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INCORPORATED AS PART OF:

Schedule A
 Schedules B and C
(Place X in appropriate category.)

ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT YY/MM/DD
PACIFIC IMPERIAL MINES INC.	MARCH 31, 2004	04/05/17

ISSUER'S ADDRESS

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
VANCOUVER, BC		V6E 4E6	604-688-0778	604-688-0788
CONTACT PERSON		CONTACT'S POSITION		CONTACT TELEPHONE NO.
MR. RICHARD CHAN		DIRECTOR		604-688-0788
CONTACT EMAIL ADDRESS			WEB SITE ADDRESS	
Rchan@smsactive.com			n/a	

CERTIFICATE

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

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Geir Liland"	GEIR LILAND	04/05/17
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Richard Chan"	RICHARD CHAN	04/05/17

(Electronic signatures should be entered in "quotations".)

PACIFIC IMPERIAL MINES INC.

Financial Statements

March 31, 2004

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Notice to Reader

Balance Sheet

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Statement of Cash Flows

Notes to Financial Statements

ELLIS FOSTER

CHARTERED ACCOUNTANTS

1650 West 1st Avenue
Vancouver, BC Canada V6J 1G1
Telephone: (604) 734-1112 Facsimile: (604) 714-5916
Website: www.ellisfoster.com

NOTICE TO READER

We have compiled the balance sheet of **Pacific Imperial Mines Inc.** as at March 31, 2004 and the statements of operations and deficit and cash flow for the period then ended from information provided by management. We have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information. Readers are cautioned that these statements may not be appropriate for their purposes.

Vancouver, Canada
May 12, 2004



Chartered Accountants

EF

A partnership of incorporated professionals

*An independently owned and operated member of Moore Stephens North America Inc., a member of Moore Stephens International Limited
- members in principal cities throughout the world*

PACIFIC IMPERIAL MINES INC.

Balance Sheet
(Unaudited - See Notice to Reader)

	March 31 2004	June 30 2003
ASSETS		
Current		
Cash	\$ 104,619	\$ 56,290
Furniture and fixtures net of accumulated amortization of \$590	90	105
	<u>\$ 104,709</u>	<u>\$ 56,395</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 3,958	\$ 18,580
Shareholder's loan, bearing interest at 5% per annum, compounded annually	-	107,800
	<u>3,958</u>	<u>126,380</u>
SHARE CAPITAL AND DEFICIT		
Share capital (Note 2)	1,424,175	1,196,175
Deficit	(1,323,424)	(1,266,160)
	<u>100,751</u>	<u>(69,985)</u>
	<u>\$ 104,709</u>	<u>\$ 56,395</u>

Approved by the Directors:

"Geir Liland"
Geir Liland

"Richard Chan"
Richard Chan

PACIFIC IMPERIAL MINES INC.

Statement of Operations and Deficit (Unaudited - See Notice to Reader)

	Three Months Ended March 31 2004	Three Months Ended March 31 2003	Nine Months Ended March 31 2004	Nine Months Ended March 31 2003
Administrative expenses				
Accounting and audit	\$ 749	\$ -	\$ 5,979	\$ 3,400
Amortization	4	7	15	20
Interest accrued to a shareholder	1,268	1,566	4,247	4,765
Legal	12,550	-	12,550	3,099
Listing and filing fees	2,854	2,600	5,144	3,893
Management fees	6,000	6,000	18,000	18,000
Office and miscellaneous	747	556	1,357	1,520
Transfer agent fees	2,334	325	3,576	1,850
Travel and promotion	17,787	-	18,202	-
Gain on foreign exchange	(8,846)	(4,194)	(11,660)	(3,116)
Interest income	(64)	(68)	(146)	(393)
	35,383	6,792	57,264	33,038
Loss for the period	(35,383)	(6,792)	(57,264)	(33,038)
Deficit, beginning of period			(1,266,160)	(1,228,510)
Deficit, end of period			\$ (1,323,424)	\$ (1,261,548)
Loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding				
- basic and diluted	5,313,394	4,046,728	4,468,950	4,046,728

PACIFIC IMPERIAL MINES INC.

Statement of Cash Flows (Unaudited - See Notice to Reader)

	Three Months Ended March 31 2004	Three Months Ended March 31 2003	Nine Months Ended March 31 2004	Nine Months Ended March 31 2003
Cash flows from (used in)				
operating activities				
Loss for the period	\$ (35,383)	\$ (6,792)	\$ (57,264)	\$ (33,038)
Adjustment for items not involving cash:				
- amortization	4	7	15	20
- foreign exchange		(8,480)	(4,080)	(3,568)
	(35,379)	(15,265)	(61,329)	(36,586)
Change in non-cash working capital items:				
- GST receivable	(158)		(158)	
- refundable tax credits	-	(656)	-	919
- accounts payable and accrued liabilities	(13,699)	1,709	(14,464)	814
	(49,236)	(14,212)	(75,951)	(34,853)
Cash flows from (used in)				
financing activities				
Proceeds from issuance of shares	228,000	-	228,000	-
Payments on long-term debt	(103,720)	-	(103,720)	-
	124,280	-	124,280	-
Increase (decrease) in cash	75,044	(14,212)	48,329	(34,853)
Cash, beginning of period	29,575	79,906	56,290	100,347
Cash, end of period	\$ 104,619	\$ 65,694	\$ 104,619	\$ 65,494

PACIFIC IMPERIAL MINES INC.

Notes to Financial Statements
Nine Months Ended March 31, 2004
(Unaudited – See Notice to Reader)

1. Basis of Presentation

These interim financial statements have been prepared using the same accounting policies and methods of their application as the most recent annual financial statements of the Company. These interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2003. Interim results are not necessarily indicative of the results expected for the fiscal year.

