Accounting Policies (continued)

(d) Investment Securities

The Company reports investments in debt and marketable equity securities at fair value based on quoted market prices or, if quoted prices are not available, discounted expected cash flows using market rates commensurate with credit quality and maturity of the investment. All investment securities are designated as available for sale with unrealized gains and losses included in stockholders' equity. Unrealized losses that are other than temporary are recognized in earnings. Realized gains and losses are accounted for on the specific identification method.

The Company periodically reviews these investments for other-than-temporary declines in fair value based on the specific identification method and writes down investments to their fair value when an other-than- temporary decline has occurred. When determining whether a decline is other-than-temporary, the Company examines (i) the length of time and the extent to which the fair value of an investment has been lower than its carrying value: (ii) the financial condition and near-term prospects of the investee, including any specific events that may influence the operations of the investee such as changes in technology that may impair the earnings potential of the investee: and (iii) the Company's intent and ability to retain its investment in the investee for a sufficient period of time to allow for any anticipated recovery in market value. The Company generally believes that an other-than-temporary decline has occurred when the fair value of the investment is below the carrying value for one year, absent of evidence to the contrary.

(e) Mineral Property Costs

The Company has been in the exploration stage since its inception and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mining properties. Mineral property exploration costs are expensed as incurred. Mineral property acquisition costs are initially capitalized. The Company assesses the carrying costs for impairment under ASC 360, "Property, Plant, and Equipment" at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

(f) Long-Lived Assets

In accordance with ASC 360, "Property Plant and Equipment", the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

(g) Asset Retirement Obligations

The Company accounts for asset retirement obligations in accordance with the provisions of ASC 440, "Asset Retirement and Environmental Obligations" which requires the Company to record the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal use of the assets.

(h) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, "Income Taxes". The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

2. Summary of Significant Accounting Policies (continued)

(h) Income Taxes (continued)

As of June 30, 2011 and 2010, the Company did not have any amounts recorded pertaining to uncertain tax positions.

The Company files federal and provincial income tax returns in Canada and federal, state and local income tax returns in the U.S., as applicable. The Company may be subject to a reassessment of federal and provincial income taxes by Canadian tax authorities for a period of three years from the date of the original notice of assessment in respect of any particular taxation year. For Canadian and U.S. income tax returns, the open taxation years range from 2007 to 2010. In certain circumstances, the U.S. federal statute of limitations can reach beyond the standard three year period. U.S. state statutes of limitations for income tax assessment vary from state to state. Tax authorities of Canada and U.S. have not audited any of the Company's income tax returns for the open taxation years noted above.

The Company recognizes interest and penalties related to uncertain tax positions in tax expense. During the years ended June 30, 2011 and 2010, there were no charges for interest or penalties.

(i) Foreign Currency Translation

The functional and reporting currency of the Company is the United States dollar. Occasional transactions may occur in a foreign currency and the Company has adopted ASC 740, "Foreign Currency Translation Matters". Monetary assets and liabilities denominated in foreign currencies are translated to United States dollars using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Average monthly rates are used to translate revenues and expenses. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

(j) Financial Instruments and Fair Value Measures

ASC 820, "Fair Value Measurements and Disclosures" requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable, accrued liabilities, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

2. Summary of Significant Accounting Policies (continued)

(k) Comprehensive Loss

ASC 220, "Comprehensive Income" establishes standards for the reporting and display of comprehensive income and its components in the financial statements. As at June 30, 2011 and 2010, the Company had no items that represent comprehensive income or loss.

(l) Loss Per Share

The Company computes loss per share in accordance with ASC 260, "Earnings per Share" which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. As a June 30, 2011, the Company had 5,272,075 (2010 – 15,943,973) dilutive potential shares outstanding.

(m) Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, "Compensation – Stock Based Compensation" and ASC 505, "Equity Based Payments to Non-Employees", which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviours. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

(n) Recent Accounting Pronouncements

In January 2010, the FASB issued an amendment to ASC 820, "Fair Value Measurements and Disclosures", to require reporting entities to separately disclose the amounts and business rationale for significant transfers in and out of Level 1 and Level 2 fair value measurements and separately present information regarding purchase, sale, issuance, and settlement of Level 3 fair value measures on a gross basis. This standard, for which the Company is currently assessing the impact, is effective for interim and annual reporting periods beginning after December 15, 2009 with the exception of disclosures regarding the purchase, sale, issuance, and settlement of Level 3 fair value measures which are effective for fiscal years beginning after December 15, 2010. The adoption of the applicable standard on July 1, 2010 did not have a material effect on the Company's financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Mineral Properties

(a) The Company owns a 100% interest, subject to a 2% net smelter royalty, in the New York Canyon Copper Project located in Mineral County, Nevada. The Company acquired its interest by making cash payments of $460,000, issuing 2,000,000 shares at a fair value of $1,495,000, and incurring $2,000,000 in exploration expenditures.

In addition, the Company was assigned two lease agreements in which the Company must make quarterly lease payments. On October 9, 2004, a lease agreement was entered into with Tammy Gentry and Pat Hannigan on the Copper Queen #2 patented claim located within the overall New York Canyon property. The term of the lease is nine years. As required by the lease agreement, there was an initial payment of $1,000, with quarterly payments of $1,500 commencing October 1, 2004. The Company also has the right to purchase the claim for $50,000 at any time during the term of the lease agreement and that all quarterly payments made shall be applied to the purchase price.

On January 1, 2005, a lease agreement was entered into with Clifford DeGraw and Richard Markiewicz on the Mildred and Copper Queen #1 patented claims located within the overall New York Canyon property. The term of the lease is seven years. As required by the lease agreement, there was an initial payment of $2,500, with quarterly payments commencing April 1, 2005 and required so long as the lease agreement remains in effect as follows: $2,500 per quarter during the first year; $3,500 per quarter during the second year; $4,000 per quarter during the third year; $5,000 per quarter during the fourth year; and $7,500 per quarter thereafter. The Company also has the right to purchase the claims for $130,000 at any time during the term of the lease agreement and that all quarterly payments made shall be applied to the purchase price.

(b) On July 21, 2004, the Company entered into a fifteen-year renewable lease agreement, which gives the Company the right of exploration for and production of minerals in eighteen mineral claims owned by the lessor. The mineral claims are located within the area of the Company's New York Canyon Copper Project. Under the terms of the agreement, the Company must make cash payments of $25,000 on execution of the agreement (paid). On the first anniversary of the execution of the agreement, the Company must make payments to the lessor of $1,000 per month, $2,000 per month after the second anniversary and $3,000 per month after the third anniversary for as long as the lease is in effect. In addition, at six and twenty-four months after the execution of the agreement, the Company will give the lessor, respectively, 10,000 shares (issued at a fair value of $3,500 in fiscal 2005) and 15,000 shares (issued at a fair value of $7,950 in fiscal 2007) of the Company's common stock. This agreement is subject to a Net Smelter Interest payable to two parties (1.75% Net Smelter Royalty ("NSR") + 0.5% NSR). The 1.75% is terminated upon payments of $2,000,000; then the second party will retain 1.5% NSR which will revert to 0.5% after an additional $2,000,000 is paid.

