LAKEFIELD VENTURES INC
Form 10KSB
July 15, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-KSB

(x) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

ACT OF 1934

For the fiscal year ended March 31, 2005

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or

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the transaction period from to

Commission File number 000-501191

Lakefield Ventures, Inc.

(Exact name of Company as specified in charter)

Nevada

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State or other jurisdiction of (I.R.S. Employee

Incorporation or Organization I.D. No.)

104-1015 Columbia Street, Suite 811

New Westminster BC, Canada V3M 6V3

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(Address of principal executive offices) (Zip Code)

Issuer's telephone number,

including area code **604-351-3351**

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Securities registered pursuant to section 12(b) of the Act:

Title of each share Name of each exchange on which registered

None **None**

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Securities registered pursuant to Section 12(g) of the Act:

Common Stock

(Title of Class)

Check whether the Issuer (1) filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for a 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 [X] No [ ]

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-B is not contained herein, and will not be contained, to the best of the registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

State issuer s revenues for its most recent fiscal year: Nil

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.)

$35,200 as at March 31, 2005

State the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date.

3,520,000 shares of common stock as at March 31, 2005

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PART 1

ITEM 1. DESCRIPTION OF BUSINESS

HISTORY AND ORGANIZATION

Lakefield Ventures, Inc.(the "Company"), a Nevada Corporation, was incorporated on February 6, 2002. Since inception, the Company has not been in bankruptcy, receivership or similar proceedings. It has not had any material reclassification, merger, consolidation, purchase or sale of a significant amount of assets not in the ordinary course of business. The Company has no subsidiaries and no affiliated companies. The Company's executive offices are located at 104-1015 Columbia Street, Suite 811 New Westminster, B.C., Canada, V3M 6V3 (Telephone: 604-351-3351).

The Company's Articles of Incorporation currently provide that the Company is authorized to issue 50,000,000 shares of common stock, par value $0.001 per share and 10,000,000 Preferred Stock, par value $0.001 As at March 31, 2005 there were 3,520,000 shares outstanding.

The Company has commenced business operations as a mineral exploration stage company and is currently quoted on the OTC Bulliten Board under the symbol LKVN.

The Company has become engaged in the exploration, and if warranted, the development of mineral property. Currently, the Company owns an option in six mineral claims located in Quebec, which is known as the Kayla Property.

Kayla Property

We have entered into a mineral property option agreement with Peter Hawley of Val D or Quebec Canada, whereby we may acquire a 90% interest in a total of 6 mineral claims, totaling 95.70 Hectares located in Levy Towship, Val D or Mining District, Quebec, Canada. These claims are identified by claim numbers 5081367 expires 07/19/2006, 5090403 expires 04/22/2006, 5090404 expires 04/22/2006, 5092077 expires 11/22/2006, 5092078 expires 11/22/2006 and 5092079 expires 11/22/2006 respectively. We refer to these mineral claims respectively as the Kayla Property. This option is exercisable by us completing aggregate exploration expenditures of $15,000 on the Kayla Property, paid on December 10, 2004, and a balance of 135,000 by December 31, 2005. The Property is also Subject to a 1% Net Smelter Return Royalty, payable to Peter Hawley. Gordon Henriksen of Val D or Quebec was retained to write a geological report on these claims. The claims are in good standing until 2006.

Our objective is to conduct mineral exploration activities on the Kayla Property in order to assess whether these claims possess commercially viable mineralization of Copper and/or zinc and silver, and there can be no assurance that a commercially viable deposit exists on the Kayla property until sufficient and appropriate geological work has been performed.

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This may involve additional exploration work on the Kayla Property, there and above our planned exploration program, including, additional sampling and assaying, geochemical analysis, geophysical surveys, drilling, metallurgical and engineering work, reclamation, Property maintenance fees and salaries or fees paid for work on the Property as well as economic and legal feasibility studies.. Our proposed exploration program is designed to search for commercially exploitable deposits.

Presently, the Company does not have sufficient funds to undertake any further exploration activities unless it obtains funds from its directors and officers or raises additional capital through the sale of its equity. The directors do not have any arrangements in this regard.

The Company has no sources of revenue either from the Kayla Property or any other asset.

Employees

The Company does not have any full time employees and the directors and officers devote such time as is required to the affairs of the Company. Once a major exploration program commences the Company will need the officers to devote more time to the activities of the Company or it will be required to hire consultants to undertake the work.

Available Information

The Company has not yet delivered any annual reports to its shareholders. Once it has obtained a quotation on either the OTCBB, which might never happen, it will hold annual general meetings and distribute certain documents, including financial statements, to shareholders of record.

Presently, the Company files with the United States Securities and Exchange Commission (the "SEC") on Forms 10-KSB and 10-QSB.

