



**British Columbia
Securities Commission**

QUARTERLY AND YEAR END REPORT

FORM 51-901F

(Previously Form 61)

ISSUER DETAILS NAME OF ISSUER GFM RESOURCES LIMITED		FOR QUARTER ENDED 2001/12/31	DATE OF REPORT Y M D 2002 04 30	
ISSUER'S ADDRESS SUITE 2000 - 1066 WEST HASTINGS STREET				
CITY VANCOUVER	PROVINCE BC	POSTAL CODE V6E 3X2	ISSUER'S FAX 604-806-6112	ISSUERS TELEPHONE NO 604-806-6110
CONTACT PERSON S. MIRANDA		CONTACT'S POSITION ADMINISTRATION, VANCOUVER OFFICE		CONTACT TELEPHONE NO 604-806-6110
CONTACT EMAIL ADDRESS info@gfm-resources.com		WEB SITE ADDRESS N/a		

CERTIFICATE

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

DIRECTOR'S SIGNATURE ➤ (Signed) "Fernando Rivero"	PRINT FULL NAME FERNANDO RIVERO	DATE SIGNED Y M D 2002 04 30
DIRECTOR'S SIGNATURE ➤ (Signed) "Lizardo Galvan"	PRINT FULL NAME LIZARDO GALVAN	DATE SIGNED Y M D 2002 04 30

GFM RESOURCES LIMITED

SCHEDULE B

To accompany the audited financial statements
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1. ANALYSIS OF EXPENSES AND DEFERRED COSTS:

DEFERRED EXPENDITURES: NIL; the Company did not incur any deferred expenses or costs during the period.

EXPLORATION EXPENSES: NIL.

GENERAL AND ADMINISTRATIVE EXPENSES: During fiscal period, \$59,196 was spent on general administration of the Company, as follows:

Concept	Amount	Percentage
Administration and accounting (*)	25,339	42.81%
Audit fees (accrued)	5,400	9.12%
Legal fees	8,305	14.03%
Consulting fees	1,500	2.53%
Filing and transfer agent fees	6,949	11.74%
Office rent	6,600	11.15%
Other office-related costs	4,160	7.03%
Other expenses	943	1.59%
Total	59,196	100.00%

* Note: \$24,664 was paid to a single vendor for office administration, and \$675 to the company's auditors for preparing the annual income tax return.

2. RELATED PARTY TRANSACTIONS

Please refer to notes #4, #6 and #10 to the audited financial statements for the fiscal year ended December 31, 2001.

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3. SUMMARY OF SECURITIES ISSUED AND OPTIONS GRANTED DURING THE PERIOD

A. Securities issued during the period:

Type of shares	Number of shares	Price per share	Total cash consideration	Commissions Paid	Legal Costs	Date issued	Type of Issue
Common (cancellation)	(318,750)	\$0.01	(\$3,187.50)	\$0.00	\$0	Mar 09, 2001	Private In Escrow
Common	750,000	\$0.01	\$7,500.00	\$0.00	\$106	Mar 09, 2001	Private In Escrow
Total	431,250	\$0.01	4,312.50	\$0.00	\$106		

Note: during the period, the Company cancelled 318,750 previously issued escrowed shares and proceeded to issue 750,000 new escrowed shares at \$0.01. The net balance of the transaction resulted in Grupo's payment of \$4,312.50. This amount was applied to reduce the loans owing to Grupo. This transaction was previously authorized by the then Vancouver Stock Exchange in 1998, but had not been executed due to an administrative oversight

B. Options granted during the period:

NIL.

C. Warrants granted during the period:

NIL

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4. SUMMARY OF SECURITIES AT THE END OF THE REPORTING PERIOD:

A. Authorized and issued share capital:

Class of shares	Par value	Authorized number	Issued amount	Issued value
Common	No	Unlimited	5,239,856	\$ 1,433,332

B. Options and warrants outstanding at the end of the period:

Type of security	Number of shares	Exercise price	Date granted	Expiry date
Options to buy common shares	420,000	\$0.25	2000-06-26	2005-6-25
Share purchase warrants	NIL			

C. Shares in escrow or subject to pooling as at the end of the period:

750,000 escrowed shares

Subject to pooling: Nil

5. DIRECTORS AND OFFICERS

Bernardo Canales

Director

Lizardo Galvan

Director

Fernando Rivero

Director, President and Chief Executive Officer

Jose Antonio Rivero

Director and Chief Financial Officer

Stephen Wortley

Corporate Secretary

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Description of business:

Please refer to note #1 to the audited financial statements for fiscal year ended December 31, 2001.

