

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **May 31, 2003**

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period to

Commission File Number **000-101575**

IGUANA VENTURES LTD.

(Exact name of small Business Issuer as specified in its charter)

Nevada **98-0376008**

(State or other jurisdiction of
S Employer Identification No.)
incorporation or organization)

Suite 1400, 1500 West Georgia St.
Vancouver, B.C., Canada **V6G 2Z6**

(Address of principal executive offices)
Zip Code)

Issuer's telephone number, including area code: **604-760-2112**

Not Applicable

(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 Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) maintained adequate books and records for the preparation of such reports.

Yes No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **10,554,000 Shares of \$.001 par value Common Stock outstanding as of May 31, 2003.**

PART 1 - FINANCIAL INFORMATION

Item 1. Financial Statements

The accompanying un-audited financial statements have been prepared in accordance with the instructions to Form 10-QSB and, therefore, do not include all information and footnotes necessary for a complete understanding of the financial statements.

IGUANA VENTURES LTD.
(An Exploration Stage Company)
CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2003
(Unaudited)
(Stated in U.S. Dollars)

IGUANA VENTURES LTD.
(An Exploration Stage Company)

CONSOLIDATED BALANCE SHEET
(Unaudited)
(Stated in U.S. Dollars)

	MAY 31 2003	AUGUST 31 2002
ASSETS		
Current		
Cash	\$ 4,286	\$ 44,123
LIABILITIES		
Current		
Accounts payable	\$ 4,446	\$ 1,180
Due to shareholder	3,269	3,269
	<u>7,715</u>	<u>4,449</u>
SHAREHOLDER'S EQUITY (DEFICIENCY)		
Share Capital		
Authorized:		
100,000,000 common shares with a par value of \$0.001 per share		
100,000,000 preferred shares with a par value of \$0.001 per share		

Issued:

10,554,000 common shares at February 28, 2003 and August 31, 2002	10,554	10,554
Additional paid-in capital	43,146	43,146
Deficit Accumulated During The Exploration Stage	(57,129)	(14,026)
	(3,429)	39,674
	\$ 4,286	\$ 44,123

IGUANA VENTURES LTD.

(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF LOSS AND DEFICIT

(Unaudited)

(Stated in U.S. Dollars)

	THREE MONTHS ENDED MAY 31 2003	NINE MONTHS ENDED MAY 31 2003	PERIOD FROM INCEPTION APRIL 12 2002 TO MAY 31 2002	PERIOD FROM INCEPTION APRIL 12 2002 TO MAY 31 2003
Expenses				
Mineral claim payment	\$-	\$-	\$-	\$3,258
Professional fees	9,004	34,223	1,500	43,689
Office and sundry	576	1,605	-	2,907
Exploration expenditures	-	5,000	-	5,000
Transfer agent fees	-	2,275	-	2,275
Net Loss For The Period	9,580	43,103	1,500	\$57,129
Deficit Accumulated During Exploration Stage, Beginning Of Period	47,549	14,026	-	
Deficit Accumulated During The Exploration Stage, End Of Period	\$ 57,129	\$ 57,129	\$ 1,500	
Basic And Diluted Loss Per Share	\$0.01	\$0.01	\$-	
Weighted Average Number Of Shares Outstanding	10,554,000	10,554,000	-	

IGUANA VENTURES LTD.

(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF CASH FLOWS

(Unaudited)

(Stated in U.S. Dollars)

	THREE MONTHS ENDED MAY 31 2003	NINE MONTHS ENDED MAY 31 2003	PERIOD FROM INCEPTION APRIL 17 2002 TO MAY 31 2002	PERIOD FROM INCEPTION APRIL 17 2002 TO MAY 31 2003
Cash Flows From Operating Activities				
Net loss for the period	\$(9,580)	\$(43,103)	\$(1,500)	\$(57,129)
Adjustments To Reconcile Net Loss To Net Cash Used By Operating Activities				
Change in accounts payable	(3,927)	3,266	-	4,446
Change in due to shareholder	-	-	-	3,269
	(13,507)	(39,837)	(1,500)	(49,414)
Cash Flows From Financing Activities				
Share subscriptions	-	-	6,000	-
Issue of share capital	-	-	-	53,700
	-	-	6,000	53,700
Increase (Decrease) In Cash	(13,507)	(39,837)	4,500	4,286
Cash, Beginning Of Period	17,793	44,123	-	-
Cash, End Of Period	\$4,286	\$4,286	\$4,500	\$4,286