The public may read and copy any material the Company files with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C., 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Company is on electronic files and therefore the public can review the Company's filing on the SEC Internet site that contains reports, proxy, and information statements, and other information regarding the Company. This information can be obtained by accessing the SEC website address at http://www.sec.gov.

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RISK FACTORS

The Company's business is subject to numerous risk factors, including the following:

THE MINERAL PROPERTY IN WHICH WE HAVE AN INTEREST, THE KAYLA PROPERTY, HAS NO RESERVES.

Our sole mineral property assets is the Kayla Property in Quebec.

As the property is in the exploration stage, It does not generate any cash flow. Accordingly, we have no means of producing any income. We anticipate incurring losses for the foreseeable future.

IF WE DO NOT OBTAIN ADDITIONAL FINANCING, OUR BUSINESS WILL FAIL.

Our current operating funds are less than necessary to complete planned exploration on our mineral property, and therefore we will need to obtain additional financing in order to complete our business plan. As of March 31, 2005, we had cash in the amount of $492 We currently do not have any operations and we have no income.

Our business plan calls for significant expenses in connection with the exploration of the Kayla Property. We do not have sufficient funds to complete recommended exploration on the property and ongoing administrative expenses.

We will also require additional financing if the costs of the exploration of our property are greater than anticipated. We will require additional financing to sustain our business operations if we are not successful in earning revenues once exploration is complete. We do not currently have any arrangements for financing and we can provide no assurance to investors that we will be able to find such financing if required. Obtaining additional financing would be subject to a number of factors, including the market prices for metals such as copper, nickel, silver and gold, investor acceptance of our property and general investor sentiment. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us.

The most likely source of future funds presently available to us is through the sale of equity capital. Any sale of share capital will result in dilution to existing shareholders. The only other anticipated alternative for the financing of further exploration would be the offering by us of an interest in our property to be earned by another party or parties carrying out further exploration thereof, which is not presently contemplated.

BECAUSE OF THE SPECULATIVE NATURE OF EXPLORATION OF MINERAL PROPERTY, THERE IS A SUBSTANTIAL RISK THAT OUR BUSINESS WILL FAIL.

The search for valuable minerals as a business is extremely risky. We can provide investors with no assurance that the mineral claims that we have an interest in contain commercially exploitable reserves of valuable metals. Exploration for minerals is a speculative venture necessarily involving substantial risk. The expenditures to be made by us in the exploration of the optioned mineral property may not result in the discovery of commercial quantities of minerals.

Problems such as unusual or unexpected formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan.

BECAUSE OF THE INHERENT DANGERS INVOLVED IN MINERAL EXPLORATION, THERE IS A RISK THAT WE MAY INCUR LIABILITY OR DAMAGES AS WE CONDUCT OUR BUSINESS.

The search for valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. The payment of such Liabilities may have a material adverse effect on our financial

position.

WE MAY NOT BE ABLE TO OPERATE AS A GOING CONCERN AND OUR BUSINESS MAY FAIL.

The Independent Auditor's Report to our audited financial statements for the period ended March 31, 2005, indicates that there are a number of factors that raise substantial doubt about our ability to continue as a going concern. Such factors identified in the report are

that we are in the pre-exploration stage, we have no established source of revenue and that we are dependent on our ability to raise capital from shareholders or other sources to sustain operations.

IF WE DO NOT OBTAIN CLEAR TITLE TO OUR PROPERTY, OUR BUSINESS MAY FAIL.

While we have obtained geological reports with respect to Kayla Property , this should not be construed as a guarantee of title. The property may be subject to prior unregistered agreements, transfers or native land claims, and title may be affected by undetected defects.

IF A MARKET FOR OUR COMMON STOCK DOES NOT DEVELOP, SHAREHOLDERS MAY BE UNABLE TO SELL THEIR SHARES.

There is currently no market for our common stock and we can provide no assurance that a market will develop. We have applied for listing of our common stock on the NASD over the counter bulletin board. However, we can provide investors with no assurance that our shares will be traded on the bulletin board or, if traded, that a public market will materialize. If no market is ever developed for our shares, it will be difficult for shareholders to sell their stock. In such a case, shareholders may find that they are unable to achieve benefits from their investment.

IF A MARKET FOR OUR COMMON STOCK DEVELOPS, OUR STOCK PRICE MAY BE VOLATILE.

If a market for our common stock develops, we anticipate that the market price of our common stock will be subject to wide fluctuations in response to several factors, including:

(1) actual or anticipated variations in our results of operations;

(2) our ability or inability to generate new revenues;

(3) increased competition; and

(4) conditions and trends in the mineral exploration industry.

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Further, if our common stock is traded on the NASD over the counter bulletin board, our stock price may be impacted by factors that are unrelated or disproportionate to our operating performance. These

market fluctuations, as well as general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations may adversely affect the market price of our common stock.

BECAUSE OUR SOLE DIRECTOR AND OFFICER LACKS PROFESSIONAL AND TECHNICAL TRAINING OUR BUSINESS MAY FAIL.

