



GOLDEN HARP

R E S O U R C E S I N C

GOLDEN HARP RESOURCES INC.

INTERIM FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED MARCH 31, 2010 (UNAUDITED – PREPARED BY MANAGEMENT)

These financial statements have not been reviewed by the Company's auditors.

NOTICE TO READER

BALANCE SHEETS

STATEMENTS OF OPERATIONS AND DEFICIT

STATEMENTS OF COMPREHENSIVE LOSS AND ACCUMULATED OTHER COMPREHENSIVE INCOME

STATEMENTS OF CASH FLOWS

NOTES TO THE FINANCIAL STATEMENTS

GOLDEN HARP RESOURCES INC.
BALANCE SHEETS
(UNAUDITED – PREPARED BY MANAGEMENT)

Notice of no Auditor Review of Interim Financial Statements

The accompanying unaudited interim financial statements of the Company have been prepared by, and are the responsibility of, the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards of the Canadian Institute of Chartered Accountants for a review of interim financial statements.

GOLDEN HARP RESOURCES INC.
BALANCE SHEETS
(UNAUDITED – PREPARED BY MANAGEMENT)

	March 31, 2010	June, 30, 2009
	- \$ -	- \$ -
	Unaudited	Audited
A S S E T S		
CURRENT ASSETS		
Cash	155,208	646,308
Marketable securities	142,500	66,000
Amounts receivable	2,577	2,408
Prepaid expenses	4,521	19,146
	304,806	733,862
Restricted cash	23,000	23,000
Garnished funds (Note 4 (g))	169,464	-
Mineral property (Note 3)	4,567,989	4,654,075
	5,065,259	5,410,937
L I A B I L I T I E S		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	24,536	39,566
Due to related party	-	739
	24,536	40,305
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	6,114,858	6,113,208
Contributed surplus (Note 5)	516,937	493,019
Accumulated other comprehensive income	34,500	37,500
Deficit	(1,625,572)	(1,273,095)
	5,040,723	5,370,632
	5,065,259	5,410,937

GOING CONCERN CONTINGENCY (Note 1)

Approved on Behalf of the Board:

/s/ "Seamus Young"

Seamus Young, Director

/s/ "Shaun Maskerine"

Shaun Maskerine, Director

GOLDEN HARP RESOURCES INC.
INTERIM STATEMENTS OF LOSS AND DEFICIT
(UNAUDITED – PREPARED BY MANAGEMENT)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2010	2009	2010	2009
	- \$ -	- \$ -	- \$ -	- \$ -
EXPENSES				
Amortization	-	178	-	1,248
Business development	9,323	23,356	34,346	57,626
Office and general	9,728	13,841	43,292	68,767
Professional fees	20,259	9,942	90,815	50,813
Salaries, management and directors fees	34,724	58,128	142,622	222,462
Stock based compensation	-	3,170	23,918	6,340
Transfer agent and filing fees	9,411	7,697	17,528	18,873
Interest income	(15)	(71)	(44)	(6,264)
NET LOSS before Income Taxes	83,430	116,241	352,477	419,865
Future Income Tax Recovery	-	-	-	(232,620)
NET (INCOME)/LOSS	83,430	116,241	352,477	187,245
DEFICIT, beginning	1,542,142	998,637	1,273,095	927,633
DEFICIT, ending	1,625,572	1,114,878	1,625,572	1,114,878
Basic and diluted loss per share	(0.003)	(0.005)	(0.014)	(0.008)
Weighted average shares outstanding – basic and diluted	24,684,042	24,673,042	24,678,473	24,673,042

The accompanying notes are an integral part of these financial statements

GOLDEN HARP RESOURCES INC.
INTERIM STATEMENTS OF COMPREHENSIVE LOSS AND ACCUMULATED OTHER
COMPREHENSIVE INCOME
(UNAUDITED – PREPARED BY MANAGEMENT)

Statement of Comprehensive Income (Loss)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2010	2009	2010	2009
	- \$ -	- \$ -	- \$ -	- \$ -
Net income (Loss) for the period	(83,430)	(116,241)	(352,477)	(187,245)
Unrealized gain on marketable securities	(48,000)	12,000	(3,000)	12,000
Comprehensive income (loss)	(131,430)	(104,241)	(355,477)	(175,245)

Accumulated Other Comprehensive Income (Loss)

	March 31, 2010	June, 30, 2009
	- \$ -	- \$ -
	Unaudited	Audited
Beginning of the period	37,500	-
Unrealized gain on marketable securities	(3,000)	37,500
End of period	34,500	37,500

GOLDEN HARP RESOURCES INC.
INTERIM STATEMENTS OF CASH FLOWS
(UNAUDITED – PREPARED BY MANAGEMENT)