IGUANA VENTURES LTD.
(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIENCY)

MAY 31, 2003

(Unaudited)

(Stated in U.S. Dollars)

	COMMON STOCK			DEFICIT ACCUMULATED DURING THE EXPLORATION STAGE	TOTAL
	NUMBER OF COMMON SHARES	PAR VALUE	ADDITIONAL PAID-IN CAPITAL		
Shares issued for cash at \$0.001	6,000,000	\$ 6,000	\$ -	\$ -	6,000
Shares issued for cash at \$0.01	4,500,000	4,500	40,500	-	45,000
Shares issued for cash at \$0.05	54,000	54	2,646	-	2,700
Net loss for the period	-	-	-	(14,026)	(14,026)
Balance, August 31, 2002	10,554,000	10,554	43,146	(14,026)	39,674
Net loss for the period	-	-	-	(43,103)	(43,103)
Balance, May 31, 2003	10,554,000	\$10,554	\$43,146	\$(57,129)	\$(3,429)

IGUANA VENTURES LTD.
(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2003
(Unaudited)
(Stated in U.S. Dollars)

1. BASIS OF PRESENTATION

The unaudited consolidated financial statements as of May 31, 2003 included herein have been prepared without audit pursuant to the rules and regulations of the Securities and

2. OPERATIONS

Organization

The Company was incorporated in the State of Nevada, U.S.A., on April 12, 2002.

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 an

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 incurred a net loss of \$57,129 for the period from April 12, 2002 (inception) to May 31, 2003, and has no se

IGUANA VENTURES LTD.
(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2003
(Unaudited)
(Stated in U.S. Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. Because a precise d

The consolidated financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant ac

a) Year End

The Company's year end is August 31.

b) Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned Canadian subsidiary Iguana Explorations Inc.

c) Mineral Claim Payments and Exploration Costs

The Company expenses all costs related to the acquisition, maintenance and exploration of mineral claims in which it has secured exploration rights prior to establishment of p

d) 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 re

IGUANA VENTURES LTD.

(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2003

(Unaudited)

(Stated in U.S. Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e) Foreign Currency Translation

The Company's functional currency is the U.S. dollar. Transactions in foreign currency are translated into U.S. dollars as follows:

- i) monetary items at the rate prevailing at the balance sheet date;
- ii) non-monetary items at the historical exchange rate;
- iii) revenue and expense at the average rate in effect during the applicable accounting period.

f) Income Taxes

The Company has adopted Statement of Financial Accounting Standards No. 109 – "Accounting for Income taxes" (SFAS 109). This standard requires the use of an asset and

g) Basic and Diluted Loss Per Share

In accordance with SFAS No. 128 – "Earnings Per Share", the basic loss per common share is computed by dividing net loss available to common stockholders by the weighte

4. MINERAL CLAIM INTEREST

On June 1, 2002, the Company acquired, by staking, a 100% interest in four mineral claims located in British Columbia, Canada for cash consideration of \$3,258. Since the Comp

Item 2. Management's Discussion and Analysis or Plan of Operations

Forward Looking Statements

This report on Form 10-QSB contains certain forward-looking statements within the meaning of section 21(e) of the Securities Exchange Act of 1934, as amended, and other applicable securities laws. Results could differ materially from those anticipated by the forward-looking statements.

Overview

We were incorporated on April 12, 2002, under the laws of the State of Nevada.

We are an exploration stage company engaged in the acquisition and exploration of mineral properties. We own four mineral claims that we refer to as the Saucy mineral claims which cover a total area

Our objective is to conduct mineral exploration activities on the mineral claims in order to assess whether it possesses potential for commercially exploitable reserves of gold, silver or copper. Further e

Geological Report

We engaged Mr. W.G. Timmins to prepare a geological evaluation report on the Saucy mineral claims. Mr. Timmins is a consulting geologist and registered professional engineer in the Geological Sect

The work completed by Mr. Timmins in preparing the geological report consisted of the review of geological data from previous exploration. The acquisition of this data involved the research and inve

We received the geological evaluation report on the mineral claims prepared by Mr. Timmins on September 6, 2002. This report is entitled "Report on the Saucy Mineral Claims For Ig

Stage one exploration work was conducted and completed by Mr. Timmins on September 26, 2002. Mr. Timmins concluded that the results were favorable and he recommended we

Any further exploration work past the stage two is dependent upon the results found during the execution of the above program.

