

NUBIAN RESOURCES LTD.
(formerly ICS Copper Systems Ltd.)

CONSOLIDATED FINANCIAL STATEMENTS

April 30, 2011

(Expressed in Canadian Dollars)

NUBIAN RESOURCES LTD.
(formerly ICS Copper Systems Ltd.)

These unaudited financial statements for the periods ended April 30, 2011 have not been reviewed by the Company's auditor.

NUBIAN RESOURCES LTD.
(formerly ICS Copper Systems Ltd.)

Notice of No Auditor Review of Interim Financial Information

Pursuant to subsection 4.3(3)(a) of Part 4 of National Instrument 51-102 Continuous Disclosure Obligations, if an auditor has not performed a review of interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been so reviewed.

The accompanying unaudited interim financial statements of Nubian Resources Ltd. (formerly ICS Copper Systems Ltd) (the “Company”) for the period ending April 30, 2011 have been prepared by and are the responsibility of the Company’s management.

The Company’s independent auditors have not performed a review of these financial statements.

“*Graham A Chisholm*”
(signed)

President and Chief Executive Officer

Date: June 13, 2011

NUBIAN RESOURCES LTD.

(formerly ICS Copper Systems Ltd.)

CONSOLIDATED BALANCE SHEETS

(Expressed in Canadian Dollars)

	April 30 2011	July 31 2010
	(Unaudited)	
ASSETS		
Current		
Cash	\$ 147,252	\$ 1,733
Taxes receivable	4,417	1,134
Accounts receivable	-	210
Prepaid expenses	7,348	5,747
Current portion of proceeds receivable (Notes 2 and 4)	808,889	-
	<u>967,906</u>	8,824
Proceeds Receivable (Notes 2 and 4)	404,444	-
Assets Held For Sale (Note 3)	38,198	1,543,135
Equipment	7,107	7,980
Mineral Property (Note 3)	39,008	-
	<u>\$ 1,456,663</u>	<u>\$ 1,559,939</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 41,250	\$ 42,950
Accounts payable and accrued liabilities on assets held for sale	44,340	157,820
Due to related party (Note 5(c))	60,977	100,000
	<u>146,567</u>	<u>300,770</u>
SHAREHOLDERS' EQUITY		
Share Capital (Note 6)	13,419,903	13,172,324
Contributed Surplus	1,869,697	1,809,657
Deficit	(13,979,504)	(13,722,812)
	<u>1,310,096</u>	<u>1,259,169</u>
	<u>\$ 1,456,663</u>	<u>\$ 1,559,939</u>

Discontinued operations (Note 4)

Approved on behalf of the Board of Directors:

"G.A. Chisholm"

Graham A. Chisholm, Director
President & Chief Executive Officer

"D. A. Fynn"

David A. Fynn, Director
Chief Financial Officer

The accompanying notes are an integral part of these consolidated financial statements.

NUBIAN RESOURCES LTD.

(formerly ICS Copper Systems Ltd.)

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	APRIL 30		APRIL 30	
	2011	2010	2011	2010
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Expenses				
Amortization	\$ 534	\$ 2,365	\$ 1,604	\$ 7,736
Consulting and filing fees	12,491	5,500	21,001	12,670
Insurance	2,121	3,206	6,749	7,238
Interest and bank charges	1,193	2,636	4,697	7,214
Investor relations and promotion	8,992	1,698	31,029	14,344
Management fees	21,625	11,550	49,128	61,200
Office	2,081	294	4,898	3,737
Professional fees	(2,337)	12,620	30,587	73,654
Property investigation costs	6,343	-	6,343	-
Rent and utilities	3,392	6,189	17,027	20,873
Salaries and employee benefits	26,190	21,903	50,635	94,567
Stock-based compensation	-	-	60,040	39,178
Telecommunications	2,999	2,350	7,550	7,135
Travel and accommodation	8,923	43	29,605	10,297
	94,547	70,354	320,893	359,843
Loss before Other Income and Discontinued Operations	(94,547)	(70,354)	(320,893)	(359,843)
Other Income		-		121
Loss from Continuing Operations	(94,547)	(70,354)	(320,893)	(359,722)
(Loss) Income From Discontinued Operations	17,524	(858,038)	64,201	(866,244)
Net Loss & Comprehensive Loss For The Period	\$ (77,023)	\$ (928,392)	\$ (256,692)	\$ (1,225,966)
Loss Per Share, Basic and diluted before Discontinued Operations	\$ (0.01)	\$ (0.02)	\$ (0.05)	\$ (0.06)
Loss Per Share, Basic and diluted after Discontinued Operations	\$ (0.01)	\$ (0.20)	\$ (0.04)	(0.19)
Weighted Average Number Of Shares Outstanding, Basic and Diluted	7,177,773	4,552,774	6,882,443	6,345,887