	Three months ended March 31,		Nine months ended March 31,	
	2010 - \$ -	2009 - \$ -	2010 - \$ -	2009 - \$ -
Cash Flow from Operating Activities				
Net income (loss)	(83,430)	(116,241)	(352,477)	(187,245)
Non-cash items				
Amortization	-	178	-	1,248
Future Income Tax Recovery	-	-	-	(232,620)
Stock based compensation	-	3,170	23,918	6,340
Changes in non-cash working capital items				
Accounts payable and accrued liabilities	(19,034)	(10,818)	(15,030)	(15,224)
Amounts receivable	618	5,466	(169)	48,337
Due to related parties	-	-	(739)	(40)
Prepaid expenses	1,696	(13,037)	14,625	(3,679)
Cash (used in)/provided by operations	(100,150)	(131,282)	(329,872)	(382,883)
Cash Flow from Investing Activities				
Disposal of equipment		-	-	4,678
Garnished funds – BC Court of Justice	(169,464)	-	(169,464)	-
Proceeds from Property Agreement	25,000	25,000	25,000	25,000
Mineral property expenditures	(5,647)	(9,077)	(18,414)	(368,413)
Cash used in investing activities	(150,111)	15,923	(162,878)	(338,735)
Cash Flow from Financing Activities				
Proceeds from issuance of shares	-	-	1,650	-
Cash provided by financing activities	-	-	1,650	-
Increase (Decrease) in cash	(250,261)	(115,359)	(491,100)	(721,618)
Cash, beginning	405,469	822,946	646,308	1,429,205
Cash, ending	155,208	707,587	155,208	707,587
Supplementary Cash Flow Information:				
Non – cash transactions:				
Issuance of shares pursuant to mineral property purchase	-	-	-	-
Cash paid for:				
Interest	-	-	-	-
Income tax	-	-	-	-

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Golden Harp Resources Inc. (“the Company”) was incorporated on May 3, 2006 in the Province of British Columbia and is primarily engaged in the acquisition, exploration and development of mineral properties throughout Canada.

Going Concern

These financial statements have been prepared on the going concern basis, which assumes the Company will realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2010, the Company had working capital of \$280,270 (\$693,557 - June 30, 2009) and has incurred losses since inception of \$1,625,572 (\$1,273,095 – June 30, 2009). Should the Company be unable to continue as a going concern, significant adjustments to the asset values may be necessary. The ability of the Company to continue as a going concern is dependent upon the Company raising sufficient financing to complete exploration and development activities, the discovery of economically recoverable reserves, and upon future profitable operations or proceeds from disposition of resource property interests. The Company has not yet determined whether its mineral property interests contain economically recoverable resources. Management is also aware that significant material uncertainties exist related to current economic conditions that could cast doubt upon the Company’s ability to continue to finance its exploration activities. Management is not able to assess the likelihood or timing of improvements in the equity markets for raising capital for future acquisitions or expenditures. These uncertainties represent a liquidity risk and may impact the Company’s ability to continue as a going concern in the future.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) **Basis of presentation**

The interim financial statements of the Company have been prepared by management in accordance with Canadian GAAP and follow the same accounting policies and methods consistent with those used in the preparation of the most recent annual audited financial statements. The interim financial statements do not include all information and note disclosures required by Canadian GAAP for annual financial statements, and therefore should be read in conjunction with the Company’s audited financial statements for the year ended June 30, 2009.

b) **Recent Accounting Pronouncements**

In 2006, Canada’s Accounting Standards Board (AcSB) ratified a strategic plan that will result in the convergence of Canadian GAAP, as used by public companies, with International Financial Reporting Standards (“IFRS”) over a transitional period. The AcSB has developed and published a detailed implementation plan, with a changeover date for fiscal years beginning on or after January 1, 2011. The Company continues to monitor and assess the impact of Canadian GAAP and IFRS.

Other accounting pronouncements issued with future effective dates are either not applicable or are not expected to be significant to the financial statements of the Company.

c) **Comparative figures**

Certain comparative figures have been reclassified to conform to current year’s presentation. Such reclassification is for presentation purposes only and has no effect on previously reported results.

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

3. MINERAL PROPERTY

A summary of expenditures incurred relating to the Company's mineral property is as follows:

	March 31, 2010	Current expenditures	June 30, 2009	Current expenditures	June 30, 2008
Copper Hill Project, Ontario	- \$ -	- \$ -	- \$ -	- \$ -	- \$ -
Acquisition costs	3,272,394	-	3,272,394	20,000	3,252,394
Exploration expenditures:					
Accommodation & meals	81,515	-	81,515	18,191	63,324
Assay & soil sampling	166,623	1,740	164,883	59,578	105,305
Diamond drilling	479,891	-	479,891	165,984	313,907
Geochemical	32,661	-	32,661	-	32,661
Geological	205,260	5,974	199,286	49,449	149,837
Line cutting	74,192	-	74,192	-	74,192
Miscellaneous	48,316	9,058	39,258	16,321	22,937
Supervision	12,750	-	12,750	-	12,750
Surveys	292,814	-	292,814	34,985	257,829
Travel & transport	21,549	-	21,549	7,432	14,117
Wages - other	38,024	1,642	36,382	10,943	25,439
Option payment received	(158,000)	(104,500)	(53,500)	(53,500)	-
	1,295,595	(86,086)	1,381,681	309,383	1,072,298
Total	4,567,989	(86,086)	4,654,075	329,383	4,324,692

Copper Hill Project Ontario

Effective May 31, 2006 the Copper Hill Property was purchased from Acme Resources Inc. "ARI" (previously - International KRL Resources Corp.) At May 31, 2006 the Company was 100% owned by ARI. The acquisition price of \$3,200,000 was based on the valuation by an independent geologist. The payment on the property was completed by issuing 10,000,000 common shares of the Company to ARI at \$0.32 per share. Certain of the mineral claims are subject to net smelter return royalties ("NSR") varying from 1% to 3%. The Company is entitled to purchase all or part of the NSR depending on the agreements.