Plan of Operations

We have completed stage one of our planned two-stage exploration program on the Saucy mineral claims. Stage one, consisting of mostly sampling and evaluation of the samples, w

Our business plan is to proceed with the exploration of the Saucy mineral claims to determine whether there are mineral deposits of gold, copper and silver. We estimate that stage two exploration to do so. No additional work aside from the Stage two exploration program is planned at this time.

Mr. Timmins, our geologist, will be engaged to oversee the second stage of the work program which will begin this summer/fall season, as weather permits. Typically, the area is accessible.

Additional work after the completion of stage two will take place only if recommended by the geologist. After stage two is completed, it is anticipated that no work will take place for the remainder of the year.

We anticipate that we will incur the following expenses over the next twelve months:

1. \$10,000 in connection with the completion of the second stage of our recommended geological work program.
2. \$20,000 for operating expenses, including professional legal and accounting expenses associated with being a reporting issuer under the Securities Exchange Act of 1934.

We had cash in the amount of \$4,368 as of May 31, 2003. Our total expenditures over the next twelve months are anticipated to be approximately \$30,000. Accordingly, we will require additional financing.

our business plan will be significantly delayed until a point in time when we would be able to secure the necessary financing. We anticipate that any financing will be an equity financing.

In the next twelve months, we do not plan to make any purchases or sales of significant equipment, nor do we plan to make any significant changes in our number of employees.

Results Of Operations For Period Ending May 31, 2003

We did not earn any revenues during the period ending May 31, 2003. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral property.

We incurred expenses in the amount of \$9,580 for the three month period ended May 31, 2003. These expenses included professional fees in the amount of \$9,004 and office and supplies of \$576.

We incurred a loss in the amount of \$9,580 for the three month period ended May 31, 2003. Our loss was attributable primarily to professional fee expenses.

Liquidity and Capital Resources

We had cash of \$4,286 as of May 31, 2003, and had working capital deficit of \$3,429 as of May 31, 2003. We estimate stage two of the geological exploration program will cost approximately \$25,000.

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive exploration activities. For these reasons, there is substantial doubt that we will be able to continue operations for the next twelve months.

ITEM 3. CONTROLS AND PROCEDURES.

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the "Exchange Act"), we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures.

factors that could significantly affect internal controls subsequent to the date we carried out our evaluation.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any material legal proceedings and to our knowledge, no such proceedings are threatened or contemplated.

Item 2. Changes in Securities

None

Item 3. Defaults upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to our security holders for a vote during the fiscal quarter ended May 31, 2003 May 31, 2003. .

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K.

EXHIBITS REQUIRED BY ITEM 601 OF FORM 8-K

Exhibit Number

Description of Exhibit

99.1 and 99.2 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act o

(1)

Filed as an Exhibit to this Quarterly Report on Form 10-QSB

REPORTS ON FORM 8-K

None

CERTIFICATIONS

I, Vicki White, Chief Financial Officer of Merritt Ventures Corp. (the "Registrant"), certify that;

- (1) I have reviewed this quarterly report on Form10-QSB of Iguana Ventures Ltd.;
- (2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements
- (3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant a
- (4) The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particular
 - b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- (5) The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functio
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data and have identified for the Registra
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls; and
- (6) The Registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other facts that could significantly affect internal controls subsequent to the

/s/Vicki White

Date: July 21, 2003

(Signature)

Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael Young, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-QSB of Iguana Ventures Ltd. for the quarterly period ended May 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Quarterly Report on Form 10-QSB fairly presents in all material respects the financial condition and results of operations of Iguana Ventures Ltd.

By: /s/Michael Young _____

Name: Michael Young

Title: **President and Chief Executive Officer**

Date: July 21, 2003