The accompanying notes are an integral part of these consolidated financial statements

NUBIAN RESOURCES LTD.
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CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)

	THREE MONTHS ENDED April 30		NINE MONTHS ENDED April 30	
	2011 (Unaudited)	2010 (Unaudited)	2011 (Unaudited)	2010 (Unaudited)
Cash Provided By (Used In)				
Operating Activities				
Loss from continuing operations	\$ (94,547)	\$ (70,354)	\$ (320,893)	\$ (407,382)
Items not affecting cash:				
Amortization	534	2,355	1,604	7,736
Stock-based compensation	-	-	60,040	39,177
	(94,013)	(67,999)	(259,249)	(360,469)
Changes in non-cash operating assets and liabilities:				
Accounts receivable	-	-	210	-
Taxes receivable	3,001	834	(3,283)	(921)
Accounts payable and accrued liabilities	6,250	4,896	(1,700)	(37,350)
Prepaid expenses	(6,229)	(6,044)	(1,601)	(2,012)
Discontinued operations	(19,506)	(68,727)	(49,279)	(157,200)
	(110,497)	(137,040)	(314,902)	(557,952)
Investing Activities				
Short-term investments	-	-	-	58,845
Discontinued operations (Note 4)	27,447	55,683	291,604	110,968
Acquisition of equipment	-	-	(731)	-
Acquisition of Nevada mineral property (Note 3)	(2,440)	-	(87,748)	-
Proceeds on sale of interest in Nevada mineral property	48,740	-	48,740	-
	73,747	55,683	251,865	169,813
Financing Activities				
Issue of Common Shares	-	-	250,000	305,000
Share issuance costs	-	-	(2,421)	(5,000)
Advances and repayments to related Parties	(3,000)	-	(39,023)	15,000
Discontinued operations	-	(49,883)	-	82,832
	(3,000)	(49,883)	208,556	397,832
Increase (Decrease) In Cash	(39,750)	(131,240)	145,519	9,693
Cash, Beginning Of Period	187,002	159,718	1,733	18,785
Cash, End Of Period	\$ 147,252	\$ 28,478	\$ 147,252	\$ 28,478

The accompanying notes are an integral part of these consolidated financial statements.

NUBIAN RESOURCES LTD.
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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

NINE MONTH PERIOD ENDED APRIL 30, 2011

	SHARE CAPITAL		CONTRIBUTED SURPLUS	DEFICIT	TOTAL
	NUMBER	AMOUNT			
Balance, July 31, 2010	6,552,773	\$ 13,172,324	\$1,809,657	\$(13,722,812)	\$1,259,169
Stock-based compensation			60,040	-	60,040
Private placement	625,000	250,000	-	-	250,000
Share issuance costs	-	(2,421)	-	-	(2,421)
Net loss and comprehensive loss for the period	-	-	-	(256,692)	(256,692)
Balance, April 30, 2011	7,177,773	\$13,419,903	\$1,869,697	(13,979,504)	1,310,096

The accompanying notes are an integral part of these consolidated financial statements.