On June 1, 2009, the Company signed an agreement granting Benton Resources Corp. ("Benton") the option to acquire an initial 60% interest in the Block A portion of the Copper Hill Property, which represents 351 of the Company's 855 claim units by:

1. Paying the Company a total of \$75,000 in accordance with the following schedule:
 - a. \$25,000 received within five days of the effective date of the agreement (received);
 - b. \$25,000 received on or before the first anniversary of the effective date (received); and
 - c. \$25,000 to be received on or before the second anniversary of the effective date.
2. Issuing the Company a total of 550,000 common shares in the capital stock of Benton in accordance with the following schedule:
 - a. 150,000 common shares of Benton received within five days of the effective date of the agreement (received with a fair value of \$28,500);
 - b. a further 150,000 common shares of Benton received on or before the first anniversary of the effective date (received with a fair value of \$79,500); and
 - c. a further 250,000 common shares of Benton to be received on or before the second anniversary of the effective date.
3. Incurring a total of \$2,000,000 in exploration expenditures on the property as follows:
 - a. \$500,000 incurred on or before 12 months of the effective date (incurred);
 - b. a further \$750,000 to be incurred on or before 24 months of the effective date; and
 - c. a further \$750,000 to be incurred on or before 36 months of the effective date.

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

3. MINERAL PROPERTY (continued)

If Benton exercises the initial option, it will have 60 days to provide the Company with notice (“Second Option Notice”) of its intention to acquire a further 10% Interest in the property by:

- a) Paying the Company \$50,000 within five days of providing the Second Option Notice; and
- b) Incurring a further \$1,000,000 in costs on the property within 24 months of providing the Second Option Notice.

4. RELATED PARTY TRANSACTIONS

Except as disclosed elsewhere in these financial statements related party transactions incurred during the period ended March 31, 2010 are as follows:

- (a) Salary totalling \$79,217 (2009- \$105,178) were paid for services provided by the Chief Executive Officer of the Company. The balance owing at March 31, 2010 is \$Nil (2009 - \$2,500).
- (b) Management fees totalling \$18,000 (2009- \$19,500) were paid for services provided by the Chief Financial Officer of the Company. The balance owing at March 31, 2010 is \$Nil.
- (c) Consulting fees totalling \$8,333 (2009-\$Nil) were paid for services provided by a director of the Company. The balance owing at March 31, 3010 is \$Nil.
- (d) Director fees totalling \$8,590 (2009-\$16,490) were paid to four directors of the Company. The balance owing at March 31, 3010 is \$Nil.
- (e) The Company engaged a law firm of which a previous director of the Company is a partner for legal services. The total fees incurred from such services were \$64,904 (2009 - \$25,155). At March 31, 2010 \$1,059 (2009 - \$Nil) was due to this law firm.
- (f) The Company rented a house as the base for exploration programs on its Copper Hill Property at a cost of \$2,000 per month from a relative of a director. During the year ended June 30, 2009, a total of \$9,500 was paid to the related party for rent that has been capitalized as exploration expenditures. This arrangement was discontinued effective November 15, 2008 and the Company has a renewal agreement with a relative of a director to rent a storage and core cutting facility for \$750 per month. During the period \$6,750 (2009 - \$3,750) was paid to the related party for rent that has been capitalized as exploration expenditures. This agreement is month to month and may be cancelled by either party by providing sixty days notice. The balance owing at March 31, 3010 is \$Nil.
- (g) A former director of the Company believes to be entitled to \$169,464 from the Company. The Company has received a garnish order and this amount was transferred to the Court of Justice – Vancouver BC. The Company is in the process of defending it. The outcome is not yet determined.

Related party transactions have been recorded at their exchange amounts, which are the amounts agreed to by the related parties.

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

5. SHARE CAPITAL

(a) Common Shares

The authorized share capital of the Company consists of an unlimited amount of common shares without par value.

Issued share capital	Number of shares	- \$ -
Balance, June 30, 2008	24,673,042	6,345,828
Issued during the period:	-	-
Flow through tax benefits renounced to Investors (See flow-through shares below)	-	(232,620)
Balance, June 30, 2009	24,673,042	6,113,208
Issued during the period:	-	-
Warrants exercised	11,000	1,650
Balance, March 31, 2010	24,684,042	6,114,858

For the period ending March 31, 2010:

The Company issued 11,000 shares pursuant to warrants exercised at \$0.15 per share for proceeds of \$1,650.

