

**INTERNATIONAL CURATOR RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND OPERATING RESULTS
(Amounts in Canadian Dollars unless otherwise indicated)
THREE MONTHS ENDED JUNE 30, 2003**

The following discussion and analysis of the financial condition and results of operations for International Curator Resources Ltd. ("the Company") should be read in conjunction with the unaudited interim consolidated financial statements for the three months ended June 30, 2003 and related notes thereto.

General

The Company is principally engaged in the acquisition, exploration and development of precious and base metal properties. The Company has a 60% joint venture interest with Rare Earth Metals Corp. ("Rare Earth") in the Hunt property (the "Hunt Joint Venture"), located at Assean Lake, about 100 kilometers northeast of Thompson, Manitoba.

On February 14, 2003, the Company signed an agreement with Royal County Minerals Corp. ("Royal County") to make a takeover bid for all of the issued and outstanding shares of Royal County, at an exchange ratio of 4 of the Company common shares for each Royal County share.

On July 4, 2003, the Company announced its successful bid to takeover Royal County, at which point it took up 5,466,269 common shares tendered under the offer, being over 90% of the outstanding shares of Royal County. On July 9, 2003, the Company issued 21,865,076 of its common shares, on a four-for-one basis, as payment for the Royal County shares. The Company intends to acquire the remaining shares of Royal County pursuant to the statutory acquisition provisions of the Company Act of British Columbia.

Royal County had 6,042,489 shares issued and outstanding at June 30, 2003, which will result in the issuance of 24,169,956 of the Company's common shares upon completion of the takeover. In addition, Royal County had 4,167,500 shares under various mineral property, share purchase option and share purchase warrant agreements, which if fully exercised would result in additional cash proceeds to the Company of \$992,550 and the issuance of an additional 16,670,000 of the Company's common shares. The Company has entered into agreements with the various mineral property parties, option holders and warrant holders to allow the holders to acquire shares of the Company on the same four-for-one basis as the takeover bid.

Results of Operations

The Company's loss for the three months ended June 30, 2003 was \$234,000 as compared to a loss of \$75,000 for the three months ended June 30, 2002. This increase in loss of \$159,000 is primarily due to an increase in general and administrative expenses and expenses associated with the takeover of Royal County.

General and administrative expenses were \$117,000 for the three months ended June 30, 2003 as compared to \$78,000 for 2002, an increase of \$39,000. In particular, consulting fees and stock exchange and filing fees increased by \$12,000 and \$10,000, respectively, to \$24,000 and \$12,000 for the three months ended June 30, 2003. In addition, transfer agent and shareholder information expenses increased by \$15,000 to \$19,000. Expenses incurred during the three months ended June 30, 2003 in connection with the takeover of Royal County were \$118,000.

The operating losses are a reflection of the Company's status as non-revenue producing mineral company. As the Company has no main source of income, losses are expected to continue.

Liquidity and Capital Resources

At June 30, 2003, the Company had a working capital deficiency of \$330,000.

Subsequent to June 30, 2003, the Company announced a private placement of 9.375 million Flow-Through Common Shares at a price of \$0.08 per share. The Company will also sell up to 10 million Units (non flow-through) at a price of \$0.08 per unit. Total gross proceeds of the flow-through and non flow-through placement will be up to an aggregate of \$1.55 million. The Units will consist of one common share (non flow-through) and one half of a share purchase warrant. Each whole warrant is exercisable into one common share at a price of \$0.08 per share over a period of two years. The private placement is subject to regulatory approval.

The Company has limited capital resources and has to rely upon the sale of equity and debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues in the near future, it will have to continue to rely upon the sales of its equity and debt securities to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any period or, if available, that it can be obtained on terms satisfactory to the Company.

Mineral Properties

Hunt Property

Expenditures incurred during the three months ended June 30, 2003 on the Hunt property totalled \$9,000.

**INTERNATIONAL CURATOR RESOURCES LTD.
CONSOLIDATED BALANCE SHEETS
(in Canadian Dollars)**

	June 30, 2003 (Unaudited)	March 31, 2002 (Audited)
ASSETS		
Current assets		
Cash	\$ 117,193	\$ 263,695
Accounts receivable	59,203	166,272
Due from joint venturer	-	59,820
Other deposits	-	5,000
	176,396	494,787
Investments	35,899	35,899
Capital assets, net	1,814	2,592
Mineral properties and related expenditures	1,357,540	1,348,167
	\$ 1,571,649	\$ 1,881,445
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 118,279	\$ 340,461
Due to related parties	219,107	182,276
Advances from joint venturer	7,994	-
Note payable to related party	161,299	60,187
	506,679	582,924
SHAREHOLDERS' EQUITY		
Share capital	80,611,112	80,611,112
Authorized - 150,000,000 common shares without par value		
Issued and outstanding - 98,283,727 shares		
Contributed surplus - stock options	15,690	15,690
Deficit	(79,561,832)	(79,328,281)
	1,064,970	1,298,521
	\$ 1,571,649	\$ 1,881,445

