



**British Columbia
Securities Commission**

**QUARTERLY AND YEAR END REPORT
BC FORM 51-901F (previously Form 61)**

Freedom of Information and Protection of Privacy Act: The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6731), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia

INCORPORATED AS PART OF:

Schedule A

Schedules B and C

(Place X in appropriate category.)

ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT YY/MM/DD
MADISON ENTERPRISES CORP.	JANUARY 31, 2002	2002/03/27

ISSUER'S ADDRESS

Suite 2000 – 1055 West Hastings Street

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
Vancouver,	B.C.	V6E 2E9	(604) 331-8773	(604) 331-8772
CONTACT PERSON		CONTACT'S POSITION		CONTACT TELEPHONE NO.
James G. Stewart		Secretary		(604) 331-8772
CONTACT EMAIL ADDRESS			WEB SITE ADDRESS	
Jstewart@mine-tech.com			www.madison-enterprises.com	

CERTIFICATE

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

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Chet Idziszek"	Chet Idziszek	2002/03/27
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"James G. Stewart"	James G. Stewart	2002/03/27

(Electronic signatures should be entered in "quotations".)

MADISON ENTERPRISES CORP.

QUARTERLY REPORT

JANUARY 31, 2002

(Unaudited – Prepared by Management)

Madison Enterprises Corp.
(An exploration stage company)
Consolidated Balance Sheets
As at

(expressed in Canadian dollars)

	January 31, 2002 \$	October 31, 2001 \$
	(unaudited)	
Assets		
Current Assets:		
Cash and cash equivalents	760,218	1,127,560
Accounts receivable	94,226	40,630
Prepaid expenses and deposits	63,857	63,857
	<u>918,301</u>	<u>1,232,047</u>
Resource properties and deferred costs	40,192,968	40,060,952
Fixed assets	74,665	79,267
	<u>41,185,934</u>	<u>41,372,266</u>
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	<u>123,928</u>	<u>133,149</u>
Shareholders' Equity		
Capital stock		
Authorized		
100,000,000 common shares without par value		
Issued		
46,073,006 common shares	51,916,544	51,916,544
Share purchase warrants	1,167,167	1,167,167
Deficit	<u>(12,021,705)</u>	<u>(11,844,594)</u>
	<u>41,062,006</u>	<u>41,239,117</u>
	<u>41,185,934</u>	<u>41,372,266</u>

Nature of operations and going concern (note 1)
Subsequent events (note 7)

Approved by the Board

"Chet Idziszek" Director

"James G. Stewart" Director

Madison Enterprises Corp.
(An exploration stage company)
Consolidated Statements of Loss and Deficit

(expressed in Canadian dollars, unaudited)

	For the three months ended January 31, 2002 \$	For the three months ended January 31, 2001 \$
General and administrative expenses		
Accounting and audit	2,200	4,300
Bank charges	338	385
Depreciation	4,900	5,941
Filing fees	2,139	3,834
Insurance	-	3,023
Legal fees	11,585	15,869
Office and rent	76,501	65,056
Office cost reimbursement	(31,853)	(31,003)
Property exam	1,761	-
Public relations	22,450	14,903
Transfer agent's fees	992	905
Travel	1,270	4,912
Wages	85,757	55,941
	<u>178,040</u>	<u>144,066</u>
Other:		
Interest earned	(4,812)	(33,167)
Foreign exchange loss (gain)	3,883	(57)
	<u>(929)</u>	<u>(33,224)</u>
Loss for the period	177,111	110,842
Deficit - Beginning of period	<u>11,844,594</u>	<u>8,754,782</u>
Deficit - End of period	<u>12,021,705</u>	<u>8,865,624</u>
Basic and diluted loss per share	<u>(0.00)</u>	<u>(0.00)</u>

Madison Enterprises Corp.
(An exploration stage company)
Consolidated Statements of Cash Flows

(expressed in Canadian dollars, unaudited)

	For the three months ended January 31, 2002 \$	For the three months ended January 31, 2001 \$
Cash flows from operating activities		
Loss for the year	(177,111)	(110,842)
Item not involving cash		
Depreciation	4,900	5,941
Change in non-cash operating working capital:		
Increase in accounts receivable	(53,596)	(17,505)
Increase in prepaid expenses and deposits	-	(1,729)
Decrease in accounts payable and accrued liabilities	(20,966)	(46,848)
	<u>(246,773)</u>	<u>(170,983)</u>
Cash flows from financing activity		
Capital stock issued for cash	-	-
Cash flows from financing activities		
Expenditures on resource properties	(120,271)	(811,589)
Purchase of fixed assets	(298)	-
	<u>(120,569)</u>	<u>(811,589)</u>
Decrease in cash and cash equivalents	(367,342)	(982,572)
Cash and cash equivalents at beginning of period	<u>1,127,560</u>	<u>2,941,950</u>
Cash and cash equivalents at end of period	<u>760,218</u>	<u>1,959,378</u>

MADISON ENTERPRISES CORP.
Notes to Interim Consolidated Financial Statements
For the three months ended January 31, 2002
(Unaudited – Prepared by Management)

1. Nature of operations and going concern

The Company is in the process of exploring its resource properties and has not determined whether these properties contain ore reserves that are economically recoverable. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

The recoverability of amounts shown for resource properties is dependent upon the discovery of economically recoverable ore reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to complete exploration and subsequent development, and upon future profitable production from the properties or proceeds from disposition. The Company will have to raise additional funds to complete exploration and subsequent development, and while it has been successful in the past, there can be no assurance that it will be able to do so in the future. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to obtain financing that may be required, and to ultimately obtain profitability, and accordingly, there is substantial doubt about the ability of the Company to continue as a going concern.

