

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended September 30, 2001

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number \_\_\_\_\_

INTERUNION FINANCIAL CORPORATION

\_\_\_\_\_  
(Exact name of small business issuer as specified in its charter)

Delaware

87-0520294

\_\_\_\_\_  
(State or other jurisdiction of  
Incorporation or organization)

\_\_\_\_\_  
(IRS Employer Identification No.)

1232 N. Ocean Way, Palm Beach, FL

33480

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

(561) 845 -2849

(561) 844 - 0517

\_\_\_\_\_  
(Issuer's telephone number)

\_\_\_\_\_  
(Issuer's telecopier number)

\_\_\_\_\_  
(Former name, former address and former fiscal  
year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by section 13 or 15(d) of the Exchange Act during the past 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15 (d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: \$0.001 Par Value Common Shares - 1,899,974 as of September 30, 2001.

Transitional Small Business Disclosure Format (Check One) Yes  No

PART I - FINANCIAL STATEMENTS

ITEM 1 - FINANCIAL STATEMENTS

INTERUNION FINANCIAL CORPORATION  
CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE PERIODS ENDED SEPTEMBER 30, 2001

<TABLE>  
<CAPTION>

	Three Months Ended		Six Months Ended	
	30-Sep-01	30-Sep-00	30-Sep-01	30-Sep-00
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
REVENUE				
Investment Banking		0	26,972	0
Interest Income	13,136	46,621	13,622	46,898
	-----	-----	-----	-----
	13,136	73,593	13,622	316,097
	-----	-----	-----	-----
EXPENSES				
Selling, General & Administration		8,187	239,988	23,570
Amortization & Depreciation		0	254	0
Foreign Exchange Loss (Gain)		0	45,805	0
Writedown in Investment		0	30,090	0
Interest Expense	2,029	17,187	2,029	0
	-----	-----	-----	-----
	10,216	333,324	25,599	354,427
	-----	-----	-----	-----
LOSS BEFORE EQUITY IN NET LOSS OF UNCONSOL. AFFILIATES			2,920	(259,731)
EQUITY IN NET LOSSES OF UNCONSOLIDATED AFFILIATES			(72,690)	(88,546)
	-----	-----	-----	-----
LOSS FROM CONTINUOUS OPERATIONS			(69,770)	(348,277)
PROFIT (LOSS) FROM DISCONTINUED OPERATIONS			0	454,228
GAIN (LOSS) ON DISPOSAL OF DISCONTINUED ASSETS / SUBSIDIARY			0	(1,413,686)
	-----	-----	-----	-----
NET PROFIT (LOSS) FOR THE PERIOD			(69,770)	(1,307,735)
	=====	=====	=====	=====
EARNINGS (LOSS) PER COMMON SHARE - Basic and Diluted				
Common Shares outstanding		1,899,937	1,899,974	1,899,974
Weighted Average Common Shares Outstanding		1,899,974	481,459	1,899,974
EPS - From Continuing Operations (Basic)		(0.037)	(0.723)	(0.090)
EPS - From Dispossession / Discontinuation		0.000	(1.993)	0.000
EPS - Net Profit (Loss)		(0.037)	(0.688)	(0.090)

</TABLE>

See Accompanying Notes to Unaudited Consolidated Financial Statements

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PART I - FINANCIAL STATEMENTS

ITEM 1 - FINANCIAL STATEMENTS

INTERUNION FINANCIAL CORPORATION  
CONSOLIDATED BALANCE SHEET  
AS AT SEPTEMBER 30, 2001

<TABLE>  
<CAPTION>

	As at September 30		As at March 31	
	2001	2000	2001	2000
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
CURRENT ASSETS:				
Cash and cash equivalent		21,923	1,793	7,356
Receivables	0	64,028	0	68,239
Receivable from Affiliates		67,928	0	54,792
Refundable Income Taxes		835	7,502	7,502
		71,627		27,555
		6,709		6,709

Prepaid expenses and other current assets	5,400	14,949	5,400	7,434
Notes receivable	0	0	1,001,414	
Assets from Discontinued Operations	0	0	0	3,996,413
	-----	-----	-----	-----
Total Current Assets	96,085	88,272	75,050	5,179,391

NON-CURRENT ASSETS:

Property & equipment, net	0	5,080	0	3,518
Notes receivable, non-current portion	878,150	1,483,607	878,150	633,286
Investment in unconsolidated affiliates	2,031,232	3,088,847	2,191,135	3,639,680
Assets from Discontinued Operations	0	0	0	266,654
	-----	-----	-----	-----
Total non-current assets	2,909,382	4,577,534	3,069,285	4,543,138
	-----	-----	-----	-----
TOTAL ASSETS	3,005,467	4,665,806	3,144,335	9,722,529
	=====	=====	=====	=====

LIABILITIES

CURRENT LIABILITIES:

Accounts payable and accrued liabilities	70,185	72,974	89,130	370,980
Due to affiliates	3,399	1,405	3,399	0
Note Payable, current portion	111,958	0	60,000	0
Liabilities from Discontinued Operations	0	0	0	3,477,724
	-----	-----	-----	-----
Total Current liabilities	185,542	74,379	152,529	3,848,704

NON-CURRENT LIABILITIES:

OTHER LIABILITIES

NOTES PAYABLE, Longterm Portion		227,193	860,479	227,193	633,287
Total Liabilities	412,735	934,858	379,722	4,481,991	

SHAREHOLDER'S EQUITY:

Capital Stock and additional paid-in capital	10,616,293	10,616,293	10,616,293	10,766,293
Accumulated translation adjustment	0	0	0	37,439
Retained Earnings (Deficit)	(8,023,561)	(6,885,345)	(7,851,680)	(5,563,194)
Total Shareholder's Equity	2,592,732	3,730,948	2,764,613	5,240,538
	-----	-----	-----	-----
Total Liabilities and Shareholder's Equity	3,005,467	4,665,806	3,144,335	9,722,529
	=====	=====	=====	=====

</TABLE>

See Accompanying Notes to Unaudited Consolidated Financial Statements

PART I - FINANCIAL STATEMENTS

ITEM 1 - FINANCIAL STATEMENTS

INTERUNION FINANCIAL CORPORATION  
CONSOLIDATED STATEMENT OF OPERATIONS  
AS AT SEPTEMBER 30, 2001

<TABLE>

<CAPTION>

	As at September 30		As at March 31	
	2001	2000	2001	2000
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
CAPITAL STOCK AND ADDITIONAL PAID -IN CAPITAL				
Class A Preferred Stock, \$0.10 par value				
Authorized - 1,500,000 shares				
		0	0	150,000
Class B Preferred Stock, \$0.10 par value				
Authorized - 1,000 shares				
		0	0	0
Class C Preferred Stock, \$0.10 par value				
Authorized - 1,000 shares				