Approved by the Board

"Lukas H. Lundin"
Director

"Richard J. Bales"
Director

**INTERNATIONAL CURATOR RESOURCES LTD.
CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT
(Unaudited)**

	Three months ended June 30, 2003	Three months ended June 30, 2002
	<u> </u>	<u> </u>
Expenses		
Amortization	\$ 778	\$ -
Consulting	23,685	11,853
Foreign exchange (gain) loss	(54)	125
General exploration and project investigation	-	2,119
Interest and financing expenses	1,112	6,817
Management fees	45,000	45,000
Office and general	865	392
Professional fees	145	802
Promotion and public relations	9,100	4,988
Stock exchange and filing fees	12,450	1,740
Telephone and facsimile	1,183	444
Transfer agent and shareholder information	19,266	3,734
Travel	3,740	-
	<u> </u>	<u> </u>
Loss before the undernoted items	117,270	78,014
Other (income) expenses		
Interest income	(633)	(311)
Project overhead fees	(937)	(2,963)
Royal County acquisition costs	117,851	-
	<u> </u>	<u> </u>
Loss for the period	233,551	74,740
Deficit, beginning of the period	<u>79,328,281</u>	<u>78,415,395</u>
Deficit, end of the period	<u>\$ 79,561,832</u>	<u>\$ 78,490,135</u>
Basic and diluted loss per common share	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted average number of shares outstanding	<u>98,283,727</u>	<u>84,472,227</u>

**INTERNATIONAL CURATOR RESOURCES LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)**

	Three months ended June 30, 2003	Three months ended June 30, 2002
Cash flows (for) operating activities		
Loss for the period	\$ (233,551)	\$ (74,740)
Items not affecting cash		
Amortization	778	-
Project overhead fees	(937)	(2,963)
	(233,710)	(77,703)
Changes in non-cash working capital items		
Accounts receivable and other current assets	112,069	133,827
Accounts payable and accrued liabilities	(222,182)	(318,352)
Due to/from joint venturer	67,814	183,828
Due to related parties	36,831	78,276
	(239,178)	(124)
Cash flows from financing activity		
Note payable to related party	101,112	-
Cash flows (for) investing activities		
Mineral properties and related expenditures	(8,436)	(50,596)
Decrease in cash	(146,502)	(50,720)
Cash, beginning of the period	263,695	286,161
Cash, end of the period	\$ 117,193	\$ 235,441
Supplementary information regarding non-cash transaction:		
Investing activities		
Project overhead fees included in mineral properties and related expenditures	\$ 937	\$ 2,963

International Curator Resources Ltd.
Consolidated Statements of Mineral Properties
and Related Expenditures

	Three months ended June 30, 2003	Three months ended June 30, 2002
	<u> </u>	<u> </u>
Hunt and Tex Properties		
Assaying and sampling	\$ 1,399	\$ 239
Drilling	-	594
Field supplies	9	32
Transportation and travel	-	495
Geological, geophysical and geochemistry	682	1,048
Line cutting	-	12,094
Maps and report preparation	4,395	7,045
Consulting	2,888	7,541
Option payments	-	19,352
Staking	-	4,244
	<u>9,373</u>	<u>52,684</u>
Balance - beginning of the period	1,298,004	1,251,877
Balance - end of the period	<u>1,307,377</u>	<u>1,304,561</u>
Other Properties - GJ		
Geological and geophysical	-	875
	<u>-</u>	<u>875</u>
Balance - beginning of the period	50,163	-
Balance - end of the period	<u>50,163</u>	<u>875</u>
Total	<u>\$ 1,357,540</u>	<u>\$ 1,305,436</u>

**INTERNATIONAL CURATOR RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2003
(Unaudited)**

1. Basis of Presentation

The unaudited interim consolidated financial statements of International Curator Resources Ltd. (the "Company") are prepared in accordance with accounting principles generally accepted in Canada using the same accounting policies and methods of application as those disclosed in Note 2 to the Company's consolidated financial statements for the year ended March 31, 2003.

These interim consolidated financial statements do not contain all of the information required by generally accepted accounting principles for annual financial statements and therefore should be read in conjunction with the consolidated financial statements included in the Company's 2003 Annual Report.

2. Share Capital

The authorized and issued share capital is as follows:

Authorized:

150,000,000 common shares without par value

	Number of Shares	Amount
Shares Issued and Outstanding:		
Balance, March 31, 2003 and June 30, 2003	<u>98,283,727</u>	<u>\$ 80,611,112</u>

3. Subsequent Events

(a) On July 4, 2003, the Company announced its successful bid to takeover Royal County, at which point it took up 5,466,269 common shares tendered under the offer, being over 90% of the outstanding shares of Royal County. On July 9, 2003, the Company issued 21,865,076 of its common shares, on a four-for-one basis, as payment for the Royal County shares. The Company intends to acquire the remaining shares of Royal County pursuant to the statutory acquisition provisions of the Company Act of British Columbia. The purchase method of accounting will be applied to the acquisition.