Due to the fact that our sole officer and director lacks professional and or technical credentials, there is a risk that decisions and choices of management may not take into account standard engineering or managerial approaches mineral exploration companies commonly use. Consequently, our operations, earnings, and ultimate financial success could suffer irreparable harm and our business would fail.

Forward-Looking Statements

This Form 10-KSB contains forward-looking statements that involve risks and uncertainties. We use words such as anticipate, believe, plan, expect, future, intend and similar expressions to identify such forward-looking statements. You should not place too much reliance on these forward-looking statements. Our actual results are likely to differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described in the above Risk Factors section and elsewhere in this document.

ITEM 2. DESCRIPTION OF PROPERTY

KAYLA PROPERTY

The Kayla Property consists of six claims totaling approximately 95.70 hectares, which are located in Levy Township, Val D or Mining Ditrict , Quebec. A 100% interest in these claims were recorded in the name of Peter Hawley, which he holds in trust for the Company. the claims are in good standing until 2006.

Location of Kayla Property

The property is favorably located 45 kilometers north and 1 kilometer west of the towns of Chibougamau and Chapais, respectfully, 180 kilometers east of Demaraisville and 315 kilometers northeast of Val D Or, Quebec, Canada. Direct access to the property is available via Highway 113, which bisects the central portion of the claim group, and via several maintained roads and trails.

Most of the property is forested by jack pine. A small creek traverses the southwest corner of the claim group. Topographic relief on the property is low. Supplies, services and manpower are available in the Chapais Chibougamau area.

Past Exploration of the Kayla Property

A listing of work conducted on the Kayla Property between 1950 and 1994. Detailed reports of the findings are available through the Ministry of Energy and Resources, Quebec.

1950

GM 618

Area Mines Magnetometer Survey

1952

GM 2253-A

Area Mines Geological Report

1952

GM 2253-B

Area Mines Diamond Drill Holes Logs (14)

1952

GM 1757

Area Mines Geological Report

1952

GM 2081-A

Rockfeller Syndicate Property Report

1952

GM 2081-B

Rockfeller Syndicate Magnetic and Resistivity Survey

1954

GM 3238

Area Mines Geochemical Survey

1954

GM 3239-A

Area Mines Electromagnetic Survey

1955

GM 3239-B

Area Mines Diamond Drill Holes Logs (17) plus Collar Location

Plan

1956

GM 4275

Area Mines Information Report

1958

GM 7776

Kisco Mines Ltd. Geological Report

1962

GM 11915

Rockfeller Diamond Drill Hole Logs (7 with Collar Location Plan)

1967

GM 21397

Rockfeller Electromagnetic Survey

1967

GM 21060

Kisco Mines Ltd. Magnetic and Electromagnetic Surveys

1967

GM 21059

Kisco Mines Ltd. Geological Map and Interpretation

1967

GM 21202

Kisco Mines Ltd. Diamond Drill Logs (2) with 1 Sample Plan

1967

GM 21061

Kisco Mines Ltd., Diamond Drill Logs with Assays (4).

1968

GM 22422

Opemiska Copper Mines / Kisco Copper Mines, 2 Diamond Drill

Logs plus 1 Sample Log

1968

GM 23263

Rockfeller Exploration Program and (5) Diamond Drill Logs

1968

GM 23311

Rockfeller Report Magnetic Survey

1968

GM 25068

Opemisca Copper Mines Government Report

1970

GM 26567

Opemisca Copper Mines 2 Diamond Drill Logs

1972

GM 28232

Falconbridge Mining 12 Diamond Drill Logs

1980

GM 36260

Falconbridge Mining Electromagnetic Survey

1980

GM 36261

Falconbridge Mining 1 Diamond Drill Log

1980

GM 37255

Falconbridge Mining 5 Diamond Drill Logs

1982

GM 38475

Falconbridge Mining Diamond Drill Logs

1992

Peter J. Hawley Obtained the Kayla Property by Staking

1993

P. Hawley Optioned the Kayla Property to Ojibway Resources Ltd.

Ojibway Resources Ltd. Performed Line Cutting, Magnetic and

VLF-EM Geophysical Surveys and Drilled Three surface Diamond

Drill Holes.

1995

Ojibway Resources Ltd. Defaulted on the Property Agreement and the Claims Were Returned to the Vender, P. Hawley

ITEM 3. LEGAL PROCEEDINGS

There are no legal proceedings pending or threatened against us.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

No matters were submitted to a vote of shareholders of the Company during the final quarter of the fiscal year ended March 31, 2005.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

Our shares of common stock currently are quoted on the National Association of Securities Dealers OTC Bulletin Board, under the symbol LKVN there is no guarantee that we will be successful.

We have 45 shareholders of record as at the date of this annual report.