(c) On August 5, 2010, the Company entered into a Purchase and Sale Agreement with a company with common directors and officers, whereby the Company sold 39 mineral claims located in the Mineral County, Nevada, for consideration of $10 and the retention of a 2% net smelter return royalty.

4. Related Party Transactions

(a) As at June 30, 2011, the Company was indebted to the President of the Company for $222,983 (Cdn$215,000) (2010 - $146,144 (Cdn$155,000)). The amount due is non-interest bearing, unsecured and due on demand.

(b) As at June 30, 2011, the Company was indebted to the Chief Executive Officer of the Company for $446,229 (Cdn$413,209) (2010 - $146,144 (Cdn$155,000)), which consists of the following amounts:

(i) $222,983 (Cdn$215,000) (2010 - $146,144 (Cdn$155,000)) for management fees, which is non- interest bearing, unsecured and due on demand;

(ii) $77,784 (Cdn$75,000) (2010 - $nil) in advances for working capital purposes which bears interest at 15% per annum, is secured by a promissory note, and is due on May 22, 2012. As at June 30, 2011, accrued interest of $7,033 (Cdn$6,780) is owing on this loan.

(iii) $50,000 (2010 - $nil) in advances for working capital purposes which bears interest at 15% per annum, is secured by a promissory note, and is due on April 1, 2012. As at June 30, 2011, accrued interest of $5,466 is owing on this loan.

(iv) $77,784 (Cdn$75,000) (2010 - $nil) in advances for working capital purposes which bears interest at 15% per annum, is secured by a promissory note, and is due on July 1, 2012. As at June 30, 2011, accrued interest of $5,179 (Cdn$4,993) is owing on this loan.

4. Related Party Transactions (continued)

(c) As at June 30, 2011, the Company was indebted to the Chief Financial Officer of the Company for $nil (2010 - $292 (Cdn$310)), which is non-interest bearing, unsecured and due on demand;

(d) During the year ended June 30, 2011, the Company incurred management fees of $60,497 (2010 - $60,505), $60,497 (2010 - $56,898), and $74,173 (2010 - $69,300) to the Chief Executive Officer of the Company, President of the Company, and Chief Financial Officer, respectively.

(e) During the year ended June 30, 2011, the Company incurred geological support fees of $nil (2010 - $20,000), office and general expenses of $nil (2010 - $20,000), and rent of $17,957 (2010 - $16,956) to a company with common directors and officers.

(f) As at June 30, 2011, $nil (2010 - $7,071 (Cdn$7,500)) is owed to a company with common directors and officers and is included in accounts payable. The amount due is non-interest bearing, unsecured and due on demand.

5. Derivative Liabilities

The Company has share purchase warrants that were issued in private placements which have exercise prices denominated in Canadian dollars which differs from the Company's functional currency (U.S. dollars). As a result, these share purchase warrants cannot be considered to be indexed to the Company's own stock and accordingly must be accounted for as derivative liabilities with changes in fair value recorded in the statement of operations.

The fair value of the derivative liability for the 1,674,730 share purchase warrants exercisable at Cdn$0.50 per share issued on May 11, 2011 was $385,694. The fair value of the derivative liability for the 48,928 share purchase warrants exercisable at Cdn$0.50 per share issued on June 8, 2011 was $11,156.

The fair values of these share purchase warrants as at June 30, 2011 and 2010 are as follows:

	2011 $	2010 $
1,674,730 warrants expiring on November 10, 2012	378,707	–
48,928 warrants expiring on December 7, 2012	11,119	–
	389,826	–

During the year ended June 30, 2011, the Company recorded a gain on the change in fair value of the derivative liabilities of $7,024 equal to the difference in the fair value of the derivative liabilities at the issuance dates and June 30, 2011.

The Company uses the Black-Scholes option pricing model to calculate the fair values of the derivative liabilities. The following table shows the weighted average assumptions used in the calculations:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend Yield	Expected Life (in years)
As at issuance date:				
1,674,730 warrants expiring on November 10, 2012	175%	0.37%	0%	1.5
48,930 warrants expiring on December 7, 2012	172%	0.29%	0%	1.5
As at June 30, 2011	180%	0.32%	0%	1.4

6. Common Stock

Stock transactions for the year ended June 30, 2011:

(a) On November 24, 2010, the Company effected a 79-for-100 reverse stock split of the authorized, issued and outstanding common stock. As a result, the authorized share capital decreased from 166,666,666 shares of common stock to 131,666,666 shares of common stock with no change in par value. All share amounts have been retroactively adjusted for all periods presented.

(Expressed in U.S. dollars)

6. Common Stock

Stock transactions for the year ended June 30, 2011 (continued):

(b) On May 11, 2011, the Company issued 3,349,459 units at a price of Cdn$0.35 per unit for proceeds of $1,223,579 (Cdn$1,172,311). Each unit consisted of one share of common stock and one-half of one share purchase warrant, with each whole share purchase warrant entitling the holder to purchase an additional share of common stock at Cdn$0.50 per share until November 10, 2012.

(c) On June 8, 2011, the Company issued 97,856 units at a price of Cdn$0.35 per unit for proceeds of $35,027 (Cdn$34,250). Each unit consisted of one share of common stock and one-half of one share purchase warrant, with each whole share purchase warrant entitling the holder to purchase an additional share of common stock at Cdn$0.50 per share until December 7, 2012.

(d) During the year ended June 30, 2011, the Company received $300,000 which is included in common stock subscribed as at June 30, 2011. Refer to Note 13.

Stock transactions for the year ended June 30, 2010:

(a) On August 10, 2009, the Company issued 10,151,500 shares of common stock at a price of $0.0506 per share for proceeds of $514,000.

(b) On August 31, 2009, the Company issued 1,086,250 shares of common stock at a price of $0.0506 per share for proceeds of $55,000.

(c) During the year ended June 30, 2010, the Company received $56,000 which was included in stock subscriptions receivable as at June 30, 2009.

7. Stock Options

On August 21, 2009 (as amended), the Board of Directors of the Company adopted the Company's 2009 Stock Option Plan (the "2009 Plan"). The aggregate number of shares of the Company's common stock available for issuance under the 2009 Plan is 10% of the Company's issued and outstanding shares. As at June 30, 2011, the Company had 2,989,150 stock options available for granting pursuant to the 2009 Plan.