Issued and outstanding - None	0	0	0	0	
Common Stock, \$0.001 par value					
Authorized - 5,000,000 in 2001 & 2000					
Issued and outstanding - 1,899,974 in 01; 4,243,123 in 00	18,999	153,999	18,999	4,243	
Additional Paid-in Capital	10,597,294	10,462,294	10,597,294	10,612,050	
CUMULATIVE TRANSLATION ADJUSTMENT		0	0	0	37,439
ACCUMULATED DEFICIT	(8,023,561)	(6,885,345)	(7,851,680)	(5,563,194)	
Total Shareholders' Equity	2,592,732	3,730,948	2,764,613	5,240,538	
TOTAL LIABILITIES & SHAREHOLDERS'S EQUITY		3,005,467	4,665,806	3,144,335	9,722,529

</TABLE>

See Accompanying Notes to Unaudited Consolidated Financial Statements

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## PART I - FINANCIAL STATEMENTS

### ITEM 1 - FINANCIAL STATEMENTS

#### INTERUNION FINANCIAL CORPORATION CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE PERIODS ENDED SEPTEMBER 30, 2001

<TABLE>

<CAPTION>

	Six Months Ended		Twelve Months Ended			
	30-Sep-01	30-Sep-00	31-Mar-01	31-Mar-00		
<S>	<C>	<C>	<C>	<C>		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Net loss from Continuing Operations		(171,881)	(1,359,590)	(1,903,693)	(3,466,622)	
Net loss from Disposition / Discontinuing Operations			0	0	(422,232)	(132,822)
Total:	(171,881)	(1,359,590)	(2,325,925)	(3,599,444)		
Adjustment to reconcile net profit (loss) to net cash provided by (used in) operating activities						
Depreciation and amortization	0	507	5,588	1,165,392		
Equity and net loss on investment	159,904	265,743	1,163,455	1,021,500		
Non cash expenses (income)	(13,136)	924	212,510	387,633		
Net loss from discontinued operations	0	(358,169)	422,232	0		
Writedown of Notes Receivable	0	0	633,286	0		
Loss on disposal of Asset (Subsidiary)			1,413,686			
Loss (gain) in marketable securities	0	0	27,379	1,255,987		
	(25,113)	(36,899)	138,525	231,068		
Changes in operating assets and liabilities:						
Increase (decrease) in due to/from brokers and dealers, net		0	3,237,510	0	(22,136,587)	
Decrease (increase) in due to/from client, net	0	(3,066,310)	0	2,179,710		
Decrease (increase) in marketable securities	0	32,520	0	19,852,782		
Decrease (increase) in accounts receivable and other assets		6,667	198,724	69,054	463,545	
Increase (decrease) in accounts payable and accrued liabilities		(18,945)	(105,319)	(331,850)	(428,150)	
Increase (decrease) in Notes / Loan Payable		51,958	0	0	0	
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES				14,567	260,230	(124,271)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Net proceeds on issuance (acquisition) of capital stock		0	(150,000)	0	0	
Proceeds (repayment) of notes payable		0	0	60,000	0	
NET CASH PROVIDED BY FINANCING ACTIVITIES			0	(150,000)	60,000	0
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>						

Purchase of property and equipment, net	0	0	0	(6,190)
Investment in notes receivable	0	(550,321)	0	0
NET CASH USED IN INVESTING ACTIVITIES			0	(550,321)
NET INCREASE (DECREASE) IN CASH	14,567	(440,091)	(64,271)	156,178
CASH AND CASH EQUIVALENTS - Beginning of Year	7,356	441,884	71,627	285,706
CASH AND CASH EQUIVALENTS - End of Year	21,923	1,793	7,356	441,884

</TABLE>

See Accompanying Notes to Unaudited Consolidated Financial Statements

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INTERUNION FINANCIAL CORPORATION  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2001

1. Interim information is un-audited; however, in the opinion of management, all adjustments necessary for a fair statement of interim results have been included in accordance with Generally Accepted Accounting Principles. All adjustments are of a normal recurring nature unless specified in a separate note included in these Notes to Un-audited Consolidated Financial Statements. The results for interim periods are not necessarily indicative of results to be expected for the entire fiscal year. These financial statements and notes should be read in conjunction with the Company's annual consolidated financial statements and the notes thereto for the fiscal year ended March 31, 2001, included in its Form 10-KSB for the year ended March 31, 2001.

2. Earning (loss) per share is computed using the weighted average number of common shares outstanding during the period.

CAPITAL STOCK AND ADDITIONAL PAID-IN-CAPITAL

In June 2000, the Company acquired its 243,750 Common Share at the rate of \$0.6153 per share in settlement of \$150,000 note receivable from an unrelated party.

In September 2000, the Company converted its Class "A" Preferred Shares into Common Shares at the rate of 1 to 10. Consequently, in lieu of 1,500,000 Class "A" Preferred Shares the Company issued 15,000,000 Common Shares from the treasury under regulation "S".

In November 2000, in a special meeting of the shareholders' of the company it was resolved to execute a reverse split in the issued and outstanding common stock of the Company in the ratio of ten (10) to one (1). Consequently the number of issued and outstanding common stock of the Company reduced to 1,899,937 in the 3rd quarter of fiscal 2001, ended December 31, 2000.

SALE OF ASSETS AND DISCONTINUATION OF OPERATIONS

During the second quarter of fiscal 2001 ending September 30, 2000, the Company sold its investment banking subsidiary, Credifinance Capital Corp. (CFCC). Effective September 30, 2000, Credifinance Capital Corp. is no longer part of the Company. As a result of the disposal of the operations of Credifinance Capital Corp. as of September 30, 2000, the Company reported a profit of \$358,169 from discontinuation of the operations.

However, as a result of disposal of discontinued assets of Credifinance Capital Corp., the Company incurred a loss of \$1,413,686. Effective September 30, 2000, the only investment asset on which InterUnion is reporting is its minority interest in InterUnion Asset Management Limited (IUAM).