These consolidated financial statements have been prepared on a going concern basis, which assumes the Company will be able to realize assets and discharge liabilities in the normal course of business for the foreseeable future. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, transfers or Native land claims, and title may be affected by undetected defects.

2. Interim unaudited consolidated financial statements

While these interim unaudited consolidated financial statements do not conform in all respects to the requirements of generally accepted accounting principles for annual financial statements, they follow the same accounting policies and methods of their application as the most recent annual financial statements and should be read in conjunction with the consolidated financial statements for the year ended October 31, 2001.

MADISON ENTERPRISES CORP.
Notes to Interim Consolidated Financial Statements
For the three months ended January 31, 2002
(Unaudited – Prepared by Management)

3. Capital stock

The Company's authorized share capital consists of 100,000,000 common shares without par value.

	Number of Shares	Amount \$
Balance, October 31, 2001 and January 31, 2002	46,073,006	51,916,544

4. Resource properties and deferred costs

	Mt. Kare, Papua New Guinea \$
Balance, October 31, 2001	<u>40,060,952</u>
Assays	465
Camp/Office	1,193
Communications	3,196
Community Relations	263
Contractors-Computers/Drafting	15,335
Evaluation of Alluvial Resource	3,190
Food Supplies and Catering	3,534
Fuel Supplies	(2,549)
Geological Staff	60,642
Helicopter	(2,512)
Land & Legal	99
Lawyer Fees	9,585
Licence Fees	219
Local Labour-wages	7,898
Outside Contractors-Community Relations	14,082
Port Moresby Office	14,618
Travel & Accommodation	2,758
	<u>132,016</u>
Balance, January 31, 2002	<u>40,192,968</u>

MADISON ENTERPRISES CORP.
Notes to Interim Consolidated Financial Statements
For the three months ended January 31, 2002
(Unaudited – Prepared by Management)

5. Related Party Transactions

The Company incurred the following expenses with directors and a company related by way of directors in common during the three months ended January 31, 2002, and 2001:

	2002	2001
	\$	\$
Legal fees expensed	6,206	14,945
Legal fees charged to resource properties and deferred costs	6,206	23,392
Account receivable (c)	52,304	11,322

- a) As at January 31, 2002, accounts payable include \$nil (October 31, 2001 - \$13,536) due to officers and directors of the Company.
- b) During the period ended January 31, 2002, the Company recorded reimbursement of \$31,853 (2001 - \$31,003) for rental of office space and certain shared office costs, from companies related by way of directors in common.
- c) During the period ended January 31, 2002, the Company funded general and administrative expenses of \$53,204 for companies related by way of directors in common, pursuant to cost sharing arrangements with such companies. At January 31, 2002, accounts receivable include \$68,207 (October 31, 2001 - \$15,903) due from these companies.

6. Segmented Information

The Company has one operating segment, the exploration and development of mineral properties located principally in Papua New Guinea. All fixed assets are held in Canada.

7. Subsequent Events

- a) The Company issued a total of 446,861 common shares, valued at \$44,686, to certain employees and consultants as compensation for a reduction in remuneration.
- b) On February 28, 2002, the Company announced, subject to regulatory approval, a non-brokered private placement of 8,000,000 units at a price of \$0.10 per unit to generate gross proceeds of \$800,000. Each unit will consist of one common share of the Company and one half warrant, every full warrant entitling the purchase of an additional common share of the Company at a price of \$0.12 per share for a period of eighteen months.

MADISON ENTERPRISES CORP.

Notes to Interim Consolidated Financial Statements

For the three months ended January 31, 2002

(Unaudited – Prepared by Management)

The Company has agreed to pay a finder's fee of 8% of the proceeds in respect of this placement, such fees to be payable half in cash and half in units. The Company has also agreed to issue brokers warrants entitling the purchase of up to 700,000 units in consideration of the assistance Canaccord Capital Corporation and Bolder Investment Partners in arranging this placement.

- c) On March 5, 2002, the Company announced, subject to regulatory approval, an increase of 700,000 units to the private placement announced on February 28, 2002. The total number of units to be issued in the private placement is now 8,700,000 units. Each of these additional 700,000 units will consist of one common share of the Company and one half warrant, every full warrant entitling the purchase of an additional common share of the Company at a price of \$0.14 per share for a period of eighteen months, rather than \$0.12 per share.

The Company agreed to issue an additional 70,000 brokers warrants to Canaccord Capital Corporation in respect of these additional units.