On August 21, 2009, the Company issued non-qualified stock options to purchase a total of 3,239,000 shares of common stock to various employees, officers, directors and consultants of the Company, of which 3,120,500 stock options were issued pursuant to the 2009 Plan. The options were granted with an exercise price of $0.13 per share and expire on August 20, 2014. The fair value of these stock options was estimated at the date of grant using the Black-Scholes option-pricing model assuming an expected life of 5 years, a risk-free rate of 2.58%, an expected volatility of 213%, and a 0% dividend yield. The weighted average fair value of stock options granted was $0.09 per option.

During the year ended June 30, 2011, the Company recorded stock-based compensation of $nil (2010 - $362,614) as general and administrative expense.

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price $	Aggregate Intrinsic Value $
Outstanding, June 30, 2009	941,416	0.97	
Granted	3,239,000	0.13	
Expired	(631,999)	0.58	
Outstanding, June 30, 2010 and 2011	3,548,417	0.27	712,580

As at June 30, 2011, the weighted average remaining contractual life of the outstanding stock options is 2.84 years.

(Expressed in U.S. dollars)

8. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price $
Balance, June 30, 2009	9,363,321	0.16
Expired	(316,000)	1.14
Balance, June 30, 2010	9,047,321	0.13
Issued	1,723,658	0.52
Expired	(9,047,321)	0.13
Balance, June 30, 2011	1,723,658	0.52

As at June 30, 2011, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
1,674,730	Cdn$0.50	November 10, 2012
48,928	Cdn$0.50	December 7, 2012
1,723,658		

9. Contingent Liability

On January 23, 2007, Focused Investor Relations Marketing Inc. commenced an action in Ontario, Canada against the Company seeking payment in the amount of $84,000 pursuant to an oral agreement. The Company believes that this action is without merit and will defend its position vigorously.

10. Commitment

On January 26, 2011, the Company entered into an agreement whereby an agent will try and secure a private placement offering of 4,285,714 units at a price of Cdn$0.35 ("offering price") per unit for gross proceeds of up to Cdn$1,500,000 ("brokered offering"). Each unit will consist of one share of common stock and one-half share purchase warrant with each whole share purchase warrant exercisable at Cdn$0.50 per share for a period of eighteen months. The Company has agreed to grant the agent an over-allotment option to purchase up to 2,857,142 units at the offering price for gross proceeds of Cdn$1,000,000 within ten business days of the closing of the brokered offering. The agent will receive a cash commission equal to 6% of the gross proceeds of the brokered offering and a non-transferable option entitling the agent to purchase up to 6% of the units sold under the brokered offering and the over-allotment option at the offering price for a period of eighteen months from the date the Company gets listed on the TSX Venture Exchange. Upon execution of the agreement, the Company is to pay the agent a non-refundable fee of Cdn$11,200 which will be credited against the agent's legal costs on closing. The agent has also agreed to act as the sponsor in support of the Company's listing on the TSX Venture Exchange. The Company will pay the agent a sponsorship fee of Cdn$20,000 and reimburse the agent for legal (capped at Cdn$25,000), due diligence (Cdn$5,000) and out-of-pocket expenses. The Company has paid a non- refundable payment of $36,300 (Cdn$35,000) which has been recorded as deferred financing costs as at June 30, 2011. Refer to Note 13.

(Expressed in U.S. dollars)

11. Income Taxes

The Company has net operating losses carried forward of $6,938,388 available to offset taxable income in future years which expire beginning in fiscal 2020.

The Company is subject to United States federal and state income taxes at an approximate rate of 35%. The reconciliation of the provision for income taxes at the United States federal statutory rate compared to the Company's income tax expense as reported is as follows:

	2011 $	2010 $
Net loss before income taxes per financial statements	(852,281)	(1,057,272)
Income tax rate	35%	35%
Income tax recovery	298,298	370,045
Permanent differences and other	2,459	(126,914)
Change in valuation allowance	(300,757)	(243,131)
Provision for income taxes	–	–

The significant components of deferred income tax assets and liabilities at June 30, 2011 and 2010 are as follows:

	2011 $	2010 $
Mineral property costs	2,831,499	2,689,611
Net operating losses carried forward	2,429,068	2,270,199
Valuation allowance	(5,260,567)	(4,959,810)
Net deferred income tax asset	–	–

As at June 30, 2011, the Company is in arrears on filing its statutory corporate income tax returns and the amounts presented above are based on estimates. The actual losses available could differ from these estimates.

12. Supplemental Cash Flow Information

	Year Ended June 30, 2011 $	2010 $	Accumulated from January 21, 2000 (date of inception) to June 30, 2011 $
Non-cash Investing and Financing Activities:			
Preferred stock issued for investment securities	–	–	1,535,575
Investment securities used to pay the finder's fee for the preferred stock issuance	–	–	153,557
Common stock issued to settle debt	–	–	3,528,100
Common stock issued for mineral property lease	–	–	2,334,492
Supplemental Disclosures:			
Interest paid	–	26,729	98,850
Income taxes paid	–	–	–

13. Subsequent Event

On July 12, 2011, the Company issued 2,164,071 units at Cdn$0.35 per unit for proceeds of Cdn$757,425 pursuant to a brokered private placement and issued 857,142 units at Cdn$0.35 per unit for proceeds of Cdn$300,000 pursuant to a non-brokered private placement. Each unit consists of one share of common stock and one-half of one share purchase warrant, with each whole share purchase warrant entitling the holder to purchase an additional share of the common stock at a price of Cdn$0.50 per share until January 13, 2013. Subject to the terms and conditions of the warrants, the Company may accelerate the expiry date of the warrants if the Company's shares close at a price equal to or greater than Cdn$0.60 for ten consecutive trading days. If the Company elects to exercise its accelerated expiry date, the accelerated expiry date will be thirty days after the Company sends out the notice of acceleration. In connection with this private placement, the Agent was paid Cdn$45,445 and issued 129,844 units at Cdn$0.35 per unit on the same terms of the private placement.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Dismissal of Independent Registered Public Accounting Firm

On August 24, 2010, we dismissed Manning Elliott LLP (the "Former Auditor"), as our independent public accountants. Our Board of Directors and Audit Committee approved the dismissal of the Former Auditor.

The Former Auditor's reports on our financial statements for the years ended June 30, 2009 and 2008 did not contain an adverse opinion or disclaimer of opinion, nor were they modified or qualified as to uncertainty, audit scope or accounting principles with the exception of a statement regarding the uncertainty of our ability to continue as a going concern.

There have been no disagreements during the fiscal years ended June 30, 2009 and 2008 and the subsequent interim period up to and including the date of dismissal between us and the Former Auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which, if not resolved to the satisfaction of the Former Auditor, would have caused them to make reference to the subject matter of the disagreement in connection with the Former Auditor's report for the financial statements for the past year and any subsequent interim period up to and including to the date of the Former Auditor's dismissal.