The un-audited financial statements of IUAM for the 2nd quarter of fiscal 2002

ending September 30, 01, are attached in their entirety as an attachment. IUFC owned 42.8% of IUAM as of September 30, 01.

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INTERUNION FINANCIAL CORPORATION  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2001

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

(1) OVERVIEW

During the 2nd quarter of fiscal 2002 ending September 30, 2001, InterUnion had nil revenue from investment banking as a result of sale of its CFCC operations as of September 30, 2000. The Company's net loss for the quarter ending September 30, 01, was \$69,770 (\$0.037 per share); and the net loss for 6 months of fiscal 2002 ending September 30, 01, was \$171,881 or \$0.090 per share.

Selected financial data from InterUnion's financial statements is (figures in 000's except per share data):

<TABLE>

<CAPTION>

	3 mos. ended Sept 30- 01	3 mos. Ended Sept 30- 00	3 mos. ended Sept 30- 99
	-----	-----	-----
<S>	<C>	<C>	<C>
Working Capital	(89)	14	1,130
Cash Flow	15	260	205
Total Assets	3,005	4,666	12,607
Shareholders' Equity	2,593	3,731	7,989
Common Share, #	1,899,974	1,899,937	211,442
Book Value Per Share	1.36	1.96	37.78

</TABLE>

(2) NET REVENUES

For the first 6 months of fiscal 2001, InterUnion reported consolidated revenues of \$13,622 versus \$316,097 a year earlier, a decrease of \$302,475 resulting from the sale of its CFCC operations as of September 30, 2000.

(3) EXPENSES

Selling, general and administration expenses for 6 months of fiscal 2002 until September 30, 2001, amounted to \$25,599 as compared to \$354,427 a year earlier, a decrease of \$328,828 resulting from the sale of its CFCC operations as of September 30, 2000.

(4) NET INCOME FOR 6 MONTHS UNTIL SEPTEMBER 30, 2001

Net loss from operations for the 6 months ending September 30, 2001 was a loss of \$171,881 or \$0.090 per share based on a weighted average number of shares of 1,899,974 versus a loss of \$1,359,590 or \$2.824 per share based on a weighted average number of shares of 481,459 a year earlier.

The weighted average number of common shares outstanding for the six months ending September 30, 2001, is 1,899,974 versus 481,459 a year earlier.

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INTERUNION FINANCIAL CORPORATION  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED SEPTEMBER 30, 01

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(5) LIQUIDITY AND CAPITAL RESOURCES

<TABLE>  
<CAPTION>

Date	Number of Shares	Amount	Type
----	-----	-----	----
<S>	<C>	<C>	<C>
May 1998	17,002	68,008	Regulation "S"
June 1998	35,000	140,000	Regulation "S"
July 1998	262,142	1,048,568	Regulation "S"
December 1998	10,000	40,000	Regulation "S"
February 1999	180,000	630,000	Regulation "S"
March 1999	25,000	87,500	Regulation "S"
March 1999	1,140	4,560	Regulation "S"
November 1999	114,500	57,250	Regulation "S"
November 1999	2,014,198	805,679	Regulation "S"
September 2000	15,000,000	150,000	Regulation "S"

</TABLE>

(6) CONCLUDING REMARKS

There are no other known trends, events or uncertainties that may have, or are reasonably likely to have, a material impact on the Company's short-term or long-term liquidity that have not been discussed above.

In addition, there is no significant income or loss that has arisen from the Company's continuing operations that has not been analyzed or discussed above. In addition, there has not been any material change in any line item that is presented on the financial statements that has not been discussed above.

(7) CERTAIN RISK FACTORS WHICH MAY IMPACT FUTURE OPERATIONS

The Company and its subsidiaries operate in a rapidly changing environment that involves a number of factors, some of which are beyond management's control, such as financial market trends and investors' appetite for new financings. It should also be emphasized that, should the Company not be successful in completing its own financing (either by debt or by the issuance of securities from treasury), its strategy to grow by acquisition will be affected.

In the opinion of management the financial statements for the period ending September 30, 2001 accurately reflect the operations of the Company and its subsidiaries. The Company has taken every reasonable step to ensure itself that its quarterly financial statements do not represent a distorted picture to anyone having a business reason to review such statements and who has also reviewed its previous audited annual financial statements for the year ended March 31, 2001.

Forward-looking statements included in Management's Analysis and Discussion reflects management's best judgment based on known factors, and involves risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements. Forward-looking information is provided by InterUnion pursuant to the safe harbor established by recent securities legislation and should be evaluated in the context of these factors.

INTERUNION FINANCIAL CORPORATION  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED SEPTEMBER 30, 01

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PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company is not a party to any legal proceeding, nor is its property the subject of a pending legal proceeding for which the claims, exclusive of interest and costs, exceed 10% of the current assets of the Company on a consolidated basis.

ITEM 2 - CHANGES IN SECURITIES

In the 1st quarter ending June 30, 2000 the Company acquired its 243,750 Common Shares at the rate of \$0.6153 per share for \$150,000 in settlement of the note receivable of \$150,000 from an unrelated party. The above shares are held in treasury. Consequently, the number of outstanding Common Shares declined to 3,999,373 from 4,232,290 as of March 31, 2000.

In September 2000, the Company converted its Class "A" Preferred Shares into Common Shares at the rate of 1 to 10. Consequently, in lieu of 1,500,000 Class "A" Preferred Shares the Company issued 15,000,000 Common Shares from the treasury under regulation "S".

In November 2000, in a special meeting of the shareholders' of the company it was resolved to execute a reverse split in the issued and outstanding common stock of the Company in the ratio of ten (10) to one (1). Consequently the number of issued and outstanding common stock of the Company reduced to 1,899,974 in the 3rd quarter of fiscal 2001.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

There have been no defaults in the payment of principal or interest with respect to any senior indebtedness of InterUnion Financial Corporation.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

None.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

InterUnion Financial Corporation

-----  
(Registrant)

Date November 1, 2001                      /s/ Georges Benarroch, Director

-----  
(Signature)\*

\* Print the name and title of each signing officer under his signature.