For the year ending June 30, 2009:

There were no shares issued during the period.

The Company has adopted EIC-146, which is effective for all flow-through share transactions initiated after March 19, 2004. Canadian tax legislation permits a company to issue securities referred to as flow-through shares whereby the Company assigns the tax deductions arising from the related resource expenditures to the investors. When resource expenditures are renounced to the investors and the Company has filed the applicable documents with Canada Revenue Agency, a future income tax liability is recognized and the share capital is reduced. If the Company has sufficient unused tax losses carried forward to offset all or part of current years future income tax liability and no future income tax assets have been previously recognized for these losses, a portion of such unrecognized losses is recorded as income up to the amount of the future income tax liability that was previously recognized on the renounced expenditures.

During the year the Company renounced \$894,694 in flow through expenditures to investors resulting in a future income tax recovery of \$232,620.

(b) Escrowed Shares

Effective January 9, 2008, 1,281,682 common shares were voluntary placed in escrow pursuant to an escrow agreement. The escrow shares will be released in stages over three years, as follows:

128,168	shares released after March 4, 2008 (released);
192,252	shares to be released after September 4, 2008 (released);
192,252	shares to be released after March 4, 2009 (released),
192,252	shares to be released after September 4, 2009 (released)
192,252	shares to be released after March 4, 2010 (released);
192,252	shares to be released after September 4, 2010;
192,254	shares to be released after March 4, 2011;
<u>1,281,682</u>	Total

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

5. SHARE CAPITAL (continued)

(c) Warrants

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

	Number of shares - # -
Balance, June, 30, 2008	12,041,860
Issued during the period	-
Expired	(4,427,500)
Balance, June 30, 2009	7,614,360
Issued during the period	-
Exercised	(11,000)
Expired	(7,603,360)
Balance, March 31, 2010	-

As at March 31, 2010 the following share purchase warrants were outstanding:

	Number of warrants	Exercise price - \$ -	Expiry date
	-	N/A	-
	-		
	-		

(d) Stock Options

Under the Company's stock option plan, the Company may grant options to employees, consultants and directors when the number of shares that may be purchased under that option and all previously granted options, does not exceed 10% of the Company's issued shares at the time of grant. The exercise price of the options granted will be no less than 85% of the fair market value per share of common shares on the option grant date; and the maximum term of the options will be 10 years measured from the option grant date.

Details of stock options outstanding are as follows:

	Number of options	Exercise price - \$ -
Balance, June 30, 2008	2,507,638	
Granted	775,000	\$0.15
Expired	(207,142)	\$0.35
Balance, June 30, 2009	3,075,496	
Granted	175,000	\$0.13
Cancelled/Expired	(2,936,211)	\$0.10 - \$0.35
Balance, March 31, 2010	314,285	

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

5. SHARE CAPITAL (continued)

(d) Stock Options (continued)

As at March 31, 2010, the following options were outstanding:

	Number of options	Exercise price - \$ -	Expiry date
	89,285	0.35	July 31, 2011
	75,000	0.35	June 11, 2013
	75,000	0.10	June 9, 2014
	75,000	0.13	August 13, 2014
Balance, March 31, 2010	314,285		

The fair value of the stock options issued was determined using the following weighted average assumptions:

	March 31, 2010	June 30, 2009
Expected volatility	150%	90 – 100%
Risk-free interest rate	2.52%	2.34% - 2.77%
Expected life of options	5 years	5 years
Dividend rate	0%	0%

Total compensation cost of \$20,748 was recognized and expensed to operations for 175,000 Stock options granted during the period and compensation cost of \$3,170 was recognized for 37,500 stock options previously granted, that vested during the period.

(e) Contributed Surplus

	- \$ -
Balance, June 30, 2008	425,509
Fair value of options granted	67,510
Balance, June 30, 2009	493,019
Fair value of options granted	20,748
Fair value of options vested – granted previously	3,170
Balance, March 31, 2010	516,937

6. COMMITMENTS AND CONTINGENCIES

The Company is committed to aggregate premise lease payments of \$2,800 being \$700 per month for four months.

GOLDEN HARP RESOURCES INC.

NOTES TO THE FINANCIAL STATEMENTS

Nine months ended March 31, 2010

(UNAUDITED – PREPARED BY MANAGEMENT)

7. MANAGEMENT OF CAPITAL

The Company manages its capital structure, which is substantially represented by its cash resources and share capital, and makes adjustments to it depending on the funds available to the Company for acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The property in which the Company currently has an interest is in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out its planned exploration and pay for on-going general and administrative expenses, the Company will use existing working capital and expects to raise additional amounts through related party loans or private placements of its common shares as needed. The Company will continue to assess new properties and seek to acquire interests in additional properties if sufficient geologic or economic potential is established and adequate financial resources are available.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the small size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements and there were no significant changes in its approach to capital management during the period ended March 31, 2010.

8. RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks as follows:

1. Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash accounts. This risk is managed through the use of a major financial institution, which has high credit quality as determined by the rating agencies.
2. Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash account affected by changes in short term interest rates will be minimal.
3. Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its payment obligations.

9. SUBSEQUENT EVENTS

There have been no material subsequent events since March 31, 2010.



GOLDEN HARP

R E S O U R C E S I N C

GOLDEN HARP RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
FOR THE NINE MONTHS ENDED MARCH 31, 2010

INTRODUCTION

Golden Harp Resources Inc. was incorporated in the Province of British Columbia on May 3, 2006 and is extra-provincially registered in the Province of Ontario and the Province of Alberta. It is engaged in the acquisition, exploration and development of Canadian mineral properties. The Company is currently exploring for gold and base metals on its Copper Hill Property in Northern Ontario. The Company is a reporting issuer in British Columbia, Alberta and Ontario and its shares trade on the TSX Venture Exchange under the symbol GHR.

The following management discussion and analysis (MD&A) of the financial position of Golden Harp Resources Inc. (“Golden Harp” or “Company”) and results of operations should be read in conjunction with the interim financial statements for the third quarter ended March 31, 2010 as well as the MD&A and the annual audited financial statements and accompanying notes for the year ended June 30, 2009. The unaudited interim financial statements together with the following MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance.

FORWARD LOOKING STATEMENTS

This MD&A may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming operation and exploration plans and business development plans. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Forward looking statements are usually identified by our use of certain terminology, including but not limited to “will”, “believes”, “may”, “expects”, “should”, “seeks”, “anticipates” or “intends” or by discussions of strategy or intentions.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove to be incorrect, our actual results may vary materially from those expected, estimated or projected. Forward-looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.

This MD&A includes material occurring up to and including May 20, 2010. Golden Harp is classified as a “venture issuer” for the purposes of National Instrument 51-102.

OVERALL PERFORMANCE

Golden Harp’s Copper Hill property is located 100 kilometres south of Timmins, between Shining Tree and Gowganda, 87 kilometres southwest of Kirkland Lake along Highway 560 in Northern Ontario, Canada. It consists of 855 contiguous claim units covering approximately 145 square kilometers in the Larder Mining District of the prolific Abitibi Greenstone Belt. There are a number of high priority gold and base metal targets on the property, which require further evaluation.

Historical work to date on the various gold occurrences has shown that there is good potential for the property to host both narrow-vein, high-grade targets and near-surface, bulk tonnage targets. The property also hosts a number of base metal occurrences in and around the Copper Hill Zone. Further, there are also numerous additional gold and base metal occurrences, which have received limited or no exploration and require evaluation.

The property is 100%-owned subject to certain mineral claims, which are subject to net smelter royalties (“NSR”) varying from 1% to 3%. The Company is entitled to purchase all or part of the NSRs depending on the underlying option agreements.

Golden Harp management has been focused on efficiently and cost-effectively maximizing the potential of its substantial land holdings. Its corporate strategy involves both exploring areas of the property that have not yet been evaluated and the

advancing other portions of the project that have had some exploration and drilling through partners who can participate and finance ongoing exploration activities on those areas, thereby offsetting Golden Harp's exploration risk. This serves to limit the equity dilution associated with financing those activities, over the entire 145 square km property, without stretching its efforts and capital too thinly.

The Company entered into an option agreement with Benton Resources Inc. on the Block A ground in June, 2009. The Block A Property represents 351 of the 855 claim units in the northeastern portion of the Company's claim block. Benton may earn up to a 70% interest by spending \$3 million in exploration, issuing the Company cash and common shares of Benton. Further details can be found in the audited annual financial statements for the period ended June 30, 2009.

During the first quarter of 2010, the bulk of the exploration and drilling conducted on the Copper Hill Property focused on the Block A Option Ground. Benton Resources conducted both exploration and drilling programs with a particular focus on the Cook and MC gold zones and the area between them. Results from the geophysical surveys, soil sampling and prospecting programs and the drill programs delivered encouraging results. During the second quarter of 2010, Benton continued its exploration and drilling between the Cook and the MC gold zones. Exploration activities included soil sampling and an additional 3,600 meter diamond drilling program. Results continue to be encouraging and it is expected that additional drilling will be completed during the third quarter.

Benton initiated the third phase of diamond drilling on the Copper Hill Block A property during the third quarter of 2010. The program was designed to test beneath the surface mineralization of the Crocker zone and the low bulk tonnage potential of the MC zone. Benton also announced the results of the third phase program during the quarter.

Golden Harp is now focused on advancing the other key gold and base metal targets on the remaining 60% of the project not included in the Block A Option agreement. During the first quarter of the fiscal year, Golden Harp initiated a prospecting and soil sampling program on the projected strike extensions of the Golden Sylvia and Copper Hill targets. Twelve areas of interest over this strike extent were developed initially by various geophysical surveys over approximately 10 km of strike. Through this prospecting program, a number of gold targets were prioritized for future drilling, subject to the availability of financing.