Appointment of Independent Registered Public Accounting Firm

On August 24, 2010, we appointed Saturna Group Chartered Accountants LLP ("Saturna") as our new independent registered public accounting firm. Our Board of Directors and Audit Committee approved the engagement of Saturna.

We did not consult with Saturna during the fiscal years ended June 30, 2009 and 2008 and any subsequent interim period prior to their engagement regarding: (i) the application of accounting principles to a specific completed or proposed transaction or the type of audit opinion that might be rendered on our financial statements, and either a written report was provided to us or advice was provided that the newly appointed accountant concluded was an important factor in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement or a reportable event in response to paragraph (a)(1)(iv) of Item 304 of Regulation S-K, promulgated under the Exchange Act.

ITEM 9AT. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of June 30, 2011 (the "Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of the Evaluation Date as a result of the material weaknesses in internal control over financial reporting discussed below.

Disclosure controls and procedures are those controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Notwithstanding the assessment that our internal control over financial reporting was not effective and that there were material weaknesses as identified in this report, we believe that our financial statements contained in our Annual Report on Form 10-K for the year ended June 30, 2011 fairly present our financial condition, results of operations and cash flows in all material respects.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for the Company.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of the Evaluation Date, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its evaluation under this framework, management concluded that our internal control over financial reporting was not effective as of the Evaluation Date.

Management assessed the effectiveness of the Company's internal control over financial reporting as of Evaluation Date and identified the following material weaknesses:

Inadequate Segregation of Duties: We have an inadequate number of personnel to properly implement control procedures.

Insufficient Written Policies & Procedures: We have insufficient written policies and procedures for accounting and financial reporting.

Inadequate Financial Statement Closing Process: We have an inadequate financial statement closing process.

Lack of Audit Committee Financial Expert: Our audit committee has deficiencies due to the fact that it does not have an audit committee financial expert.

Management is committed to improving its internal controls and will (1) continue to use third party specialists to address shortfalls in staffing and to assist the Company with accounting and finance responsibilities, (2) increase the frequency of independent reconciliations of significant accounts which will mitigate the lack of segregation of duties until there are sufficient personnel and (3) prepare and implement sufficient written policies and checklists for financial reporting and closing processes and (4) may consider appointing outside directors and audit committee members in the future.

Management, including our Chief Executive Officer and the Chief Financial Officer, has discussed the material weakness noted above with our independent registered public accounting firm. Due to the nature of this material weakness, there is a more than remote likelihood that misstatements which could be material to the annual or interim financial statements could occur that would not be prevented or detected.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during the fiscal year ended June 30, 2011 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the effectiveness of controls and procedures

Our management, including our Chief Executive Officer and the Chief Financial Officer, do not expect that the our controls and procedures will prevent all potential errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Our executive officers and directors and their respective ages and titles are as follows:

NAME OF DIRECTOR / OFFICER	AGE	POSITION
Anthony Harvey	77	Director, Chairman and Chief Executive Officer
Benjamin Ainsworth	70	Director, President And Secretary
Kurt Bordian	43	Chief Financial Officer and Treasurer
Bryan Wilson	61	Director
James E. Yates	69	Director

Set forth below is a brief description of the background and business experience of our executive officers and directors for the past five years:

Anthony Harvey (Director, Chairman, and Chief Executive Officer): On May 30, 2006, Mr. Anthony Harvey was appointed as our Chairman, Chief Executive Officer and as a member of our Board of Directors. Mr. Anthony Harvey has over 40 years of consulting experience on numerous mining projects internationally with capital costs ranging up to and exceeding $400 million. Mr. Harvey has spent 30 years working with Wright Engineers Ltd. –Fluor Daniels in various management positions, including Senior Project Manager, involved in the design and construction of 14 mines world wide on behalf of major mining corporations.

Mr. Harvey is presently the founder and board member of ARH Management Limited, which has provided management and consulting services to the resource industry. Mr. Harvey is also currently chairman and a director of ESO Uranium Corp. (ESO-TSX.V), a uranium exploration company with properties located in Saskatchewan and Northeastern Ontario.

Also, Mr. Harvey was a director of Terra Energy Inc. (TTR-TSX.V) from August 2002 to May 2007, a petroleum and natural gas company based in Calgary, Alberta. Mr. Harvey was a former founder, president and chairman of Azco Mining Inc. (AZCO-TSX/AMEX) from 1988 to 2000, former founder, chairman and director of Oremex Resources Inc. (ORM-TSX.V), and former chairman and director of Lakeshore Gold Corp. (LSG-TSX).

Benjamin Ainsworth (Director, President and Secretary): On May 30, 2006, Mr. Benjamin Ainsworth was appointed as our Secretary and a member of our Board of Directors. Since November 7, 2007, Mr. Ainsworth has served as our President.

Mr. Ainsworth is a senior geologist and mining consultant who has been involved in the mining industry for over thirty-five years. Mr. Ainsworth joined Placer Development in 1965 and held positions of Senior Geologist, Chief Geochemist, Exploration Manager – Eastern Canada, Exploration Manager – Chile, and President – Placer Chile, South America. Throughout the 1970’s, Mr. Ainsworth was involved in the design, budgeting and implementation of exploration programs that included large and small drill programs, geophysical surveys, geological mapping, geochemical surveys, and a full range of project evaluation studies.

Mr. Ainsworth is the principal, senior geologist and mining consultant of Ainsworth Jenkins Holdings Inc. The consulting firm has been responsible for concept, design and implementation of a number of exploration projects. Mr. Ainsworth is a director of several public companies including Black Panther Mining Corp. (BPC.TSX.V), ESO Uranium Corp. (ESO-TSX.V), Columbia Yukon Explorations Inc. (CYU-TSX.V), Consolidated Venturex Holdings Ltd. (CVA-TSX.V), Sultan Minerals Inc. (SUL-TSX.V), Hathor Exploration Ltd. (HAT-TSX.V) and Dajin Resources Ltd. (DJI-TSX.V).

Kurt Bordian (Chief Financial Officer and Treasurer): Mr. Kurt Bordian was appointed as our Chief Financial Officer on January 6, 2006 and as our Treasurer on November 7, 2007. Mr. Bordian is responsible for our financial management functions. He has worked primarily in the mineral exploration and oil and gas industries over the past 12 years.

Mr. Bordian currently serves as a director or officer on a number mineral exploration and development companies, including: Chief Financial Officer of ESO Uranium Corp. (ESO-TSX.V) since November 2006; director of Thor Explorations Ltd. (THX-TSX.V); director of Calypso Uranium Corp. (CLP-TSX.V) since April 2006 and former Chief Financial Officer from February 2006 to March 2007; and director of Palo Duro Energy Inc. (PDE-TSX.V) since August, 2006 and former Chief Financial Officer from August, 2006 to September, 2006.

