

Overlord Financial Inc.
Consolidated Financial Statements
For the three month period ended March 31,
2004
(Unaudited – prepared by management)

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**NOTIFICATION OF UNAUDITED
INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited consolidated financial statements for the period ended March 31, 2004.

Overlord Financial Inc.
Consolidated Balance Sheets

	March 31, 2004 (Unaudited)	December 31, 2003 (Audited)
Assets		
Current		
Cash and cash equivalents	\$ 2,570,581	\$ 3,192,794
Accounts receivable	<u>24,025</u>	<u>60,645</u>
	2,594,606	3,253,439
Prepaid expenses	102,231	52,231
Long-term investments, at cost	1,986,549	1,627,499
Office assets	<u>116,223</u>	<u>123,952</u>
	\$ 4,799,609	\$ 5,057,121

Liabilities and Shareholders' Equity

Current		
Accounts payable and accrued liabilities	<u>\$ 42,120</u>	<u>\$ 40,833</u>
Shareholders' equity		
Share capital (Note 3)	9,963,248	9,963,248
Contributed surplus	183,396	183,396
Deficit	<u>(5,389,155)</u>	<u>(5,130,356)</u>
	4,757,489	5,016,288
	\$ 4,799,609	\$ 5,057,121

Overlord Financial Inc.
Consolidated Statements of Operations and Deficit

For the periods ended March 31	Three Months 2004 (Unaudited)	Three Months 2003 (Unaudited)
Revenue		
Advisory fees	\$ -	\$ 10,860
Gain on sale of investments	61,064	-
Interest income	17,830	38,195
	<u>78,894</u>	<u>49,055</u>
Expenses		
Amortization	8,317	8,296
Salaries and benefits	101,566	207,523
Professional fees	96,670	47,659
Rent	55,799	53,058
Travel	22,702	90,445
Office	19,109	23,701
Consulting	8,363	-
Business promotion	2,775	6,305
Shareholder expenses	9,578	12,039
Business taxes	12,814	12,648
	<u>337,693</u>	<u>461,674</u>
Net loss for the period	(258,799)	(412,619)
Deficit, beginning of period	<u>(5,130,356)</u>	<u>(3,716,105)</u>
Deficit, end of period	\$ (5,389,155)	\$ (4,128,724)
<hr/>		
Loss per share	\$ (0.007)	\$ (0.011)
Weighted average number of shares	39,029,459	37,979,459

No diluted loss per share has been disclosed as its effect would be antidilutive.

Overlord Financial Inc.
Consolidated Statements of Cash Flows

For the periods ended March 31	Three Months 2004 (Unaudited)	Three Months 2003 (Unaudited)
Cash flows from operating activities		
Loss from operations	\$ (258,799)	\$ (412,619)
Adjustments for:		
Amortization of office assets	<u>8,317</u>	<u>8,296</u>
Cash flow from operations	<u>(250,482)</u>	<u>(404,323)</u>
Changes in non-cash working capital balances		
Accounts receivable	<u>36,620</u>	<u>152,375</u>
Accounts payable	<u>1,287</u>	<u>76,609</u>
	<u>(212,575)</u>	<u>(175,339)</u>
Cash flows from investing activities		
Prepaid expenses	(50,000)	(1,023)
Acquisition of office assets	(588)	(18,790)
Investment in public companies, long-term	(400,000)	-
Sale of public company shares	40,950	-
Short-term investment	-	600,000
	<u>(409,638)</u>	<u>580,187</u>
Increase (decrease) in cash and cash equivalents	(622,213)	404,848
Cash and cash equivalents, beginning of period	<u>3,192,794</u>	<u>4,784,450</u>
Cash and cash equivalents, end of period	\$ 2,570,581	\$ 5,189,298

Overlord Financial Inc.
Notes to Consolidated Financial Statements
(Unaudited - prepared by management)

March 31, 2004

1. Nature of Operations

Overlord Financial Inc. (the "Company") is a public company incorporated under the Business Corporations Act (Alberta) that was engaged in production, development and exploration of oil and natural gas in Canada. During 2001 the Company discontinued its oil and gas activities and implemented a new business plan. The Company's future business focuses on managing energy-related investment funds.

2. Basis of Presentation

The interim financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. The interim financial statements have been prepared following the same accounting policies and methods of computation as the financial statements for the fiscal year ended December 31, 2003. These interim financial statements should be read in conjunction with the financial statement and the notes thereto in the Company's annual report for the year ended December 31, 2003.

Basic earnings per common share is computed by dividing earnings by weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive instruments, in accordance with standards approved by Canadian Institute of Chartered Accountants.

3. Share Capital

(a) Authorized
 Unlimited number of Common voting shares

(b) Issued
 Common shares

	March 31, 2004		December 31, 2003	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of year	39,029,459	\$ 9,963,248	39,029,459	\$ 9,963,248
Stock options exercised	-	-	-	-
Balance, end of year	39,029,459	\$ 9,963,248	39,029,459	\$ 9,963,248