Dividends

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1.

we would not be able to pay our debts as they become due in the usual course of business; or

2.

our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends, and we do not plan to declare any dividends in the foreseeable future.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

OVERVIEW

Our plan of operations for the twelve months following the date of this annual report is to complete initial exploration programs on the Kayla property. We have spent $15,000 Phase 1 and will look to proceed with Phase 2 providing the results from phase 1 are favorable

In addition, we anticipate spending over the next year $10,000 on professional fees, $135,000 on phase two of our exploration program $0 on salaries and wages, $0 on travel costs, $0 on promotional expenses and $5,000 on other administrative expenses.

Total expenditures over the next 12 months are therefore expected to be $165,000. We will not be able to proceed with Phase II of our exploration program, or meet our administrative expense requirements, without additional financing.

We will not be able to complete the initial exploration program on our mineral property without additional financing.

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We currently do not have a specific plan of how we will obtain such funding; however, we anticipate that additional funding will be in the form of equity financing from the sale of our common stock. We may also seek to obtain short-term loans from our directors, although no such arrangement has been made. At this time, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through a loan from our directors to meet our obligations over the next twelve months. We do not have any arrangements in place for any future equity financing. Due to these factors, raise substantial doubt that the Company will be able to continue as a going concern. To the extent management s plans are unsuccessful in circumventing the going concern uncertainty; the Company will cease all operations and no longer continue as a going concern.

Results Of Operations For Period Ending March 31, 2005

We did not earn any revenues during the period ending March 31, 2005. We do not anticipate earning revenues until such time as we have entered into commercial production on the Kayla Property. We are presently in the exploration stage of our business and we can provide no assurance that we will discover economic mineralization levels of minerals on either property, or if such minerals are discovered, that we will enter into commercial production.

We incurred operating expenses in the amount of $35,689 for the fiscal year ended March 31, 2005. .

Our net loss increased from $3,076 in fiscal 2004 to $35,689 in fiscal 2005 primarily due to a general increase in company activity.

We have not attained profitable operations and are dependent upon obtaining financing to pursue exploration activities. For these reasons our auditors stated in their report that they have substantial doubt that we will be able to continue as a going concern.

At March 31, 2005, we had assets of $592 consisting of cash on hand in the amount of $492 and other assets of $100 and have advanced $15,000 for phase 1of our exploration program.

ITEM 7. FINANCIAL STATEMENTS

LAKEFIELD VENTURES, INC.

(An Exploration Stage Company)

FINANCIAL STATEMENTS

For the year ended March 31, 2005

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Report of Independent Registered Public Accounting Firm

To The Shareholders and Board of Directors

of Lakefield Ventures, Inc.

We have audited the accompanying balance sheet of Lakefield Ventures, Inc. (an exploration stage Company) as of March 31, 2005 and the related statements of operations, changes in shareholders deficiency and cash flows for the year then ended. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits. .

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provided a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Lakefield Ventures, Inc. as of March 31, 2005, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements referred to above have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 1, the Company s need to seek new sources or methods of financing or revenue to pursue its business strategy, raise substantial doubt about the Company s ability to continue as a going concern. Management s plans as to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Jewett, Schwartz, & Associates

Hollywood, Florida

July 14, 2005

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LAKEFIELD VENTURES, INC.
(An Exploration Stage Company)

BALANCE SHEET
MARCH 31, 2005

ASSETS

CURRENT ASSETS:		
Cash	$	492
TOTAL CURRENT ASSETS		492
OTHER ASSETS, NET		100

TOTAL ASSETS	$	592

LIABILITIES AND SHAREHOLDERS' DEFICIENCY

CURRENT LIABILITIES		
Accounts payable and accrued expenses	$	416
Note payable - related party		22,500
TOTAL CURRENT LIABILITIES		22,916
SHAREHOLDERS' DEFICIENCY		
Preferred stock, $.001par value, 10,000,000 shares authorized,		
no shares issued and outstanding		-
Common stock, $.001 par value 50,000,000 shares authorized		
3,520,000 shares issued and outstanding		3,520
Additional paid-in capital		38,480
Accumulated deficit		(64,324)
TOTAL SHAREHOLDERS' DEFICIENCY		(22,324)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	$	592

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LAKEFIELD VENTURES, INC.
(An Exploration Stage Company)

STATEMENTS OF OPERATIONS

		For the Year Ended March 31, 2005		For the Year Ended March 31, 2004		For the Period from February 6, 2002 (inception) to March 31, 2005
REVENUES	$	-	$	-	$	-

Cost of operations		-		-		-
GROSS PROFIT		-		-		-
OPERATING EXPENSES						
General and administrative expenses		35,689		3,076		64,324
Total operating expenses		35,689		3,076		64,324
Loss from continuing operations before provision for income taxes		(35,689)		(3,076)		(64,324)
Provision for income taxes		-		-		-
NET LOSS	$	(35,689)	$	(3,076)	$	(64,324)
Loss per common share:						
Net loss from continuing operations	$	(0.01)	$	(0.00)	$	-
Weighted average common shares outstanding - basic and diluted		3,542,500		3,328,247		-

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LAKEFIELD VENTURES, INC.