Previously, Mr. Bordian has served as a director or officer on the following public companies: director of Legal Access Technologies Inc. from November 2004 to January 2006 and Chief Financial Officer from November 2004 to April 2005; Chief Financial Officer of Mexoro Minerals Ltd. from February 2007 to June 2007; director of Bordeaux Energy Inc. (BDO-TSX.V) from July 2006 to June 2007 and Chief Financial Officer from July 2006 to September 2006; Chief Financial Officer, Secretary and director of Black Tusk Minerals Inc. (BKTK-OTCBB) from August 2005 to September 2008; Chief Financial Officer of Gold Point Energy Corp. (GPE-TSX.V); and President, CEO and director of Magnate Ventures Inc. (MGV.H-NEX) from May, 2007 to August 2009.

Mr. Bordian is a Certified General Accountant in Canada, and holds a Bachelor of Commerce (Honors) Degree from the University of Manitoba.

Bryan Wilson (Director): Bryan Wilson has served as a member of our Board of Directors since March 6, 2006. Mr. Wilson also served as our President and Treasurer from May 30, 2006 to November 7, 2007.

Mr. Wilson obtained a Bachelor of Science from the University of Waterloo in 1975. He has worked in the fields of mining exploration and development for 18 years and financial services for 12 years. He has filled various roles such as a Mining Analyst for C.M. Oliver and Dominick & Dominick Securities Inc. and as a Corporate Finance Specialist for Thames Capital. Since September 2008, Mr. Wilson has served as Director, Exploration Business Development of Centerra Gold (CG – TSX), a company engaged in the acquisition, development and production of gold properties in Central Asia, the former Soviet Union and emerging markets. Mr. Wilson is currently a director of Doubleview Capital Corp. (DBV – TSXV), a company engaged in the exploration of mineral properties in British Columbia. Mr. Wilson previously served as President and CEO of Gee-Ten Ventures Inc. (GTV – TSX.V), a company engaged in the exploration and development of mineral projects, from February 2008 to September 2008 and as a director of Gee-Ten Ventures Inc. from February 2008 to February 2010. Since September 1999, Mr. Wilson has acted as a director of Spider Resources Inc. (SPQ-TSX.V), a junior exploration company, and was the CEO and President of Spider Resources Inc. from June 2003 to June 2005.

In addition to the companies above, Mr. Wilson also acted as CEO, President and Director of Vencan Gold Corp. (now known as Red Pine Exploration Inc. (RPX – TSX.V)), an company engaged on the exploration of various gold projects, from April 2003 to September 2005. Mr. Wilson also served as President, CEO and director of St. Genevieve Resources Ltd. (SGVL-CNSX, STGIF-OTCBB), a mining exploration and development company, from January 2003 to March 2008.

James E. Yates (Director): Mr. Yates joined our Board of Directors on April 15, 2009. Mr. Yates has over twenty years experience in the mineral exploration industry and has served as a director and officer of several public mining companies. From 1982 to 1988 he was the Founder, President and Director of Hycroft Resources, which successfully brought the Crofoot Mine into production. Mr. Yates has overseen the corporate management and financing of a number of projects in North America including American Bullion Minerals, Zappa Resources, and Jersey Goldfields, having raised in excess of $20 million for mineral exploration development. Mr. Yates is currently a director of ESO Uranium Corp. (ESO – TSX.V), a mineral exploration company focused on uranium exploration, and Nevada Geothermal Power Inc. (NGP – TSX.V), a company engaged in producing geothermal electrical power from geothermal resources in the United States.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

COMMITTEES OF THE BOARD OF DIRECTORS

Audit Committee

Our audit committee currently consists of Anthony Harvey, James E. Yates and Bryan Wilson. Mr. Harvey is not an independent director as he currently acts as our Chairman and Chief Executive Officer. Mr. Yates and Mr. Wilson are independent members of our Board of Directors. See “Item 13 – Certain Relationships and Related Transactions, and Director Independence”.

Audit Committee Financial Expert

Our Board of Directors has determined that we do not presently have a director who meets the definition of an “audit committee financial expert.” We believe that the cost related to appointing a financial expert to our Board of Directors at this time is prohibitive.

Disclosure Committee and Charter

We have a disclosure committee and disclosure committee charter. The disclosure committee is comprised of all of our officers and directors. The purpose of the committee is to provide assistance to the Chief Executive Officer and the Chief Financial Officer in fulfilling their responsibilities regarding the identification and disclosure of material information about us, and the accuracy, completeness and timeliness of our financial reports.

CODE OF ETHICS

We adopted a Code of Ethics applicable to our Chief Executive Officer, Chief Financial Officer, Corporate Controller and certain other finance executives, which is a "code of ethics" as defined by applicable rules of the SEC. Our Code of Ethics was attached as an exhibit to our Annual Report on Form 10-KSB for the year ended June 30, 2003, filed with the SEC on August 26, 2003. If we make any amendments to our Code of Ethics other than technical, administrative, or other non-substantive amendments, or grant any waivers, including implicit waivers, from a provision of our Code of Ethics to our chief executive officer, chief financial officer, or certain other finance executives, we will disclose the nature of the amendment or waiver, its effective date and to whom it applies in a Current Report on Form 8-K filed with the SEC.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of a registered class of our securities (“Reporting Persons”), to file reports of ownership and changes in ownership with the SEC. Reporting Persons are required by SEC regulations to furnish us with copies of all forms they file pursuant to Section 16(a). Based solely on our review of such reports received by the Company, other than as described below, we believe that, during the year ended June 30, 2011, all Reporting Persons complied with all Section 16(a) filing requirements applicable to them.

The following persons have failed to file, on a timely basis, the identified reports required by Section 16(a) of the Exchange Act:

Name and Principal Position	**Number of Late Insider Reports**	**Transactions Not Timely Reported**	**Known Failures to File a Required Form**
Anthony Harvey Director, Chairman and Chief Executive Officer	None	None	None
Benjamin Ainsworth Director, President And Secretary	None	None	None
Kurt Bordian Chief Financial Officer and Treasurer	None	None	None
Bryan Wilson Director	None	None	None
James E. Yates Director	One	One	None
Milton Datsopoulos Former Director	None	None	None

ITEM 11. EXECUTIVE COMPENSATION.