INTERUNION ASSET MANAGEMENT LIMITED  
CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)  
FOR THE 3 AND 6 MONTHS ENDED SEPTEMBER 30, 2001 AND SEPTEMBER 30, 2000

<TABLE>  
<CAPTION>

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QUARTERLY COMPLIANCE CERTIFICATE

To: Working Ventures Canadian Fund Inc. ("WV")  
InterUnion Financial Corporation ("IUFC")

Date: October 22, 2001

I, Russell Lindsay, of InterUnion Asset Management Limited (the "CORPORATION"), hereby certify for and on behalf of the Corporation, intending that the same may be relied upon by you without further enquiry, that since April 1, 2001:

- (a) the attached financial statements delivered pursuant to the Agreement have been prepared in accordance with generally accepted accounting principles in effect on the date of such financial statements and the information contained therein is true and correct in all material aspects, subject only to year-end audit adjustments, and presents fairly and consistently the results of operations and changes in the financial position of the Corporation as of and to September 30, 2001;
- (b) the Corporation is in compliance with all taxes and other withholding obligations and has accrued unpaid vacation pay in its financial statements;
- (b) the Corporation has (i) made all deductions for taxes or other obligations required to be deducted and has paid the same to the proper tax or other receiving officers; (ii) remitted to the appropriate tax authority, on a timely basis, all amounts collected on account of goods and services taxes and provincial sales taxes; and (iii) remitted to the appropriate receiving officer, on a timely basis, all amounts required to be paid by it in connection with workman's compensation legislation;
- (c) the Corporation is not aware of any breach or potential breach

by the Corporation of any Environmental Laws (as such term is defined in the Share Purchase Agreement entered into between the parties as of January 21, 1999 (the "SHARE PURCHASE AGREEMENT")) and to the best of its knowledge is in compliance with all applicable Environmental Laws; and

- (d) the Corporation is not aware of any year 2000 issues of the Corporation or its major customers or suppliers that would have a material adverse effect on the Corporation or its Business and the Corporation is in compliance with its year 2000 policy.

All capitalized terms not defined herein have the meaning specified thereto in the Share Purchase Agreement.

Witness my hand and the corporate seal of the Corporation this 22nd day of October 2001.

By: /s/ Russell Lindsay

\_\_\_\_\_  
 Name: Russell Lindsay  
 Title: Senior Vice-President  
 & Chief Financial Officer

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INTERUNION ASSET MANAGEMENT LIMITED  
 Consolidated Balance Sheets (unaudited)  
 (amounts expressed in Canadian dollars unless otherwise stated)  
 (as at September 30 and March 31)

<TABLE>  
 <CAPTION>

	2001	2001
	-----	-----
<S>	<C>	<C>
Assets		
Current:		
Cash	\$ 469,135	\$ 661,238
Marketable securities, at market (note 4)	1,785,419	1,535,670
Accounts receivable and accrued revenue	296,221	576,068
Prepaid expenses	55,323	76,989
Income taxes recoverable	15,399	--
Future income tax asset	25,773	26,108
	-----	-----
	2,647,270	2,876,073
Management contracts, net (note 5)	1,476,191	1,619,048
Capital assets, net (note 6)	306,008	338,945
Investments, at cost	13,914	13,915
Goodwill (note 7)	8,709,127	9,152,976
	-----	-----
Total assets	\$ 13,152,510	\$ 14,000,957
	=====	=====

Liabilities

Current:		
Bank indebtedness	\$ --	\$ 16,041
Accounts payable and accrued liabilities (note 9)	370,195	644,082
Current portion of long term debt	18,000	18,000
Income taxes payable	--	48,494
Deferred revenue	91,485	83,942
	-----	-----
	479,680	810,559
Deferred inducements (note 8)	86,061	44,514
Long term debt (note 10)	30,500	39,500

Other liabilities (note 9)	175,000	131,250
Preference shares (note 11)	3,500,000	3,500,000
	-----	-----
	4,271,241	4,525,823
	-----	-----
Non-controlling interest	120,207	135,119
	-----	-----

#### Shareholders' Equity

Shareholders' equity:		
Share capital (note 12)	16,358,559	16,358,559
Deficit	(7,597,497)	(7,018,544)
	-----	-----
Total shareholders' equity	8,761,062	9,340,015
	-----	-----
Total liabilities and shareholders' equity	\$ 13,152,510	\$ 14,000,957
	=====	=====

</TABLE>

See accompanying notes to consolidated financial statements

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#### INTERUNION ASSET MANAGEMENT LIMITED

Consolidated Statements of Operations and Deficit (unaudited)  
(amounts expressed in Canadian dollars unless otherwise stated)  
(for the periods ended September 30)

<TABLE>  
<CAPTION>

	3 months ended September 30, 2001	3 months ended September 30, 2000	6 months ended September 30, 2001	6 months ended September 30, 2000
	<C>	<C>	<C>	<C>
Revenue:				
Management fees	\$ 1,383,793	\$ 1,500,779	\$ 2,808,953	\$ 3,044,979
Other income (loss) (note 3 and 8)	58,484	226,479	74,663	212,955
	-----	-----	-----	-----
	1,442,277	1,727,258	2,883,616	3,257,934
	-----	-----	-----	-----
Operating expense				
Commission and incentives	196,743	206,604	365,664	394,428
Salaries and benefits	861,409	826,477	1,844,691	1,720,112
Marketing and advertising	30,369	38,089	79,622	93,413
Office and general	205,074	318,214	444,574	659,563
Professional fees	32,783	153,120	107,420	261,933
Amortization of management contracts	71,428	96,428	142,857	192,857
Amortization of capital assets	27,990	31,787	54,283	68,282
	-----	-----	-----	-----
	1,425,796	1,670,719	3,039,111	3,390,588
	-----	-----	-----	-----
Operating income (loss) before undernoted	16,481	56,539	(155,495)	(132,654)
	-----	-----	-----	-----
Interest expense				
Current	--	1,920	--	30,223
Long term	45,103	47,066	90,826	94,738
	-----	-----	-----	-----
	45,103	48,986	90,826	124,961
	-----	-----	-----	-----
Income (loss) before amortization of goodwill, non-controlling interest and income taxes	(28,622)	7,553	(246,321)	(257,615)
	-----	-----	-----	-----
Income taxes (note 13)				
Current income taxes	54,594	91,659	11,391	209,911
Future income taxes	17,709	--	--	--
	-----	-----	-----	-----