In addition, favourable exploration surveys and drilling by Benton at the Cook Zone has focused Golden Harp's efforts on the claims immediately adjacent to the western boundary of the Block A ground where Golden Harp's 100% interest lands, host approximately 3.2 km of ultramafics; an environment similar to the Cook and MC Zones.

RESULTS OF OPERATIONS - MINERAL PROPERTY

Golden Harp Exploration:

During the first quarter, Golden Harp completed a prospecting program to advance and prioritize targets for a future drill program. Approximately twelve areas of interest associated with induced polarization (IP) targets and/or magnetic anomalies were examined. On the west shore of North Foley Lake a strongly sheared and heavily carbonate altered quartz vein porphyritic intrusive was identified on the south side of a strong IP anomaly covered by low lying ground. The North Foley IP target appears to be related to a historical drill hole (CH05-14) under North Foley Lake a short distance east of the Golden Harp IP zone. Hole CH05-14 ended prematurely in disseminated sulphide mineralization hosted within altered leucoxene mafics marking the start of a new gold zone. Historical assays near the end of this hole returned 1.1 g/t gold over 1.4 metres from 347.1 to 348.5 metres, and the last metre of the hole assayed 1.35 g/t gold from 350 to 351 metres. At this time there is a distinct possibility that the IP target adjacent to the porphyry intrusive is representative of the strike extension of the new gold zone found at the bottom of CH05-14. Further drilling is required to fully evaluate this priority target. Further, sulphide zones with limited exposure were noted on two of the priority geophysical target areas and these zones returned anomalous gold values. Drilling is warranted to definitively evaluate these targets. The Company did not conduct any additional exploration during the third quarter of 2010.

Benton Resources Exploration on the Block A Option Ground:

During the first quarter, Benton continued an aggressive exploration program and began its second drill program on the Block A ground. The drill program was designed to follow up on the previously released high-grade results from the Cook Zone and to test the strike length of the MC Zone. The Cook Zone was subject to the first three holes. The remaining bulk of the drilling was focused on the MC Zone where exploration programs during the summer of 2009 identified a strike extensive coincident induced polarization chargeability response and soil geochemical anomaly up to 900 metres long where individual samples returned greater than 0.5 g/t gold with the highest value returning 5.11 g/t gold. This target occurs along strike to the north west of the MC Zone where diamond drilling in 2008 by Golden Harp intersected 3.6 g/t gold over 9.0m (including 14.29 g/t Au over 2.0m) from hole GH-019. A substantial drill program is planned to systematically test the new coincident soil and IP anomaly and the MC Zone. Prospecting and geological mapping programs continued concurrently.

Benton's exploration program also identified a new gold zone (the Crocker Zone) with assay results of up to 9.65 grams per tonne (gpt) gold (Au) from surface grab samples. A total of 20 samples were collected over a strike length of 340 metres (m) with values ranging from 0.012 gpt to 9.65 gpt Au. Five of the samples returned gold values of greater than 2.0 gpt Au (9.65, 9.50, 6.07, 2.27 and 2.24 gpt Au) while 9 samples returned values ranging from 0.15 to 0.81 gpt Au. This new zone is located approximately 300m north of the MC zone. Like the MC zone, the Crocker Zone is hosted within pyrite-rich green carbonate altered ultramafic volcanic rocks.

During the second quarter Benton Resources issued the drill results from the Phase 2 drill program on the Block A option ground. A compilation of Phase 1 and Phase 2 results for holes GH09-01 to GH09-10 on the Cook Zone identified a bulk tonnage gold target which includes intercepts of 1.69 gpt gold over 37.6 meters from GH09-01, 2.05 gpt gold over 45.1 metres from GH09-02, 1.36 gpt gold over 15 metres from GH09-09 and 0.92 gpt gold over 27 meters in GH09-10. See NR, November 20, 2009 for further details.

In addition, drilling identified wide zones of highly anomalous gold mineralization from the MC zone as well as from several Induced Polarization (IP) and soil geochemical targets located between the Cook and MC zones.

The Phase Two drill program included; three holes (GH09-08 to GH09-10) which tested the Cook zone, three holes (GH09-21 to GH09-23) which tested the MC zone and 11 holes (GH09-11 to 20 and GH09-23) which tested various IP and soil geochemical exploration targets located between the Cook and MC zones.

The Phase Three drill program focused on the bulk tonnage target at the Cook zone, the newly discovered Crocker zone, (surface grab samples of up to 9.7 gpt gold) and additional testing of the anomalous gold mineralization intersected in the Phase Two drill campaign. Benton issued drill results from the Phase 3 drill program on Block A during the current quarter. The 12 hole, 2,852 meter drill program consisted of a series of stratigraphic fences designed to test a wide area of low grade gold mineralization and alteration associated with the MC and Crocker zones. This altered and mineralized stratigraphy is over 300 meters in width and is bounded by two north-northwest faults splaying off of the Hydro Creek fault. Previous drilling by Golden Harp Resources (GH drill holes) and by Benton (GH09 drill holes) have intersected significant intervals of gold mineralization including 0.90 gpt Au over 43.8 meters (GH-25), 0.62 gpt Au over 28.3 meters (GH-23), 4.5 gpt Au over 7.0 meters and 0.68 gpt Au over 20.5 meters (GH-19) and 0.43 gpt Au over 56 meters (GH09-22). The drilling program was cut short due to the spring breakup.