SUMMARY COMPENSATION TABLE

The following table sets forth the total compensation paid to or earned by our named executive officers, as that term is defined in Item 402(m)(2) of Regulation S-K, as of our fiscal years ended June 30, 2011 and 2010:

Name & Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compen-sation ($)	Non-qualified Deferred Compen-sation Earnings ($)	All Other Compen-sation ($)	Total ($)
Anthony Harvey, Director, Chairman and CEO(1)	2011 2010	60,497 60,505	- -	- -	- 106,131	- -	- -	- -	60,497 166,636
Kurt Bordian, CFO and Treasurer(2)	2011 2010	74,173 69,300	- -	- -	- 44,221 -	- -	- -	- -	74,173 113,521
Benjamin Ainsworth, Director, President and Secretary(3)	2011 2010	60,497 56,898	- -	- -	- 53,066	- -	- -	- -	60,497 109,964

Notes:

(1) Mr. Harvey was appointed as our CEO, Chairman and as a member of our Board of Directors on May 30, 2006. Mr. Harvey is compensated for his services pursuant to a management consultant agreement dated December 1, 2007 among Canyon Copper, ARH Management Ltd. ("ARH") and Mr. Harvey. Under the terms of the agreement, ARH is to be paid a consulting fee of CDN $5,000 per month.

(2) Mr. Bordian was appointed as our Chief Financial Officer on January 6, 2006. Pursuant to the terms of a consultant agreement, we pay Mr. Bordian $3,675 per month. We also pay Mr. Bordian an additional $3,675 per month for various consulting and bookkeeping services performed by Mr. Bordian.

(3) Mr. Ainsworth was appointed as our President on November 7, 2007. Mr. Ainsworth is compensated for his services pursuant to a management consultant agreement dated December 1, 2007 among Canyon Copper, Ainsworth-Jenkins Holdings Inc. ("AJ Holdings") and Mr. Ainsworth. Under the terms of the agreement, AJ Holdings is to be paid a consulting fee of CDN $5,000 per month.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table provides information concerning unexercised options for each of our named executive officers, as that term is defined in Item 402(m)(2) of Regulation S-K, as of our fiscal year ended June 30, 2011:

Name and Principal Position	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date
Anthony Harvey Director, Chairman and CEO	948,000 131,667	- -	- -	$0.13 $0.95	Aug 20, 2014 Dec 2, 2012
Kurt Bordian CFO and Treasurer	395,000 131,667	- -	- -	$0.13 $0.95	Aug 20, 2014 Dec 2, 2012

Name and Principal Position	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date
Benjamin Ainsworth Director, President and Secretary	474,000 131,667	- -	- -	$0.13 $0.95	Aug 20, 2014 Dec 2, 2012

DIRECTOR COMPENSATION

The following table sets forth the compensation paid to our directors for the fiscal year ended June 30, 2011.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compen-sation ($)	Nonqualified Deferred Compen-sation Earnings ($)	All Other Compen-sation ($)	Total ($)
Bryan Wilson	-	-	-	-	-	-	-
James E. Yates	-	-	-	-	-	-	-
Milton Datsopoulos(1)	-	-	-	-	-	-	-

Note:
(1) On May 17, 2011, Milton Datsopoulos resigned as a member of our Board of Directors.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of September 26, 2011 by: (i) each of our directors and nominees, (ii) each of our named executive officers, and (iii) officers and directors as a group. Other than as described below, no person or group is known by us to beneficially own more than 5% of our outstanding shares of common stock. Unless otherwise indicated, the stockholders listed possess sole voting and investment power with respect to the shares shown.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percentage of Common Stock(1)
Directors and Officers			
Common Stock	Anthony Harvey Director, Chairman and Chief Executive Officer	3,915,098 shares Direct and Indirect(2)	5.6%
Common Stock	Benjamin Ainsworth Director, President and Secretary	1,143,584 shares Direct(3)	1.7%
Common Stock	Kurt Bordian Chief Financial Officer and Treasurer	847,934 shares Direct(4)	1.2%
Common Stock	Bryan Wilson Director	368,667 shares Direct(5)	*
Common Stock	James Yates Director	940,000 shares Direct and Indirect(6)	1.4%
Common Stock	All Officers and Directors as a Group (5 persons)	7,215,283 shares	10.1%

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percentage of Common Stock(1)
5% Stockholders			
Common Stock	Anthony Harvey Suite 408, 1199 West Pender Street Vancouver, BC V6E 2R1	3,915,098 shares Direct and Indirect(2)	5.6%
Common Stock	Cornucopia Holdings Limited Herrengasse 2 PO Box 562 Vaduz, Liechtenstein FL 9490	4,187,000 shares Direct	6.1%
Common Stock	Knightwall Invest Inc. 3076 Sir Francis Drakes Highway Road Town, Tortola BVI	4,937,500 shares Direct	7.2%
Common Stock	Centrum Bank AG Kirchstrasse 3 9490 Vaduz Principality of Liechtenstein	12,744,967 shares Direct	18.6%

Notes:

* Less than 1%.

(1) Applicable percentage of ownership is based on 68,396,934 shares of common stock outstanding as of September 26, 2011 together with securities exercisable or convertible into shares of Common Stock within 60 days of September 26, 2011 for each stockholder. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to securities exercisable or convertible into shares of common stock that are currently exercisable or exercisable within 60 days of September 26, 2011 are deemed to be beneficially owned by the person holding such options for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(2) The number of shares listed as beneficially owned by Mr. Harvey consists of: (i) 1,507,584 shares of common stock owned directly by Mr. Harvey; (ii) 857,142 shares held by ARH Management Ltd., a company controlled by Mr. Harvey; (iii) 42,134 shares of common stock held by Mr. Harvey's spouse; (iv) the option to purchase 131,667 shares of common stock at a price of $0.95 per share until December 2, 2012; (v) the option to purchase 948,000 shares of common stock at a price of $0.13 per share until August 20, 2014; and (vi) warrants to purchase 428,571 shares of common stock at a price of CDN $0.50 per share until January 8, 2013 by ARH Management Ltd.

(3) The number of shares listed as beneficially owned by Mr. Ainsworth consists of: (i) 537,917 shares of common stock owned directly by Mr. Ainsworth; (ii) the option to purchase 131,667 shares of common stock at a price of $0.95 per share until December 2, 2012; and (iii) the option to purchase 474,000 shares of common stock at a price of $0.13 per share until August 20, 2014.

(4) The number of shares listed as beneficially owned by Mr. Bordian consists of: (i) 321,267 shares of common stock owned directly by Mr. Bordian; (ii) the option to purchase 131,667 shares of common stock at $0.95 per share until December 2, 2012 and (iii) the option to purchase 395,000 shares of common stock at $0.13 per share until August 20, 2014.

(5) The number of shares listed as beneficially owned by Mr. Wilson consists of: (i) 79,000 shares of common stock held directly by Mr. Wilson; (ii) the option to purchase 52,667 shares of common stock at a price of $0.95 per share until December 2, 2012; and (iii) the option to purchase 237,000 shares of common stock at a price of $0.13 per share until August 20, 2014.