	72,303	91,659	11,391	209,911
	-----	-----	-----	-----
Loss before amortization of goodwill and non-controlling interest	(100,925)	(84,106)	(257,712)	(467,526)
Amortization of goodwill	154,586	198,970	311,152	397,940
	-----	-----	-----	-----
Loss before non-controlling interest	(255,511)	(283,076)	(568,864)	(865,466)
Non-controlling interest	17,785	(944)	10,089	(4,744)
	-----	-----	-----	-----
Net loss, for the period	(273,296)	(282,132)	(578,953)	(860,722)
Deficit, beginning of period	(7,324,201)	(3,237,357)	(7,018,544)	(2,658,767)
	-----	-----	-----	-----
Deficit, end of period	<u><u>\$ (7,597,497)</u></u>	<u><u>\$ (3,519,489)</u></u>	<u><u>\$ (7,597,497)</u></u>	<u><u>\$ (3,519,489)</u></u>

</TABLE>

See accompanying notes to consolidated financial statements

4

INTERUNION ASSET MANAGEMENT LIMITED  
Consolidated Statements of Cash Flows (unaudited)  
(amounts expressed in Canadian dollars unless otherwise stated)  
(for the periods ended September 30)

<TABLE>  
<CAPTION>

	3 months ended September 30, 2001	3 months ended September 30, 2000	6 months ended September 30, 2001	6 months ended September 30, 2000
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Cash flows from operating activities				
Net loss	\$(273,296)	\$(282,132)	\$(578,953)	\$(860,722)
Adjustments for:				
Amortization of goodwill	154,586	198,970	311,152	397,940
Amortization of management contracts	71,428	96,428	142,857	192,857
Amortization of capital assets	27,990	31,787	54,283	68,282
Deferred rent inducements	281	(790)	1,071	(1,580)
Gain on termination of sublease	(35,142)	--	(35,142)	--
Unrealized loss on investment	--	4,383	--	6,764
Net loss (gain) on sale of capital assets & investments	1,002	(248,027)	8,731	(248,027)
Permanent writedown of capital assets	6,549	--	6,549	--
Provision for doubtful receivable	2,000	--	7,250	--
Future income taxes	18,044	--	335	--
Non-controlling interest	17,785	(944)	10,089	(4,744)
Decrease in deferred inducements	(527)	--	(527)	--
Proceeds on termination of sub-lease	76,145	--	76,145	--
Changes in non-cash working capital				
Decrease in accounts receivable	21,101	38,017	272,597	91,858
Increase (decrease) in accounts payable	(20,533)	101,611	(273,887)	15,216
Increase (decrease) in income taxes recoverable	29,865	--	(15,399)	--
Increase (decrease) in income taxes payable	--	12,633	(48,494)	(66,434)
Other items, net	94,819	(65,634)	138,475	(9,054)
	-----	-----	-----	-----
	192,097	(113,698)	77,132	(417,644)

Cash flows from investing activities				
Acquisition of capital assets, net of disposals	(1,968)	(9,666)	(36,673)	(13,831)
Dispositions, net of cash disposed	67,228	762,798	67,228	762,798
Sale (purchase) of marketable securities	(135,148)	(108,868)	(249,749)	199,609
	(69,888)	644,264	(219,194)	948,576
Cash flows from financing activities				
Increase (decrease) in bank indebtedness	--	41,662	(16,041)	4,809
Repayments of long term borrowings	(4,500)	(132,379)	(9,000)	(154,063)
Dividend paid to non-controlling interest	--	(25,000)	(25,000)	(50,000)
	(4,500)	(115,717)	(50,041)	(199,254)
Net increase (decrease) in cash	117,709	414,849	(192,103)	331,678
Cash at beginning of period	351,426	442,450	661,238	525,621
Cash at end of period	\$ 469,135	\$ 857,299	\$ 469,135	\$ 857,299
Supplemental Cash Flows Information				
Interest paid	\$ 22,785	\$ 33,756	\$ 47,083	\$ 65,981
Income taxes paid	18,322	74,743	76,317	298,477

</TABLE>

See accompanying notes to consolidated financial statements

INTERUNION ASSET MANAGEMENT LIMITED  
Notes to Consolidated Financial Statements  
September 30, 2001 and September 30, 2000  
(amounts expressed in Canadian dollars unless otherwise stated)

1. NATURE OF BUSINESS

InterUnion Asset Management Limited, formerly Cluster Asset Management Limited, was incorporated on August 13, 1997 under the laws of Ontario. The principal business activities of InterUnion Asset Management Limited and its subsidiaries are discretionary and advisory portfolio management services for its clients and the acquisition of investment management firms.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Principles of Consolidation

These consolidated financial statements include the accounts of InterUnion Asset Management Limited and its subsidiaries. The principal operating subsidiaries are Guardian Timing Services Inc., Leon Frazer & Associates Inc. (formed on the merger of The Glen Ardith-Frazer Corporation and Leon Frazer & Associates Inc., on September 1, 2001), P.J. Doherty & Associates Co. Ltd., Black Investment Management Ltd. (see note 3), and A.I.L. Investment Services Inc. (see note 3). Unless the context implies otherwise, the term "Company" collectively refers to InterUnion Asset Management Limited and all of its subsidiaries.

b) Marketable Securities

Marketable securities are valued at market and unrealized gains and losses are reflected in income.

c) Management Contracts

Management contracts are recorded at cost less accumulated amortization and are amortized on a straight-line basis over a period of 7 years. The Company assesses the value of its management contracts by considering the future economic benefit associated with the revenue capacity of the related contracted items.

d) Capital Assets

Capital assets are recorded at cost less accumulated amortization. Amortization is provided on the following basis:

Computer equipment	30% declining balance
Furniture and fixtures	20% declining balance
Leasehold improvements	over the term of lease on a straight line basis

e) Goodwill

Goodwill being the excess of cost over assigned values of net assets acquired, is stated at cost less amortization. Amortization is provided on a straight-line basis over periods from 15 to 20 years. The value of goodwill is evaluated regularly by reviewing, among other items, the undiscounted cash flows relating to the returns of the related business, and by taking into account the risk associated with the investment. Any impairment in the value of the goodwill is written off against operations.

f) Investments

Investments are carried at the lower of cost and fair value.

g) Revenue Recognition

Revenue is recognized by the Company on an earned basis. For its services, the Company is entitled to an annual fee payable monthly or quarterly, depending on its agreement with the client. Fees are calculated based on the fair market value of the portfolio on each valuation date. Fees billed in advance are recorded as deferred revenue and taken into income evenly over the term of the stated billing.