NUBIAN RESOURCES LTD. (formerly ICS Copper Systems Ltd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

APRIL 30, 2011

(Expressed in Canadian Dollars)

(Information as at April 30, 2011 and for the nine month period ended April 30, 2011 is unaudited)

1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Nubian Resources Ltd. (the "Company") is listed on the TSX Venture Exchange under the symbol "NBR". The principal business is the exploration of mineral properties and it is considered to be an exploration company. Subsequent to April 30, 2011, the Company changed its name from ICS Copper Systems Ltd. to Nubian Resources Ltd. and consolidated its share capital, options and warrants on a five to one basis. These statements reflect this share consolidation.

The interim financial statements of Nubian Resources Ltd. (formerly ICS Copper Systems Ltd.) have been prepared in accordance with accounting principles generally accepted in Canada. The interim financial statements have been prepared following the same accounting policies and methods of computation as the audited financial statements for the fiscal year ended July 31, 2010. The interim financial statements should be read in conjunction with the audited financial statements and the notes thereto for the year ended July 31, 2010.

Results of operations for the interim period are not necessarily indicative of annual results.

2. PROCEEDS RECEIVABLE

	April 30 2011	July 31 2010
Proceeds Receivable	\$ 1,213,333	\$ -
Less Current Portion	<u>808,889</u>	<u>-</u>
	<u>\$ 404,444</u>	<u>\$ -</u>

On September 21, 2010, the Company sold all of its mining equipment to a Zambian company for USD \$1,500,000. Repayments totalling USD \$290,000 have been received to date. Further monthly repayments will continue over an 18 month period. Security over the equipment is held via title which is being retained by the Company until all sale proceeds are received.

3. MINERAL PROPERTY

On August 19, 2010, the Company signed a lease agreement with a company to acquire lease rights over 100% of the Excelsior Springs gold property in Esmeralda County, Nevada, USA. Under the agreement, the Company will pay for all Bureau of Land Management and state fees and lease payments of USD \$32,000 in year 1, USD \$37,000 in year 2, and USD \$42,000 in year 3. Furthermore, a 2% Net Smelter Royalty will be payable upon gold production.

On March 28, 2011, the Company signed an option agreement with an Australian public

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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company to earn a 70% interest in the property. They will be required to pay Nubian USD\$100,000 and spend USD\$3 million on exploration and solely fund and manage all exploration and property related costs during a four year option phase. To date, the Company has received USD\$50,000 (Cdn\$48,740) on signing this agreement.

4. DISCONTINUED OPERATIONS

The following tables present summarized financial information related to discontinued operations in Zambia and the DRC:

CONSOLIDATED BALANCE SHEETS

	April 30 2011	July 31 2010
ASSETS HELD FOR SALE		
Current		
Proceeds receivable	\$ 808,889	\$ -
Long-term		
Proceeds Receivable	404,444	-
Mining Equipment	-	1,500,000
Vehicles	3,000	11,000
Mineral properties – Zambia	35,198	32,135
	\$ 1,251,531	\$ 1,543,135
LIABILITIES HELD FOR SALE		
Current		
Accounts payable and accrued liabilities	\$ 44,340	\$ 157,820

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOST FROM DISCONTINUED OPERATIONS

NINE MONTH PERIOD ENDED APRIL 30

	2011	2010
Other Income (Expense)		
Sale of inventory	-	4,327
Equipment impairment	-	(746,527)
Gain on settlement of debt	64,201	52,573
Gain (Loss) on disposal of assets	-	(127,921)
Foreign currency exchange gain (loss)	-	(1,036)
	64,201	(818,584)
Net (Loss) Gain From Discontinued Operations	\$ 64,201	\$ (818,584)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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5. DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS

The Company had the following amounts due to related parties as of April 30, 2011 and July 31, 2010, and incurred the following transactions with related parties during the nine month periods:

- a) Paid management and consulting fees to directors and officers of the Company in the amount of \$99,763 (2010 - \$142,777).
- b) Reimbursed vehicle lease and operating costs of a director and officer of the Company in the amount of \$1,487 (2010 - \$2,300).
- c) In 2006, the Company acquired mining equipment from a company controlled by a director and officer of the Company having a carrying value of \$555,944. The acquisition was financed by an unsecured 4.5% interest-bearing loan, with no fixed terms of repayment. Interest paid on the loan amounted to \$1,952 (2010 - \$4,050). On July 19, 2010, \$80,000 of the outstanding balance was forgiven, and during the nine months ended April 30, 2011 a further \$39,023 was repaid. Accordingly the balance owing to the related company as of April 30, 2011 was \$60,977 (July 2010 - \$100,000).
- d) During the period ended April 30, 2011, the Company received and paid back advances from directors of the Company in the amount of \$49,500. The advances were unsecured, non-interest bearing and had no fixed terms of repayment.

Transactions with related parties were in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration agreed to and established by the related parties.

6. SHARE CAPITAL

- a) Authorized

Unlimited number of Class "A" voting Common shares without par value

Unlimited number of Preferred shares without par value (none issued)

- b) Issued

No shares were issued during the period ended October 31, 2010.

On December 8, 2010, the Company issued a private placement of 625,000 units at \$0.40 per unit for gross proceeds of \$250,000. Each unit consisted of one common share and one transferable share purchase warrant entitling the holder to purchase one share for a period of two years at a price of \$0.50 to \$0.75 per share. The expiry date of the warrants is December 8, 2012.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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6. SHARE CAPITAL (continued)

c) Share Purchase Warrants

The Company had outstanding share purchase warrants with a weighted average exercise price of \$0.16 as at April 30, 2011 as follows:

NUMBER OF WARRANTS	EXERCISE PRICES	EXPIRY DATE
200,000	\$ 0.60 - \$ 1.00	October 8, 2012
210,000	\$ 0.60 - \$ 1.00	October 28, 2012
200,000	\$ 0.60 - \$ 1.00	December 1, 2012
625,000	\$ 0.50 - \$ 0.75	December 8, 2012
1,235,000		

d) Stock Options

The Company has a stock option plan that provides for the issuance of compensatory options to its directors, officers, employees and consultants. The maximum number of outstanding options must be no more than 10% of the issued and outstanding shares at any point in time. Options granted under the plan may have a maximum term of ten years. Terms of the vesting period over which the options are earned is determined by the Board of Directors.

On August 27, 2010, 50,000 stock options were issued to a new director and a further 170,000 stock options were issued to existing directors and officers. Stock based compensation in the amount of \$60,040 was recorded based on the stock options granted during the period. The fair value of the options granted was estimated using the following assumptions: Exercise Price – \$0.50; Expected Life – Ten.

Years; Volatility – 230%; Risk-Free Interest Rate – 2.9%; and Dividend Yield – \$Nil .

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6. SHARE CAPITAL (continued)

d) Stock Options (continued)

A summary of the changes in stock options to acquire an equivalent number of shares for the period ended January 31, 2011 was as follows:

	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Balance, July 31, 2010	330,000	\$ 0.50
Granted	<u>220,000</u>	\$ 0.50
Balance, April 30, 2011	<u>550,000</u>	\$ 0.50

The Company had outstanding stock options as of April 30, 2011 as follows:

NUMBER OF OPTIONS	NUMBER OF OPTIONS EXERCISABLE	EXERCISE PRICE	EXPIRY DATE
130,000	130,000	\$ 0.50	May 8, 2012
125,000	125,000	\$ 0.50	May 20, 2014
75,000	75,000	\$ 0.50	January 6, 2015
<u>220,000</u>	<u>220,000</u>	\$ 0.50	August 27, 2020
<u>550,000</u>	<u>550,000</u>		

As of April 30, 2011 the weighted average remaining contractual life of the options was 5.0 years (July 2010 – 3.1 years).