Discussion of Operations and Financial Conditions:

During the period, the Company, together with most other exploration companies, suffered as a result of significantly lower commodity prices. In the result, Management decided to put exploration projects "on hold" for most of 1998, 1999, 2000 and 2001. Management continued to explore financing opportunities together with its controlling shareholder, Grupo Ferrominero S.A. de C.V. ("Grupo"). Grupo, through Compañía Minera Autlán S.A. de C.V. ("Autlan") remains active in manganese operations in Mexico and South America and continues to have access to a broad portfolio of resource properties, which will be reviewed by Management of the Company for potential acquisition and exploration, assuming financing is available.

Also during the period, management commissioned an external consultant with a study aimed at obtaining input in regarding viable ways to reactivate the company as required by TSX Venture Exchange (formerly CDNX) Policy 2.6. The recommendations of such study were assessed by management and taken into consideration for the Company's reactivation business plan described hereunder.

On November 9, 2001, the Company submitted to the TSX Venture Exchange a reactivation business plan pursuant to TSX Venture Exchange policy 2.6, proposing a resource property and working capital. The TSX Venture Exchange acknowledged receipt pending further analysis of such business plan.

Subsequent events:

Subsequent to the end of the fiscal year, the Company has begun the implementation of its reactivation business plan. On January 17, 2002, the Company announced through press release the main aspects of its reactivation business plan, and made a filing pursuant to TSX Venture Exchange policy 5.1 indicating the amounts received from Grupo as loans and conditions thereto.

Also as part of the reactivation plan, the company announced on January 24, 2002 that the then current debt to Grupo would be paid through a shares-for-debt transaction pursuant to TSX Venture Exchange policy 4.3. The required filing was made on February 21, 2002 and was approved by the TSX Venture Exchange on February 27, 2002. The Company proceeded to issue 945,160 common shares to Grupo at a deemed price per share of \$0.15, in repayment of the loans amounting to \$141,774.

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On March 18, 2002, the Company announced that it had agreed with Grupo to a private placement of 833,333 units at \$0.12 per unit. Each unit consisting of one common share and one attached non-transferrable share purchase warrant exercisable at \$0.15 for a period of two years from the closing of the placement. The \$100,000 raised through this private placement will be used for exploration and general administration expenses. This transaction pursuant to TSX Venture Exchange policy 4.1 received preliminary approval from the TSX Venture Exchange on April 2, 2002 and is expected to close by May 15, 2002.

Among the pending short-term steps of the reactivation plan is the acquisition or option of rights to the Atexcaco mineral property in Mexico, pursuant to TSX Venture Exchange policy 5.3. The Company and Grupo are evaluating the best possible way to conduct this transaction in a manner that will be beneficial for both the Company and Grupo.

It is expected that as soon as funding is received and the property rights are duly acquired or optioned, the Company will begin to conduct exploration work on the Atexcaco property.

Financings, Principal Purposes and Milestones

As the company has been inactive, there are no milestones to compare with at this point.

Liquidity and Solvency

As at the end of the period, there was working capital of \$243. Note that this amount does not include any loans due to Grupo. Given the present level of ongoing obligations and expenses, the Company must rely on the continued financial support from Grupo in order to meet its operational obligations for the foreseeable future.

On behalf of the board of Directors

GFM RESOURCES LIMITED

(Signed) Fernando Rivero

Fernando Rivero
President and Chief Executive Officer

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The Company has entered into no investor relations contracts. Shareholder and investor inquiries may be directed to Mr. Salvador Miranda at (604) 806-6110, fax: (604) 806-6112, or email: info@gfm-resources.com.