(6) The number of shares listed as beneficially owned by Mr. Yates consists of: (i) 237,000 shares of common stock owned directly by Mr. Yates; (ii) 387,000 shares of common stock held by Mr. Yates' spouse; and (iii) the option to purchase 316,000 shares of common stock at a price of $0.13 per share until August 20, 2014.

Change in Control

We are not aware of any arrangement which may result in a change in control in the future.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information concerning all equity compensation plans previously approved by stockholders and all previous equity compensation plans not previously approved by stockholders, as at June 30, 2011.

EQUITY COMPENSATION PLAN INFORMATION AS AT JUNE 30, 2011			
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by security holders	Nil	N/A	Nil
Equity Compensation Plans not approved by security holders	3,548,417	$0.27 per share	2,989,150
Total	3,548,417	$0.27 per share	2,989,150

Amended and Restated 2009 Stock Option Plan

On May 4, 2011, our Board of Directors adopted an Amended and Restated 2009 Stock Option Plan (the "Stock Option Plan"). The purpose of the Stock Option Plan is to assist us in attracting, retaining and motivating directors, officers, employees and consultants of our company. The Stock Option Plan provides that, subject to the requirements of the TSX Venture Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of our shares of common stock issued and outstanding from time to time. The Stock Option Plan will be administered by our board of directors, which will have full and final authority with respect to the granting of all options thereunder.

Stock Options may be granted under the Stock Option Plan to such service providers of our company, if any, as the board of directors may from time to time designate. The exercise price of Stock Option grants will be determined by the board of directors, but cannot be less than the closing market price of the shares of our common stock on the TSX Venture Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of shares of our common stock that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued share of our common stock, if the individual is a director or officer, or 2% of the issued shares of our common stock, if the individual is a consultant, on a yearly basis. Subject to earlier termination and in the event of dismissal for cause, termination other than for cause or in the event of death, all Stock Options granted under the Stock Option Plan will expire not later than the date that is five years from the date that such Stock Options are granted. Stock Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None of the following parties has, during the past two fiscal years, had any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction that has or will materially affect us, other than as noted in this section:

(i) Any of our directors or executive officers;
(ii) Any person proposed as a nominee for election as a director;
(iii) Any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our outstanding shares of common stock;
(iv) Any of our promoters; and
(v) Any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

As at June 30, 2010, we are indebted to Mr. Harvey, our CEO, Chairman and a member of our Board of Directors, in the principal amount of $445,066 (CDN$413,209). The indebtedness owed to Mr. Harvey consists of the following:

(a) unpaid consulting fees of $222,983 (CDN$215,000). This amount is non-interest bearing, unsecured and due on demand.

(b) loan of $77,784 (CDN $75,000) bearing interest at a rate of 15% per annum and due on May 22, 2012. As at June 30, 2011, we have accrued interest of $7,033 (CDN $6,780) in respect of this loan.

(c) loan of $50,000 bearing interest at a rate of 15% per annum and due on April 1, 2012. As at June 30, 2011, we have accrued interest of $5,466 in respect of this loan.

(d) loan of $77,784 (CDN $75,000) bearing interest at a rate of 15% per annum and due on July 1, 2012. As at June 30, 2011, we have accrued interest of $5,179 (CDN $4,993) in respect of this loan.

As at June 30, 2010, we are indebted to Mr. Ainsworth, our President, Secretary and a member of Board of Directors, in the amount of $222,983 (CDN$215,000) for unpaid consulting fees. This amount is non-interest bearing, unsecured and due on demand.

DIRECTOR INDEPENDENCE

Our common stock is listed on the TSX Venture Exchange, which requires us to have a minimum of two independent directors. For the purpose of determining director independence, we have adopted the independence requirements of Canadian National Instrument 52-110 – *Audit Committees* ("NI 52-110") as we are a reporting issuer in the provinces of British Columbia and Alberta. NI 52-110 recommends that the Board of Directors of a public company be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with us. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgment. James E. Yates and Bryan Wilson are independent directors, as aside from shares held by them, they have no ongoing interest or relationship with us other than serving as a director. Anthony Harvey and Benjamin Ainsworth are not independent directors because of their respective positions as CEO and President.

CANADIAN NATIONAL INSTRUMENT 58-101

We are a reporting issuer in the Provinces of British Columbia and Alberta. National Instrument 58-101 of the Canadian Securities Administrators requires our company to disclose annually on our Annual Report certain information concerning corporate governance.

Board of Directors

The Board of Directors is currently comprised of four members. Anthony Harvey and Benjamin Ainsworth are not independent directors because of their respective positions as CEO and President. James E. Yates and Bryan Wilson are independent directors, as aside from shares held by them, they have no ongoing interest or relationship with us other than serving as a director. See "Item 13 – Certain Relationships and Related Transactions, and Director Independence – Director Independence".

Directorships

The following members of our Board of Directors are directors/officers of other reporting issuers:

Name of Director	Name of Reporting Issuer	Exchange
Anthony Harvey	ESO Uranium Corp.	TSXV
Benjamin Ainsworth	Black Panther Mining Corp.	TSXV
	Columbia Yukon Explorations Inc.	TSXV
	ESO Uranium Corp.	TSXV
	Hathor Exploration Ltd.	TSXV
	Max Minerals Ltd.	TSXV
	Sultan Minerals Inc.	TSXV
Kurt Bordian	Calypso Uranium Corp.	TSXV
	Palo Duro Energy Inc.	TSXV
	ESO Uranium Corp.	TSXV
	Thor Explorations Ltd.	TSXV
	Black Tusk Minerals Inc.	OTCBB
Bryan Wilson	Spider Resources Inc.	TSXV
	Doubleview Capital Corp.	TSXV
James E. Yates	Nevada Geothermal Power Inc.	TSXV
	ESO Uranium Corp.	TSXV

Orientation and Continuing Education

The Board of Directors provides an overview of our business activities, systems and business plan to all new directors. New director candidates have free access to any of our records, employees or senior management in order to conduct their own due diligence and will be briefed on our strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies. The directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to our success and to meet their responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by our governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in our best interest.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting “best practices” to suit the needs of the Company. Certain directors may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under Chapter 78 of the Nevada Revised Statutes.

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist it with the nomination of directors. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

The Board of Directors reviews the compensation of directors annually.

Other Board Committees

We have established a disclosure committee. The disclosure committee is comprised of all of our officers and directors. The purpose of the disclosure committee is to provide assistance to the Chief Executive Officer and Chief Financial Officer in fulfilling their responsibilities regarding the identification and disclosure of material information about us and the accuracy, completeness and timeliness of our financial reports.