The exploration and drilling on the Block A Option to date continues to be encouraging as these programs have clearly identified a large gold-bearing alteration system with the potential to host significant gold mineralization.

The Block A Option Agreement with Benton continues to deliver encouraging results and an ongoing stream of news for Golden Harp shareholders. In addition, to accelerating exploration activity at the Copper Hill property, the assessment costs of carrying the extensive 145 square kilometer Copper Hill Project have been significantly reduced.

The technical information regarding the Benton Resources Corp. exploration results is extracted from press releases issued by Benton Resources Corp. Although Golden Harp believes the information included in the press release to be generally reliable, the data has not been independently verified and Golden Harp does not assume any liability for the accuracy or completeness of such information.

RESULTS OF OPERATIONS - FINANCIAL

For the nine months ended March 31, 2010 the net loss was \$352,477, compared with \$419,865 for the same period the previous year, a decrease of \$67,388. Most administrative categories demonstrated decreased expenditures in the compared with the same period in 2009. Significant line item changes during the year were as follows:

- Salaries, management, consulting and director's fees were \$142,622 for the nine months ended March 31, 2010 compared with \$222,462 for the nine months ended March 31, 2009, a decrease of \$79,840.
- Office and general expenses were \$9,728 during Q3-2010 compared with \$13,841 in Q3-2009. The decrease of resulted from cost cutting measures implemented by management.
- Professional fees were \$20,259 in Q3-2010 compared with \$9,942 in Q3-2009. The increase quarter over quarter resulted mainly from increased legal fees.

SUMMARY OF QUARTERLY RESULTS

	Mar 31, 2010	Dec 31, 2009	Sept 30, 2009	June 30, 2009	Mar 31, 2009	Dec 31, 2008	Sep 30, 2008
Total Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(83,430)	(116,306)	(152,741)	(158,217)	(116,241)	81,272	(152,276)
Net income (loss) per share (Basic and diluted)	(0.003)	(0.005)	(0.006)	(0.006)	(0.005)	0.003	(0.006)

For each of the above periods, the Company had no revenue. A tax recovery of \$232,620 was recorded in the second quarter of fiscal 2009.

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period. Other than the descriptions regarding administrative costs already discussed, management of Golden Harp does not believe that meaningful information about the Company's operations can be derived from an analysis of quarterly fluctuations in any more detail than presented herein.

The Company's financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The Company's significant accounting policies are set out in Note 2 of the audited annual financial statements for the year ending June 30, 2009 and Note 2 to the interim financial statements for the period ending March 31, 2009. All financial amounts are in Canadian dollars.

The audited annual financial statements have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations as disclosed in Note 1 of the year end financial statements.

LIQUIDITY AND CAPITAL RESOURCES

The Company has adequate capital to meet administrative requirements for the fiscal year ended June 30, 2010. After this date, the Company will need to raise additional capital for general administration and to continue exploration on the property.

As at March 31, 2010, current assets were \$155,208 consisting of \$155,208 in cash, \$142,500 in marketable securities and the remainder in Amounts Receivable and Prepaid Expenses. Current liabilities for the period totaled \$24,536, which consisted of Accounts Payable. As at March 31, 2010, the Company had working capital of \$280,270 which management considers sufficient to continue operations for the current fiscal year.

For the three months ended March 31, 2010, net cash used in operating activities was \$100,150, net cash invested in Garnished Funds were \$169,464 and net cash invested in exploration on its mineral property was \$5,647. \$25,000 was received pursuant to the Benton option bringing the net investing activities for the quarter to \$150,111. No financing activities took place during the quarter. Including the Garnished Funds, the Company realized a net decrease of \$250,261 from the Company's cash position at December 31, 2010.

The increase in value of mineral interests of \$18,411 reflects exploration expenditures incurred at the Copper Hill Property during the nine month period. See Note 3 accompanying the interim financial statements for the period ended March 31, 2009 for further details on the expenditures.

The Company owns a 100% interest in the Copper Hill property subject to outstanding NSR's. It has met all the terms of the various contract agreements for the Copper Hill property, above and beyond the exploration work required to keep the property in good standing. The exploration work completed during fiscal 2009 and the first nine months of fiscal 2010 generated significant assessment credits to keep the claims in good standing for the fiscal year ahead.

On March 20, 2010, the company was served with a garnishing order before judgement from the Company's prior president and chief executive officer, Natasha Blackburn. Ms. Blackburn resigned from the Company on February 1, 2010 (see Stockwatch Press Release). Subsequent, Ms. Blackburn alleges that she was constructively dismissed by the current management and board of the Company. The Company disputes these allegations and intends to vigorously defend itself against Ms. Blackburn.