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INTERUNION ASSET MANAGEMENT LIMITED

Notes to Consolidated Financial Statements

September 30, 2001 and September 30, 2000

(amounts expressed in Canadian dollars unless otherwise stated)

---

h) Financial Instruments

The Company's financial instruments consist of cash, bank indebtedness, marketable securities, accounts receivable, investments, accounts payable and accrued liabilities, long term debt, other liabilities and preference shares. It is management's opinion that the Company is not exposed to significant interest risks arising from these financial instruments. Unless otherwise noted, the fair value of these financial instruments approximates their carrying values.

The Company is exposed to credit risk on the accounts receivable from its customers. Management has adopted credit policies in an effort to minimize those risks. The Company does not have a significant exposure to any individual customer or counter-party.

i) Income Taxes

As recommended by The Canadian Institute of Chartered Accountants,

effective April 1, 1999, the Corporation adopted the liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for temporary differences between the financial reporting and tax bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years for tax purposes that are likely to be realized.

j) Stock-Based Compensation Plan

The Company's stock-based compensation arrangements are described in Note 12. No compensation expense is recognized for these arrangements when stock options are issued to employees. Any consideration paid by employees on exercise of stock options is credited to share capital. If stock options are repurchased from employees, the excess of the consideration paid over the carrying amount of the stock option cancelled is charged to retained earnings.

k) Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from management's best estimates as additional information becomes available in the future.

---

### 3. ACQUISITIONS AND DISPOSITIONS

The following are acquisitions made during the periods. These acquisitions were accounted for by the purchase method and consolidated from the respective effective date of acquisition.

Fiscal 2001 Acquisitions:

- o On March 31, 2001 the Company purchased an additional 3,201 shares in Leon Frazer & Associates Inc. from Black Investment Management Limited, thereby increasing the Company's direct ownership in Leon Frazer & Associates Inc. to 76.5%.

The following are dispositions made during the periods.

Fiscal 2002 Dispositions:

- o On July 20, 2001, the Company sold all of its 53.2% share ownership in Black Investment Management Limited for cash proceeds of \$146,250 and a consolidated gain of \$47. Subject to the achievement of certain threshold levels of revenues of Black Investment Management Limited over the next three years, the Company may receive additional proceeds. As these proceeds are contingent upon future events, no amount is recorded in the current period financial statements.

#### INTERUNION ASSET MANAGEMENT LIMITED

Notes to Consolidated Financial Statements

September 30, 2001 and September 30, 2000

(amounts expressed in Canadian dollars unless otherwise stated)

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Fiscal 2001 Dispositions:

- o On September 29, 2000, the Company sold its share ownership in A.I.L. Investment Services Inc. (AILISI), a wholly owned subsidiary, for net cash proceeds of \$611,000. AILISI provided all management and administrative services for one mutual fund corporation. The primary asset of AILISI was a management contract with a net book value of \$350,000 on the date of sale. Included in 'Other income' at September 30, 2000 is a net gain of \$218,000 resulting from this transaction.

4. MARKETABLE SECURITIES

Marketable securities are recorded at market values and comprise the following:

<TABLE>

<CAPTION>

	September 30, 2001	March 31, 2001
Bankers Acceptance	\$1,396,348	\$1,094,850
Money Market Mutual Funds	389,071	409,047
Other Mutual Funds	--	31,773
	<u>\$1,785,419</u>	<u>\$1,535,670</u>

</TABLE>

The Bankers Acceptance outstanding at September 30, 2001 matures on October 23, 2001. The annualized yield on this security is 4.2%.

5. MANAGEMENT CONTRACTS

Management contracts comprise the following:

<TABLE>

<CAPTION>

	September 30, 2001		March 31, 2001	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Non-competition agreement	\$2,000,000	\$523,809	\$1,476,191	\$1,619,048

</TABLE>

6. CAPITAL ASSETS

Capital assets comprise the following:

<TABLE>

<CAPTION>

	September 30, 2001		March 31, 2001	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Computer equipment	\$ 617,921	\$487,157	\$130,764	\$131,090
Furniture and fixtures	354,350	259,773	94,577	113,435
Leasehold improvements	162,410	81,743	80,667	94,420
	<u>\$1,134,681</u>	<u>\$828,673</u>	<u>\$306,008</u>	<u>\$338,945</u>

</TABLE>

7. GOODWILL

<TABLE>

<CAPTION>

	September 30, 2001	March 31, 2001
--	-----------------------	-------------------



<S>	<C>	<C>
Cost	\$13,610,691	\$13,610,691
Impairment of goodwill	2,565,000	2,565,000
Accumulated amortization	2,203,867	1,892,715
Sale of investment in subsidiary (note 3)	132,697	--
	<u>\$ 8,709,127</u>	<u>\$ 9,152,976</u>

</TABLE>

INTERUNION ASSET MANAGEMENT LIMITED  
Notes to Consolidated Financial Statements  
September 30, 2001 and September 30, 2000  
(amounts expressed in Canadian dollars unless otherwise stated)

In the prior year, the Company recorded goodwill impairment charges of \$2,565,000 on its investments in Black Investment Management Ltd. and Guardian Timing Services Inc. Impairment resulted from significant client departures and the disposition of several product offerings. In the case of Black Investment Management Ltd., the amount of impairment was based on the estimated net realizable cash value while for Guardian Timing Services Inc., the amount of impairment was based on estimated undiscounted future cash flows.

8. DEFERRED INDUCEMENTS

Deferred inducements comprise a controlled company's lease at its Toronto premises which provides for rent-free periods and periods of reduced rent. In order to properly reflect these rental inducements over the term of the lease, the total lease payments have been aggregated and allocated over the term of the lease on a straight-line basis. This treatment of rental inducements has given rise to deferred lease inducements which will be applied to income over the term of the lease.

The controlled company has sub-let certain of its leased premises for the term of the lease. Included in deferred inducements are expenses associated with the sub-let arrangement which have been deferred and will be amortized over the remaining life of the sub-lease. Effective September 1, 2001 the sub-let arrangement was terminated and a new sub-let arrangement was entered into with a related party. Termination of the sub-let arrangement resulted in a net gain of \$35,142 in the current period. The related party sub-let arrangement will have no impact on the consolidated results.

9. RELATED PARTY TRANSACTIONS

Transactions with shareholders, officers and directors of the Company influenced by the aforementioned parties are considered related party transactions.