(An exploration Stage Company)

STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY

	Preferred Stock 10,000,000 shares authorized		Common Stock 50,000,000 shares authorized				
	Shares Issued	Par Value $.001 per share	Shares Issued	Par Value $.001 per share	Additional Paid-in Capital	Accumulated Deficit	S
BALANCE, FEBRUARY 6, 2002 (INCEPTION)	-	$ -	-	$ -	$ -	$ -	$
Common shares issued at par value	-	-	1,500,000	1,500	-	-	
Common shares issued at $0.01 per share	-	-	1,550,000	1,550	13,950	-	
Net loss	-	-	-	-	-	-	
BALANCE, MARCH 31, 2002	-	$ -	3,050,000	$ 3,050	$ 13,950	$ -	$
Common shares issued at $0.05 per share	-	-	245,000	245	12,005	-	
Net loss	-	-	-	-	-	(25,559)	
BALANCE, MARCH 31, 2003	-	$ -	3,295,000	$ 3,295	$ 25,955	$ (25,559)	$
Common shares issued at $0.05 per share	-	-	255,000	255	12,495	-	
Net loss	-	-	-	-	-	(3,076)	

BALANCE, MARCH 31, 2004	-	$ -	3,550,000	$ 3,550	$ 38,450	$ (28,635)	$
Cancellation of common stock	-	-	(30,000)	(30)	30	-	
Net loss	-	-	-	-	-	(35,689)	
BALANCE, MARCH 31, 2005	-	$ -	3,520,000	$ 3,520	$ 38,480	$ (64,324)	$

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LAKEFIELD VENTURES, INC.
(An Exploration Stage Company)

STATEMENTS OF CASH FLOWS

	For the Year Ended March 31, 2005	For the Year Ended March 31, 2004	For the Period from February 6, 2002 (inception) to March 31, 2005
CASH FLOW FROM OPERATING ACTIVITIES:			
Net loss	$ (35,689)	$ (3,076)	$ (64,324)
Amortization	800	800	2,400
Changes in assets and liabilities:			
Prepaid expenses and other assets	-	3,206	-
Accounts payable and accrued expenses	416	(1,400)	416
NET CASH USED IN OPERATING ACTIVITIES	(34,473)	(470)	(61,508)
CASH FLOW FROM INVESTING ACTIVITIES			
Payment to consummate option agreement	-	-	(2,500)
NET CASH USED IN INVESTING ACTIVITIES	-	-	(2,500)
CASH FLOW FROM FINANCING ACTIVITIES:			
	25,000	-	25,000

Proceeds from note payable - related party			
Repayment of note payable	(2,500)	-	(2,500)
Net proceeds from the issuance of common stock	-	12,750	42,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	22,500	12,750	64,500
Increase in Cash and Cash Equivalents	(11,973)	12,280	492
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	12,465	185	-
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 492	$ 12,465	$ 492
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid for interest	$ -	$ -	$ -
Cash paid for income taxes	$ -	$ -	$ -

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NOTE 1 - NATURE OF OPERATIONS

Organization - The Company was incorporated in Nevada on February 6, 2002. The Company changed its fiscal year-end from September 30th to March 31st.

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Exploration Stage Activities - The Company has been in the exploration stage since its formation and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mining properties. Upon location of a commercial minable reserve, the Company expects to actively prepare the site for its extraction and enter a development stage.

Going Concern - The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has no sales and has incurred a net loss $35,689 for the year ended March 31, 2005; a net loss of $3,076 for the year ended March 31, 2004; and a net loss of $64,324 for the period from February 6, 2002 (inception) to March 31, 2005. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its mineral properties. Management has plans to seek additional capital through a private placement and public offering of its common stock. These factors raise substantial doubt that the Company will be able to continue as a going concern. To the extent management s plans are unsuccessful in circumventing the going concern uncertainty; the Company will cease all operations and no longer continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

The Company's future capital requirements will depend on many factors, including costs of exploration of the Property, cash flow from operations, costs to complete mine production, if warranted, and competition and global market conditions. The Company's anticipated recurring operating losses and growing working capital needs will require that it obtain additional capital to operate its business. Further, the Company does not have sufficient funds on hand to complete the exploration of the Property.

The Company will depend almost exclusively on outside capital to complete the exploration of the Property. Such outside capital may include the sale of additional common stock and/or commercial borrowing. There can be no assurance that capital will be available as necessary to meet these continuing development costs or, if the capital is available, it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company would result in a significant dilution in the equity interests of its current stockholders. The Company does not have any arrangements in place for any future equity financing.

Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

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Given the Company's limited operating history, lack of sales, and its operating losses, there can be no assurance that it will be able to achieve or maintain profitability. Accordingly, these factors raise substantial doubt about the Company s ability to continue as a going concern.

At March 31, 2005, the Company had a working capital deficit of $22,324. A minimum of $3000per quarter is needed to cover expenses and $15,000 is budgeted for Phase I exploration on Kayla property. The Company has insufficient working capital to operate for the next year, and will require additional funding to conduct Phase II exploration on the Kayla property. The Company expects to raise additional funds in the next twelve months through the issuance of shares for cash.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The Company has not produced any revenue from its principal business and is an exploration stage company as defined by the Securities and Exchange Commission Guide No. 7.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Mineral Property Costs

Mineral property acquisition, exploration and development costs are expensed as incurred until such time as economic reserves are quantified. From that time forward, the Company will capitalize all costs to the extent that future cash flows from mineral reserves equal or exceed the costs deferred. The deferred costs will be amortized over the recoverable reserves when a property reaches commercial production. Costs related to site restoration programs will be accrued over the life of the project. To date the Company has not established any proven reserves on its mineral properties.

Stock-Based Compensation

The Company accounts for stock options issued to employees in accordance with the provisions of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. As such, compensation cost is measured on the date of grant as the excess of current market price of the underlying stock over the exercise price. Such compensation amounts are amortized over the respective vesting periods of the option grant. The Company adopted the disclosure provisions of SFAS No. 123, Accounting for Stock-Based Compensation, and SFAS

No. 148, Accounting for Stock Based Compensation Transition and Disclosure, which allows entities to provide pr forma net income (loss) and pro forma earnings (loss) per share disclosures for employee stock option grants as if the fair-valued based method defined in SFAS No. 123 has been applied.

The Company accounts for stock options or warrants issued to non-employees for goods or services in accordance with the fair value method of SFAS 123. Under this method, the Company records an expense equal to the fair value of the options or warrants issued. The fair value is computed using an options pricing model.

Loss Per Share

The Company computed basic and diluted loss per share amounts for March 31, 2005 and 2004 pursuant to the Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share. There are no potentially dilutive shares outstanding and, accordingly, dilutive per share amounts have not been presented in the accompanying statements of operations.

Fair Value of Financial Instruments

Statement of Financial Accounting Standards No. 107, Disclosures about Fair Value of Financial Instruments, requires disclosures of information regarding the fair value of certain financial instruments for which it is practicable to estimate the value. For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale of liquidation.

Comprehensive Loss

SFAS No. 130, Reporting Comprehensive Income, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As of March 31, 2005 and 2004 the Company has no items that represent comprehensive loss and therefore, has not included a schedule of comprehensive loss in financial statements.

Recent Authoritative Pronouncements

Other-Than-Temporary Impairment of Investments

In March 2004, the EITF of the FASB reached a consensus on Issue No. 03-01, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments (EITF 03-01). EITF 03-01 addresses the meaning of other-than-temporary impairment and its application to debt and equity securities within the scope of SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities (SFAS 115) and equity securities that are not subject to the scope of SFAS 115 and not accounted for under the equity method of accounting. As of March 31, 2005, the Company determined that EITF 03-01 had no impact on its consolidated financial statements.

Contingently Convertible Instruments

In September 2004, the EITF reached a consensus on Issue No. 04-08, The Effect of Contingently Convertible Instruments on Diluted Earnings Per Share (EITF 04-08), which is effective for reporting periods ending after December 15, 2004. EITF 04-08 requires companies to include shares issuable under convertible instruments in diluted earnings per share computations (if dilutive) regardless of whether the market price trigger (or other contingent feature) has been met. In addition, prior period earnings per share amounts presented for comparative purposes must be restated. EITF 04-08 did not impact earnings per share in 2004.

Share-Based Payment

In December 2004, the FASB issued a revision of SFAS 123 (SFAS 123(R)) that will require compensation costs related to share-based payment transactions to be recognized in the statement of operations. With limited exceptions, the amount of compensation cost will be measured based on the grant-date fair value of the equity or liability instruments issued. In addition, liability awards will be re-measured each reporting period. Compensation cost will be recognized over the period that an employee provides service in exchange for the award. SFAS 123(R) replaces SFAS 123 and is effective as of the first interim period beginning after June 15, 2005. Based on the number of shares and awards outstanding as of March 31, 2005 (and without giving effect to any awards which may be granted in 2005), we expect that the adoption of SFAS 123(R) will have no material impact to the financial statements.

In November 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (SFAS) No. 151, "Inventory Costs." The new statement amends Accounting Research Bulletin (APB) No. 43, Chapter 4, "Inventory Pricing," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material. This statement requires that those items be recognized as current-period charges and requires that allocation of fixed production overheads to the cost of conversion be based on the normal capacity of the production facilities. This statement is effective for fiscal years beginning after June 15, 2005. The Company does not expect adoption of this statement to have a material impact on its financial condition or results of operations.