Other than the audit committee and the disclosure committee, we do not have any other committees.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of our small size and stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit Fees

The aggregate fees billed for the two most recently completed fiscal years ended June 30, 2011 and June 30, 2010 for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included our Quarterly Reports on Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Year Ended June 30, 2011	**Year Ended June 30, 2010**	
	(Saturna Group)	*(Saturna Group)*	*(Manning Elliott LLP)*
Audit Fees	$19,021	$10,418	$7,577
Audit Related Fees	-	-	-
Tax Fees	-	-	-
All Other Fees	-	-	-
Total	$19,021	$10,418	$7,577

Policy on Pre-Approval by Audit Committee of Services Performed by Independent Auditors

The policy of our Audit Committee is to pre-approve all audit and permissible non-audit services to be performed by our independent auditors during the fiscal year. Non-audit services that are prohibited to be provided by our independent auditors may not be pre-approved. In addition, prior to the granting of any pre-approval, our Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors.

No services related to *Audit-Related Fees*, *Tax Fees* or *All Other Fees* described above were approved by the Audit Committee pursuant to the waiver of pre-approval provisions set forth in the applicable rules of the SEC.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Articles of Incorporation.(6)
3.2	Certificate of Change Pursuant to NRS 78.209 decreasing the authorized capital of common stock to 166,666,666 shares, par value $0.00001 per share.(8)
3.3	Certificate of Change Pursuant to NRS 78.209 decreasing the authorized capital of common stock to 131,666,666 shares, par value $0.00001 per share.(11)
3.4	Amended and Restated Bylaws.(14)
4.1	Specimen Stock Certificate.(15)
10.1	Convertible Preferred Stock Purchase Agreement dated July 29, 2004 between the Company and Langley Park Investments PLC.(3)
10.2	Property Option Agreement dated March 18, 2004 among the Company, Robert & Sharon Weicker, Kurt & Tami Schendel, and Nevada Sunrise LLC (New York Canyon Project).(2)
10.3	Lease Agreement dated July 21, 2004 between the Company and Jaycor Mining, Inc.(4)
10.4	Consulting Agreement dated January 6, 2006 between the Company and Kurt Bordian.(5)
10.5	Quitclaim Deed for the New York Canyon Project dated March 12, 2007.(7)
10.6	Purchase and Sale Agreement dated August 5, 2010 between Canyon Copper Corp. and ESO Uranium Corp.(9)
10.7	Loan Agreement dated for reference October 7, 2010 between Canyon Copper Corp. and Anthony Harvey.(10)
10.8	Promissory Note dated for reference October 7, 2010 between Canyon Copper Corp. and Anthony Harvey for the loan of $50,000 (USD).(10)
10.9	Loan Agreement dated November 22, 2010 between Canyon Copper Corp. and Anthony Harvey.(11)
10.10	Promissory Note dated November 22, 2010 between Canyon Copper Corp. and Anthony Harvey for the loan of $75,000 (CDN).(11)
10.11	Loan Agreement dated January 19, 2011 between Canyon Copper Corp. and Anthony Harvey.(12)
10.12	Promissory Note dated January 19, 2011 between Canyon Copper Corp. and Anthony Harvey for the loan of $75,000 (CDN).(12)
10.13	Engagement letter dated January 26, 2011 between MGI Securities Inc. and Canyon Copper Corp.(13)
10.14	Sponsorship Engagement Letter dated January 26, 2011 between MGI Securities Inc. and Canyon Copper Corp.(13)
10.15	Amended and Restated 2009 Stock Option Plan.(14)
10.16	Agency Agreement dated May 26, 2011 between MGI Securities Inc. and Canyon Copper Corp.(15)
14.1	Code of Ethics.(1)
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Audit Committee Charter.(1)
99.2	Disclosure Committee Charter.(1)

Notes:
(1) Filed with the SEC as an exhibit to our Annual Report on Form 10-KSB filed on August 26, 2003.
(2) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on April 8, 2004.
(3) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on August 20, 2004.
(4) Filed with the SEC as an exhibit to our Annual Report on Form 10-KSB filed on October 8, 2004.
(5) Filed with the SEC as an exhibit to our Quarterly Report on Form 10-QSB filed on February 16, 2006.
(6) Filed with the SEC as an exhibit to our Annual Report on Form 10-KSB filed on October 13, 2006.

(7) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on March 26, 2007.
(8) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on May 19, 2009.
(9) Filed with the SEC as an exhibit to our Annual Report on Form 10-K filed on September 28, 2010.
(10) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on October 13, 2010.
(11) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on November 29, 2010.
(12) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on January 21, 2011.
(13) Filed with the SEC as an exhibit to our Current Report on Form 8-K filed on January 31, 2011.
(14) Filed with the SEC as an exhibit to our Quarterly Report on Form 10-Q filed on May 9, 2011.
(15) Filed with the SEC as an exhibit to our Registration Statement on Form S-1 filed on August 15, 2011.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANYON COPPER CORP.

By: */s/ Anthony Harvey*
ANTHONY HARVEY
Chairman and Chief Executive Officer
Director
(Principal Executive Officer)
Date: September 27, 2011

By: */s/ Kurt Bordian*
KURT BORDIAN
Chief Financial Officer
(Principal Financial Officer)
Date: September 27, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Anthony Harvey **ANTHONY HARVEY**	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	September 27, 2011
/s/ Benjamin Ainsworth **BENJAMIN AINSWORTH**	President, Treasurer and Director	September 27, 2011
/s/ Kurt Bordian **KURT BORDIAN**	Chief Financial Officer (Principal Financial Officer)	September 27, 2011
/s/ James Yates **JAMES YATES**	Director	September 27, 2011

CERTIFICATIONS

I, Anthony Harvey, certify that;

(1) I have reviewed this Annual Report on Form 10-K of Canyon Copper Corp.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 27, 2011

/s/ Anthony Harvey

By: Anthony Harvey
Title: Chief Executive Officer and Chairman

CERTIFICATIONS

I, Kurt Bordian, certify that;

(1) I have reviewed this Annual Report on Form 10-K of Canyon Copper Corp.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 27, 2011

/s/ Kurt Bordian

By: Kurt Bordian
Title: Chief Financial Officer and Treasurer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anthony Harvey, the Chief Executive Officer of Canyon Copper Corp. (the “Company”), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(i) the Annual Report on Form 10-K of the Company, for the fiscal year ended June 30, 2011, and to which this certification is attached as Exhibit 32.1 (the “Report”) fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: */s/ Anthony Harvey*

Name: ANTHONY HARVEY

Title: Chief Executive Officer

Date: September 27, 2011

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Kurt Bordian, the Chief Financial Officer of Canyon Copper Corp. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(i) the Annual Report on Form 10-K of the Company, for the fiscal year ended June 30, 2011, and to which this certification is attached as Exhibit 32.2 (the "Report") fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: */s/ Kurt Bordian*

Name: KURT BORDIAN

Title: Chief Financial Officer

Date: September 27, 2011

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.