Royal County had 6,042,489 shares issued and outstanding at June 30, 2003, which will result in the issuance of 24,169,956 of the Company's common shares upon completion of the takeover. In addition, Royal County had 4,167,500 shares under various mineral property, share purchase option and share purchase warrant agreements, which if fully exercised would result in additional cash proceeds to the Company of \$992,550 and the issuance of an additional 16,670,000 of the Company's common shares. The Company has entered into agreements with the various mineral property parties, option holders and warrant holders to allow the holders to acquire shares of the Company on the same four-for-one basis as the takeover bid.

A pro forma consolidated balance sheet is presented below and gives effect to the takeover as if it took place on June 30, 2003. The pro forma balance sheet incorporates condensed financial information from the unaudited balance sheet of the Company and the unaudited balance sheet of Royal County as at June 30, 2003. Consideration for the transaction assumes a value for the Company's shares equivalent to the net book value of the net assets acquired and that the Company acquires 100% of the outstanding Royal County shares. The share capital and deficit of Royal County have been eliminated as of June 30, 2003 as follows:

Purchase price			
Number of Royal County shares outstanding at June 30, 2003	6,042,489		
Share multiplier	4		
Pro forma number of Company shares issued on acquisition	<u>24,169,956</u>		
Fair value of Company shares	0.012		
			296,722
Net book of Royal County at June 30, 2003			
Total assets	431,521		
Total liabilities	<u>(134,799)</u>		
			<u>296,722</u>
Pro forma purchase price discrepancy			<u><u>-</u></u>

Pro Forma Consolidated Balance Sheet	As at June 30, 2003		Pro Forma	
	Company	Royal County	Adjustments	Consolidated
Assets				
Current				
Cash and restricted cash	\$ 117,193	\$ 50,200	\$ -	\$ 167,393
Accounts receivable and prepaids	59,203	36,394		95,597
	<u>176,396</u>	<u>86,594</u>	<u>-</u>	<u>262,990</u>
Investments	35,899		296,722	
			(296,722)	35,899
Capital Assets, net	1,814	10,991		12,805
Mineral properties and related expenditures	1,357,540	333,936	-	1,691,476
	<u>\$ 1,571,649</u>	<u>\$ 431,521</u>	<u>\$ -</u>	<u>\$ 2,003,170</u>
Liabilities				
Current				
Bank indebtedness	\$ -	\$ 8,364	\$ -	\$ 8,364
Accounts payable and accrued liabilities	126,273	74,858	-	201,131
Due to related parties	380,406	51,577		431,983
	<u>506,679</u>	<u>134,799</u>	<u>-</u>	<u>641,478</u>
Shareholders' Deficiency				
Share Capital	80,611,112	6,316,134	(6,316,134)	
			296,722	80,907,834
Contributed surplus - stock options	15,690	28,890	(28,890)	15,690
Deficit	(79,561,832)	(6,048,302)	6,048,302	(79,561,832)
	<u>1,064,970</u>	<u>296,722</u>	<u>-</u>	<u>1,361,692</u>
	<u>\$ 1,571,649</u>	<u>\$ 431,521</u>	<u>\$ -</u>	<u>\$ 2,003,170</u>

- (b) On July 15 and August 14, 2003, the Company announced a private placement of 9.375 million Flow-Through Common Shares at a price of \$0.08 per share. The Company will also sell up to 10 million Units (non flow-through) at a price of \$0.08 per unit. Total gross proceeds of the flow-through and non flow-through placement will be up to an aggregate of \$1.55 million. The Units will consist of one common share (non flow-through) and one half of a share purchase warrant. Each whole warrant is exercisable into one common share at a price of \$0.08 per share over a period of two years. The private placement is subject to regulatory approval.

**INTERNATIONAL CURATOR RESOURCES LTD.
CORPORATE DIRECTORY
JUNE 30, 2003**

OFFICERS

Lukas H. Lundin,
Chairman
Richard J. Bailes,
President and Chief Executive Officer
Jan Christoffersen,
Vice President
Wanda Lee,
Controller/Treasurer
Jean Florendo,
Corporate Secretary

DIRECTORS

Michael McInnis *
Lukas H. Lundin
William A. Rand *
John H. Craig *
Richard Bailes

* Audit Committee

AUDITORS

Staley Okada and Partner
Surrey, British Columbia, Canada

BANKERS

Bank of Montreal
Vancouver, British Columbia, Canada

SUBSIDIARIES

Curator Resources (Barbados) Ltd.
Whitehouse, Barbados

COMPANY HEAD OFFICE

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Canada V6C 3E8
Telephone: (604) 689-7842
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REGISTERED AND RECORDS OFFICE

Suite 1100 - 888 Dunsmuir Street
Vancouver, British Columbia
Canada V6C 3K4

SOLICITOR

McCullough O'Connor Irwin
Vancouver, British Columbia
Canada

SHARE CAPITAL

Authorized: 150,000,000 common shares
Issued and Outstanding: 98,283,727 shares

REGISTRAR AND TRANSFER AGENT

CIBC Mellon Trust Company
Vancouver, British Columbia
Toronto, Ontario

SHARE LISTING

TSX Toronto Stock Exchange
International Curator Resources Ltd. (IC)