2. Share Capital

- (a) Authorized: 25,000,000 common shares with no par value.
- (b) Issued: 7,846,728 common shares.

On February 28, 2004, 3.8 million shares were issued at \$0.06 per share pursuant to a private placement.

3. Related Party Transactions

During the period, the Company paid \$18,000 (2002 – \$18,000) in management fees to a company controlled by a director of the Company.

4. Subsequent Events

The Company has signed a share purchase agreement to acquire 100 per cent of the issued and outstanding shares of Goldchina Holdings Group Ltd. ("Goldchina"), a British Virgin Island company.

Goldchina, through its wholly-owned subsidiary, holds the exploration rights to explore two exploration properties, known as Tangshang and Salachong properties, located in Yunnan province, China. It also holds a right of first refusal to acquire the exclusive exploration rights in respect of 17 additional properties in Yunnan province.

Under the terms of the agreement, the Company will issue to the vendors a total of 15.7 million common shares.



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INCORPORATED AS PART OF:

Schedule A

X Schedules B and C

(Place X in appropriate category.)

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<i>"Geir Liland"</i>	GEIR LILAND	04/05/17
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
<i>"Richard Chan"</i>	RICHARD CHAN	04/05/17

(Electronic signatures should be entered in "quotations".)

PACIFIC IMPERIAL MINES INC.

SCHEDULE B: Quarterly Report Supplementary Information

Nine Months Ended March 31, 2004

1. Analysis of expenses and deferred costs:
 - a) Deferred costs: Nil
 - b) Schedule of general and administrative expenses: see Schedule A.
 - c) Schedule of general and administrative expenses of discontinued operations: Nil
2. Related party transactions: see Schedule A.
3. Summary of securities issued and options granted during the period:
 - a) Securities issued: 3,800,000 common shares at \$0.06 per share
 - b) Option granted: Nil
4. Summary of securities as at March 31, 2004:
 - a) Authorized share capital: 25,000,000 common shares without par value
 - b) Issued share capital: 7,846,728 shares
 - c) Options outstanding: Nil
 - d) Warrants outstanding: Nil
 - d) Number of shares held in escrow: Nil
5. Directors as at report date:

Leo King
Geir Liland
Richard Chan
6. Officers as at report date: Richard Chan, President

PACIFIC IMPERIAL MINES INC.

Management Discussions

Nine Months Ended March 31, 2004

SCHEDULE C:

During the quarter, the Company continued its search for new business opportunities to pursue. The company also completed a private placement pursuant to which it raised gross proceeds of \$228,000 for working capital purposes. The private placement consisted of 3,800,000 common shares at a price of \$0.06 per share and was completed on February 28, 2004.

For the nine month period ended March 31, 2004, the Company incurred a loss of \$57,264 compared to a loss of \$33,038 for the same period in the previous year. Administrative expenses for the period were generally consistent with expenses for the same period in the previous year except that the Company incurred travel and promotion costs of \$18,202 incurred in connection with its due diligence efforts to identify new business opportunities to pursue.

The Company is responsible for its own investor relations activities and has not engaged a third party to handle this duty.

Subsequent Events

On May 4, 2004 the Company announced the signing of a Share Purchase Agreement (the "Goldchina Agreement") with East Asian Global Finance Limited, Success Period Resources Limited and Gold Carlin Minerals Co., Ltd. (each privately held British Virgin Island companies) and 17 other parties, most of whom are residents of China (collectively the "Vendors") whereby the Company will acquire 100% of the issued and outstanding shares of Goldchina Holdings Group Limited ("Goldchina"), a British Virgin Island company.

Goldchina, through its wholly owned Chinese subsidiary, Yunnan Guangnan Gold Company Limited ("Guangnan Gold"), holds the exploration rights, through an agreement with Yunnan Non Ferrous Metal Geological Bureau ("YNMGB"), to explore two exploration properties located in Yunnan Province, China and known as the *Tangshang* and *Salachong* properties, covering a combined area of approximately 61 square kms. In addition, Guangnan Gold holds a right-of-first refusal to acquire the exclusive exploration rights in respect of 17 additional properties in Yunnan Province (covering an aggregate area of approximately 600 square kms.).

Under the terms of the Goldchina Agreement, the Company will issue to the Vendors an aggregate of 15,700,000 common shares at a deemed price of \$0.07 per share (the "Purchase Shares") in consideration for the shares of Goldchina. The Vendors, East Asian Global Finance Limited, Gold Carlin Minerals Co. Ltd. and Success Period Resources Limited will receive 37.3%, 29.1% and 8.1% of the Purchase Shares respectively. The other 17 Vendors will receive an aggregate of 25.5% of the Purchase Shares, none of whom will individually receive in excess of 5.0% of the Purchase Shares. It is anticipated that the Purchase Shares will be issued subject to a Tier 2 Value Security Escrow Agreement under the policies of the TSX Venture Exchange pursuant to which the Purchase Shares will be released over a 36 month period from the date of completion of the Goldchina Agreement.

In conjunction with the completion of the Goldchina Agreement, the Company announced that it has engaged IBK Capital Corp. to assist it, on a best efforts basis, in conducting a private placement of common shares to raise gross proceeds of \$3,000,000. The proceeds from the private placement will be used to make certain property payments due in connection with the

acquisition of Guangnan Gold by Goldchina, to fund further exploration and development of the *Tangshang* and *Salachong* properties and for general working capital.

Completion of the Goldchina Agreement and financing, which constitutes a Reverse Take-Over under the policies of the TSX Venture Exchange, is subject to a number of conditions, including but not limited to completion of the Financing, TSX Exchange acceptance and disinterested Shareholder approval.