Summary of the related party transactions affecting the accounts are as follows:

<TABLE>  
<CAPTION>

<S>	<C>	<C>
	6 months ended September 30, 2001	6 months ended September 30, 2000
Expenses		
Commissions and incentives	\$56,000	\$46,800
Interest expense	87,500	87,500
Professional fees	2,400	60,000

</TABLE>

These transactions are in the normal course of operations and are measured at the exchange values (the amount of consideration established and agreed to by the related parties), which approximate the arm's length equivalent values.

Related party balances in the accounts are as follows:

<TABLE>  
<CAPTION>

	September 30, 2001	March 31, 2001
	-----	-----
<S>	<C>	<C>
Accounts payable	\$33,800	\$ 21,875
Other liabilities	175,000	131,250

</TABLE>

These balances are interest-free, unsecured, payable on demand and have arisen from the transactions referred to above (except for Other liabilities which is due on November 19, 2002 and has arisen on issuance of preference shares).

INTERUNION ASSET MANAGEMENT LIMITED  
Notes to Consolidated Financial Statements  
September 30, 2001 and September 30, 2000  
(amounts expressed in Canadian dollars unless otherwise stated)

---

10. LONG-TERM DEBT

<TABLE>  
<CAPTION>

	September 30, 2001	March 31, 2001
	-----	-----
<S>	<C>	<C>
Demand bank loan, interest at prime +1/2%, monthly principal payments of \$1,500	\$48,500	\$57,500
Less: current portion	18,000	18,000
	-----	-----
	\$30,500	\$39,500
	-----	-----

</TABLE>

The demand bank loan is guaranteed by two of a subsidiary company's shareholders.

---

11. PREFERENCE SHARES

3,500 Cumulative Redeemable Convertible Class A Preference Shares (with a value equal to \$1,000 per share) were issued on November 19, 1999 as consideration for the acquisition of P.J. Doherty & Associates Co. Ltd. These Class A Preference Shares are redeemable at the option of either the holders (commencing November 19, 2002, subject to certain provisions for early redemption arising from non-payment of dividends and an Initial Public Offering of the Common Shares of the Company prior to November 19, 2002) or the Company (commencing November 19, 2001) at \$1,000 per share. In the instance that the Class A Preference Shares are redeemed by the Company, the holders are entitled to a cash premium of 2.5% per annum, calculated from the original issue date together with all dividends accruing thereon whether or not declared. At any time after issuance, each

Class A Preference Share is convertible to 80.61 Common Shares (see note 12) at a conversion price of \$12.7538 per Common Share (subject to certain provisions with respect to the issuance of additional Common Shares). Holders of these Class A Preference Shares are entitled to quarterly cumulative cash dividends of: i.) 2.50% per annum until the third anniversary of the original issue date; and ii.) 5.00% per annum, thereafter. Holders of these Class A Preference Shares are also entitled to an additional dividend of 2.50% per annum accruing until and payable on the earlier of: i.) the third anniversary of the original issue date; ii.) the date on which Common Shares are delivered to the holder pursuant to a conversion of Class A Preference Shares; and iii.) the redemption of such Class A Preference Shares. As these Class A Preference Shares are redeemable at the option of the holders, the value of these shares have been classified as long-term debt on the balance sheet. These Class A Preference Shares are collateralized by a pledge by the Company of 4,000,000 common shares in the capital of P.J. Doherty & Associates Co. Ltd. valued at \$4,000,000.

-----

## 12. SHARE CAPITAL

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of Class A and Class B Preference Shares, issuable in series (note 12).

Details of issued share capital are as follows:

<TABLE>  
<CAPTION>

	Common	
	Shares	Amount
<S>	<C>	<C>
March 31, 2000	1,568,161	\$16,358,558
Issued on conversion of warrants	44,000	1
March 31, 2001 and September 30, 2001	1,612,161	\$16,358,559

</TABLE>

During a prior fiscal period, the Board of Directors of the Company approved the granting of options to employees to purchase up to 136,300 common shares of the Company which may be granted from time to time. Various vesting requirements are associated with each employee grant.

INTERUNION ASSET MANAGEMENT LIMITED  
Notes to Consolidated Financial Statements  
September 30, 2001 and September 30, 2000  
(amounts expressed in Canadian dollars unless otherwise stated)

-----

As a result of the issuance of common shares relating to the warrant referred to above, in the prior fiscal year additional stock options were issued and the preferred share conversion ratio was adjusted to maintain the proportionate holdings of the option holders and preferred shareholders as required under the terms of the financial instruments. In the current fiscal year, it was subsequently determined that the aforementioned adjustment should not have encompassed any adjustments to issued stock options. As such, the comparative figures for stock options have been restated to reflect a correction in the stock options reported as issued in the prior fiscal year.

Vested Options

<TABLE>  
<CAPTION>

Number of Options

-----

Fiscal year granted	Vested expiry date	Exercise price	Outstanding, March 31, 2001	Issued/ Vested	Outstanding, September 30, 2001
<S>	<C>	<C>	<C>	<C>	<C>
1999	Jan 21, 2009	\$16.13	36,300	--	36,300
1999	Jan 21, 2009	\$0.001	22,000	--	22,000
2000	May 10, 2009	\$13.00	20,167	5,500	25,667

#### Unvested Options

<TABLE>  
<CAPTION>

Number of Options					
Fiscal year granted	Vested expiry date	Exercise price	Outstanding, March 31, 2001	Outstanding, Vested	Outstanding, September 30, 2001
<S>	<C>	<C>	<C>	<C>	<C>
2000	May 10, 2009	\$13.00	12,833	5,500	7,333

Unvested options vest evenly over a three-year term.