In December 2004, the FASB issued SFAS No. 123 (revised 2004) (SFAS 123(R)), Share-Based Payment. This statement replaces SFAS No. 123 Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS 123(R) will require the fair value of all stock option awards issued to employees to be recorded as an expense over the related vesting period. The statement also requires the recognition of compensation expense for the fair value of any unvested stock option awards outstanding at the date of adoption. The Company does not expect the adoption of this SFAS 123(R) to have a material impact relating to outstanding options/warrants since a majority of the awards granted at December 31, 2004 will be fully vested prior to our adoption.

NOTE 3 - MINERAL PROPERTY INTEREST

The Company has entered into an option agreement, dated April 15, 2002 to acquire a 90% interest in a total of six mineral claims located in the Levy Township in Quebec, Canada. In order to earn its interests, the Company made a cash payment totaling $2,500 upon consummating the agreement. Under the terms of the agreement the Company is required to incur exploration expenditures totaling $150,000, of which $15,000 is required to be expended by December 31, 2004 and $135,000 is required to be expended by December 31, 2005. The properties are subject to 1% net smelter return royalty fees. During December 2004 $15,000 was expensed in accordance with the requirements of the option agreement.

NOTE 4 CONTINGENCY

Mineral Property - The Company's mineral property interests have been acquired pursuant to option agreements. In order to retain its interest, the Company must satisfy the terms of the option agreements described in Note 3.

NOTE 5 - RELATED PARTY TRANSACTIONS

On December 10, 2004 the Company issued a note payable in the amount of $25,000 to the President of the Company for the purpose of funding exploration activities. The note bears no interest and is due and payable upon demand. As of March 31, 2005 the balance of the loan is $22,500.

During the period ended March 31, 2003, the Company incurred $9,600 for management consulting services provided by two directors of the Company.

Effective February 6, 2002, the Company entered into a management consulting agreement with a director which pays $12,000 per annum and expired February 6, 2004.

NOTE 6 SHAREHOLDERS EQUITY

During the third quarter, the Company cancelled 30,000 shares of common stock, resulting in a total of 3,520,000 shares outstanding.

NOTE 7 SUBSEQUENT EVENT

In May 2005, the company declared a 11.14 to one forward stock split on all of its outstanding common stock.

NOTE 8- INCOME TAXES

Deferred income taxes arise from timing differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. A deferred tax asset valuation allowance is recorded when it is more likely than not that deferred tax assets will not be realized. There are no deferred taxes as of March 31, 2005.

There was no income tax expense for the years ended March 31, 2005 and 2004 and for the period February 6, 2002 (inception) through March 31, 2005 due to the Company s net losses.

The Company s tax expense (benefit) differs from the expected tax expense (benefit) for the years ended March 31, 2005 and 2004 (computed by applying the Federal Corporate tax rate of 34% to loss before taxes), as follows:

	2005	2004	February 6, 2002 (inception) Through March 31, 2005
Computed expected tax expense (benefit)	$ (-)	$ (-)	$ (-)
Benefit of operating loss carryforwards	-	-	-
	$ -	$ -	$ -

The effects of temporary differences that gave rise to significant portions of deferred tax assets and liabilities at March 31, 2005 are as follows:

Deferred tax assets:	2005
Current deferred tax assets	$ -
Net operating loss carryforward	-

Total gross deferred tax assets		-
Less valuation allowance		-
Net deferred tax assets	$	-

The Company has a net operating loss carryforward of approximately $64,000 available to offset future taxable income through 2019.

The valuation allowance at March 31, 2005 was $______. The net change in valuation allowance during the year ended March 31, 2005 was an increase of $ _____.

ITEM 8. CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING FINANCIAL DISCLOSURE

We had no disagreements with accountants for the year ended March 31, 2005.

ITEM 8A: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls

Limitations on the Effective of Controls

Disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act (15 U.S.C. 78a *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Conclusions

Based upon their evaluation of our controls, the chief executive officer and principal accounting officer have concluded that, disclosure controls are effective providing reasonable assurance that material information relating to us is made known to management on a timely basis during the period when our reports are being prepared. There were no changes in our internal controls that occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls.

PART III

ITEM 9: DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Name	Age	Position with Registrant	Served as a Director or Officer Since
Michael Iverson	52	President, Secretary Treasurer and Director	March 2002

The following describes the business experience of the Company's directors and executive officers, including other directorships held in reporting companies:

Each director of the Company serves for a term of one year and until his successor is elected at the Company's annual shareholders' meeting and is qualified, subject to removal by the Company's shareholders.

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Each officer serves, at the pleasure of the board of directors, for a term of one year and until his successor is elected at the annual general meeting of the board of directors and is qualified.

Set forth below is certain biographical information regarding each of the Company's executive officers and directors.