There are no other known demands, commitments, events or uncertainties that would adversely affect the trends and expected fluctuations in the Company's liquidity. However, at this time, the Company does not own any operating mines and has no operating income/sales from mineral production. Funding for operations is raised primarily through equity financings. Realization of the carrying value of mineral interests is dependent upon funding, the ability of the Company and third parties to bring mineral interests into profitable production, or recovery from sale. In the longer term, in order to continue operations, the Company will need to raise additional capital through equity financings. There is no guarantee that financing will be available on terms acceptable to the Company, given the current climate in the financial markets and reduced availability of funding.

The Company has no material debt obligations, other than short-term liabilities incurred in the normal monthly activities of exploration and administration. The Company has no long-term debt.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would potentially affect current or future operations, or the financial condition of the Company.

RELATED PARTY TRANSACTIONS

Related party transactions are described in Note 4 accompanying the interim financial statements for the period ended March 31, 2009. Rates for the services provided by the related party transactions represent normal commercial rates.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the interim financial statements for the quarter ended March 31, 2009.

FUTURE ACCOUNTING POLICIES

Basis of presentation

The interim financial statements of the Company have been prepared by management in accordance with Canadian GAAP and are presented in Canadian dollars. The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The financial statements have, in management's opinion, been properly prepared using careful judgment within reasonable limits of materiality. These interim financial statements should be read in conjunction with the recent annual audited financial statements. The significant accounting policies follow that of the most recently reported annual audited financial statements for the year ended June 30, 2009.

Recent Accounting Pronouncement, Not Yet Adopted

In 2006, Canada's Accounting Standards Board (AcSB) ratified a strategic plan that will result in the convergence of Canadian GAAP, as used by public companies, with International Financial Reporting Standards ("IFRS") over a transitional period. The AcSB has developed and published a detailed implementation plan, with a changeover date for fiscal years beginning on or after January 1, 2011. The Company continues to monitor and assess the impact of Canadian GAAP and IFRS.

Accordingly, the Company will report interim and annual financial statements (with comparatives) in accordance with IFRS beginning with the quarter ended September 30, 2011. The Company has commenced the development of an IFRS implementation plan to prepare for this transition, and is currently in the process of analyzing the key areas where changes to current accounting policies may be required. While an analysis will be required for all current accounting policies, the initial key areas of assessment will include:

- Exploration and development expenditures;
- Property, plant and equipment (measurement and valuation);
- Provisions, including asset retirement obligations;
- Stock-based compensation;
- Accounting for joint ventures;
- Accounting for income taxes; and
- First-time adoption of International Financial Reporting Standards (IFRS 1).

As the analysis of each of the key areas progresses, other elements of the Company's IFRS implementation plan will also be addressed, including: the implication of changes to accounting policies and processes; financial statement note disclosures; information technology; internal controls; contractual arrangements; and employee training. The summary below the expected timing of activities related to the Company's transition to IFRS.

- Initial analysis of key areas for which changes to accounting policies may be required – In progress now.
- Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes of those with accounting policy alternatives - Throughout 2010.
- Assessment of first-time adoption (IFRS 1) requirements and alternatives - Throughout 2010.
- Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives - Complete.
- Resolution of the accounting policy change implications on information technology, internal controls and contractual

agreements - Complete.

- Management and employee education and training - Throughout the transition process.
- Quantification of the Financial Statements impact of changes in accounting policies - Throughout 2010.

Other accounting pronouncements issued with future effective dates are either not applicable or are not expected to be significant to the financial statements of the Company.

RISKS AND UNCERTAINTIES

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to the Company, recognizing that it may be exposed to other additional risks from time to time

- Limited business history of the Company, including lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues
- Federal and provincial political risk
- Commodity price risk
- Financial markets

The Company is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

FINANCIAL INSTRUMENTS

The carrying value of cash and cash equivalents, short term investments, accounts receivable and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial assets that may be exposed to credit risk consist primarily of cash and cash equivalents, which are placed with a major Canadian financial institution, primarily in guaranteed investment certificates. None of the funds are invested in asset backed commercial paper type securities.

The Company's functional currency is the Canadian dollar and the Company does not operate in foreign jurisdictions, which could give rise to exposure to market risk from foreign currency rate changes.

ADDITIONAL INFORMATION

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com). No securities commission or regulatory

authority has reviewed the accuracy or adequacy of the information presented herein.

DISCLOSURE BY VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the interim financial statements for the period ended March 31, 2009 to which this MD&A relates. An analysis of the material components of the acquisition and deferred exploration costs of the Company's mineral property is disclosed in Note 4 to the interim financial statements for the nine months ended March 31, 2009 to which this MD&A relates.

SHARE CAPITAL

At May 20, 2010, the Company had the following number of securities outstanding:

Securities	Number	Exercise Price	Expiry date
Common shares issued and outstanding	24,673,042	N/A	N/A
Share purchase warrants	Nil	N/A	N/A
Stock options	314,285	\$0.10 to \$0.35	July 31, 2011-August 14, 2014
Fully diluted share capital	24,998,327	N/A	N/A