### 13. INCOME TAXES

The Company's effective income tax rate used in determining the provision for income taxes is as follows:

<TABLE>  
<CAPTION>

	6 months ended September 30, 2001	6 months ended September 30, 2000
<S>	<C>	<C>
Combined statutory tax rate (recovery)	(42.1)%	(44.6)%
Deduct:		
Non-deductible expenses	20.8	12.4
Temporary differences	20.0	9.8
Unrecognized losses carried forward	7.2	148.8
Non-taxable gains	--	(43.5)
Other, net	(1.3)	(1.4)
Effective income tax rate	4.6%	81.5%

</TABLE>

#### INTERUNION ASSET MANAGEMENT LIMITED

Notes to Consolidated Financial Statements

September 30, 2001 and September 30, 2000

(amounts expressed in Canadian dollars unless otherwise stated)

As at September 30, 2001, the consolidated group had approximately \$1,726,000 of non-capital losses (March 31, 2001 - \$2,079,000) and \$3,052,000 (March 31, 2001 - \$391,000) of capital losses which may be carried forward and utilized to reduce future years' taxable income and capital gains, respectively. These figures reflect the reduction at September 30, 2001 of \$292,000 in non-capital losses arising from the sale of Black Investment Management Ltd. and the reduction at March 31, 2001 of \$507,000 in non-capital losses arising from the sale of A.I.L. Investment Services Inc. Capital losses can be carried forward indefinitely. The right to claim the non-capital losses expires as follows:

<TABLE>

<CAPTION>

Expiry

-----

<S>	<C>
2005	\$ 18,000
2006	220,000
2007	630,000
2008	832,000
2009	26,000

</TABLE>

During the period, the Company's future income tax asset increased by \$420,000 and totaled \$1,602,000 (March 31, 2001 - \$1,182,000) after applying the statutory tax rate to the temporary differences and non-capital and capital losses described above.

Subsequently, the net change to the valuation allowance during the period, and the total valuation allowance as at September 30, 2001 provided by the Company, increased by \$420,000 and totaled \$1,576,000 (March 31, 2001 - \$1,156,000) to reduce the future income tax asset, reflecting the uncertainty of full realization of the future income tax asset.

-----

#### 14. LOSS PER SHARE

Basic loss per share has been calculated on a weighted average basis of common shares outstanding during the period.

<TABLE>

<CAPTION>

	6 months ended September 30, 2001	6 months ended September 30, 2000
	-----	-----
<S>	<C>	<C>
Weighted average common shares		
- basic calculation	1,612,161	1,612,161

</TABLE>

The calculations of fully diluted earnings per share is based upon the common shares outstanding during the period as above and not adjusted by the unexercised convertible Class A Preference shares and vested options in computing diluted loss per share because their effects were antidilutive.

<TABLE>

<CAPTION>

	6 months ended September 30, 2001	6 months ended September 30, 2000
	-----	-----
<S>	<C>	<C>
Basic loss per share	\$(0.36)	\$(0.54)

</TABLE>

In accordance with revised recommendations of The Canadian Institute of Chartered Accountants, the company adopted on a retroactive basis the accounting standards for calculating Earnings Per Share. Accordingly, prior period basic earnings per share has been restated to account for the effect of the outstanding warrants issued which were contingent upon certain conditions which had been satisfied at March 8, 1999. The basic loss per share reported in the prior year has been decreased by \$0.01 per share.

## 15. COMMITMENTS

The Company has basic lease payments exclusive of operating costs for the premises and office equipment for the next five years and thereafter as follows:

<TABLE>  
<CAPTION>

	12 months ended September 30	
	-----	
<S>	<C>	
2002	\$199,000	
2003	192,000	
2004	110,000	
2005	62,000	
2006	63,000	
Thereafter	74,000	

</TABLE>

The Company has employment contracts and obligations with five of its employees at the following annual base salaries amount:

<TABLE>  
<CAPTION>

	12 months ended September 30	
	-----	
<S>	<C>	
2002	\$819,000	
2003	515,000	
2004	490,000	
2005	82,000	

</TABLE>

## 16. RECONCILIATION OF CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

The consolidated financial statements of the Company are prepared in accordance with accounting principles generally accepted in Canada ("Canadian GAAP"). Material differences at September 30 between Canadian GAAP and accounting principles generally accepted in the United States ("U.S. GAAP") are described below:

### a) Statements of Operations:

The application of U.S. GAAP would have the following effect on net loss for the quarter and loss per common share as reported:

<TABLE>  
<CAPTION>

	6 months ended September 30, 2001	6 months ended September 30, 2000
	-----	-----
<S>	<C>	<C>
Net loss for the period, Canadian GAAP		\$(589,378)      \$(860,722)
Stock based compensation (i)		--      (34,470)
	-----	-----
Net loss for the period, U.S. GAAP		\$(589,378)      \$(895,192)
	=====	=====
Loss per common share under U.S. GAAP		\$ (0.36)      \$ (0.56)

</TABLE>

### (i) Stock-Based Compensation Expense

The Company does not recognize compensation expense for stock options granted. Under U.S. GAAP, Accounting Principles Board ("APB") Opinion No. 25 requires that stock based compensation cost be recorded using the intrinsic-value method. FASB Statement of

Financial Accounting Standard ("SFAS") No. 123 encourages the Company to record compensation expense using the fair-value method. In reconciling Canadian GAAP with U.S. GAAP, the Company has chosen to measure compensation costs related to stock options in accordance with APB 25.

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INTERUNION ASSET MANAGEMENT LIMITED  
Notes to Consolidated Financial Statements  
September 30, 2001 and September 30, 2000  
(amounts expressed in Canadian dollars unless otherwise stated)

---

Under APB 25 the intrinsic-value of vested options would have been \$0 (2000 - \$0). The intrinsic-value of unvested options is estimated to be \$0 (2000 - \$177,000 with a vesting period of two years). Therefore, total compensation cost for the period under APB 25 would have been \$0 (2000 - \$34,470). Had the Company booked compensation expense in accordance with APB 25, basic loss per share would have been increased by \$0.00 (2000 - \$0.02).

b) Other Disclosures:

i) Stock-Based Compensation Expense

For unvested options granted in fiscal year 2000, the estimated fair value of the underlying equity at date of grant was \$13.00. As such, compensation costs under SFAS 123 would have totaled \$227,700 over a vesting period of three years.

The fair value estimates were determined using the Black-Scholes option-pricing model. Valuation was based on a risk-free interest rate of 5.46%, an expected term of 10 years, an expected volatility of 30% and no expected dividends. Had the Company booked compensation expense, loss per common share would have been increased by \$0.02 (2000 - \$0.02).

ii) Comprehensive Income

FASB SFAS No. 130 introduced the concept of Comprehensive Income. Under this pronouncement, U.S. GAAP requires companies to report Comprehensive Income as a measure of overall performance. Comprehensive Income includes net income and all other changes in equity, exclusive of shareholders' contributions or any distributions to shareholders. The application of FASB SFAS NO. 130 would not have a material effect on net loss for the period and loss per common share as reported under U.S. GAAP.

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17. COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS

Certain comparative figures have been restated to conform with the current period's presentation.

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