Biographical Information

Michael Iverson:

Mr. Michael Iverson has spent the last 11 years managing and administrating public companies in the exploration and mining sector. From 1992 to 2000 Mr. Iverson served as a director and president of Sasha Ventures (now eShippers Management Ltd.) a TSX listed company that maintains a web based application service, Inter Shipper, which delivers shipping information for all shipping rate tables. From 1998 to present Mr. Iverson is a director and was CEO of Moreno Ventures Ltd., a TSX listed mining and exploration, company and has since changed its name to Niogold Corporation. From 1998 to present Mr. Iverson has served as a director and CEO of Fortuna Ventures Inc., a TSX listed mining and exploration company. Even though Mr. Iverson lacks the professional, and technical credentials he has a vast amount of hands on experience and knowledge in the exploration and mining sector, where his duties have included, administrating and managing the day to operations of a public mining exploration company as well as hiring, coordinating and overseeing exploration crews.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than 10% of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based on our review of the copies of such forms we received, we believe that during the fiscal year ended March 31, 2005 all such filing requirements applicable to our officers and directors were complied with exception that reports were filed late by the following persons:

Name and Principal position	Number Of late Reports	Transactions Not Timely Reported	Known Failures to file a Required Form
Michael Iverson	0	0	1

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ITEM 10. EXECUTIVE COMPENSATION

The table below summarizes all compensation awarded to, earned by, or paid to our executive officers by any person for all services rendered in all capacities to us for the fiscal year ended March 31, 2005.

		Annual Compensation				Long Term Compensation			
Name	Title	Year	Salary	Bonus	Other Annual Compensation	Restricted Stock Awarded	Options/ SARs (#)	LTIP payouts ($)	All Other Compensation
Michael	President	2004	0	0	0	0	0	0	0
Iverson	Sec, Treas								
		2003	0	0	0	0	0	0	0
				0	0	0	0	0	0

ITEM 11: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our shares of common stock at March 31, 2005 by (i) each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock, (ii) each of our directors, (iii) our executive officers, and (iv) by all of our directors and executive officers as a group. Each person named in the table, has sole voting and investment power with respect to all shares shown as beneficially owned by such person and can be contacted at our executive office address.

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	SHARES OF COMMON STOCK	PERCENT OF CLASS
Common	Michael Iverson	1,500,000	42.74%

As of the date of this annual report, we have 3,510,000 shares of common stock issued and outstanding.

ITEM 12.CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None of our directors or officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all of our outstanding shares, nor any promoter, nor any relative or spouse of any of the foregoing persons has any material interest, direct or indirect, in any transaction since our incorporation or in any presently proposed transaction which, in either case, has or will materially affect us.

Our management is involved in other business activities and may, in the future become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between our business and their other business interests. In the event that a conflict of interest arises at a meeting of our directors, a director who has such a conflict will disclose his

interest in a proposed transaction and will abstain from voting for or against the approval of such transaction.

PART IV

Exhibits

3.1 Articles and By-Laws*

1.1

Mineral Property Purchase Agreement** (extension)

23.2 Consent of Jewett, Schwartz, and Associates

23.1 Consent of Gordon N. Henriksen BSC, Geologist*

31.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted

pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted

pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted

pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed as an exhibit to our registration statement on Form

10-SB dated February 27, 2002

** Filed as an exhibit on form 10SB/A 12G on July 6, 2004

Reports on Form 8-K

We did not file any reports on Form 8-K during the first quarter of 2004.

ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our current principal accountants, Jewett, Schwartz and Associates, and our former principal accountants, Morgan and Company billed the following fees for the services indicated.

	Fiscal year ended March 31, 2004	Fiscal year ended March 31, 2005
Audit fees	$3000	$10,000
Audit-related fees	Nil	Nil
Tax fees	Nil	Nil
All other fees	Nil	Nil

Audit fees consist of fees related to professional services rendered in connection with the audit of our annual financial statements, the review of the financial statements included in each of our quarterly reports on Form 10-QSB.

Our audit committee s policy is to pre-approve all audit and permissible non-audit services performed by the independent accountants. These services may include audit services, audit-related services, tax services and other services. Under our audit committee s policy, pre-approval is generally provided for particular services or categories of services, including planned services, project based services and routine consultations. In addition, the audit committee may also pre-approve particular services on a case-by-case basis. Our audit committee approved all services that our independent accountants provided to us in the past two fiscal years.

SIGNATURES

Pursuant to the requirements of Section 13 and 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Lakefield Ventures, Inc.

By

/s/ Michael Iverson

Michael Iverson

President, Secretary, Treasurer

Principal accounting officer & Director

Date: July 15, 2005

In accordance with the Securities Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/Michael Iverson

Michael Iverson

President, Secretary, Treasurer

Principal Accounting Officer

And a Director

July 15, 2005

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