

China Education Resources Inc.

Consolidated Financial Statements
(Expressed in U.S. Dollars)

Year Ended December 31, 2012

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of China Education Resources Inc. were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in Note 4 to the consolidated financial statements.

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the years presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date and for the periods presented by the audited consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists that Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

April 30, 2013

(signed)

"Chengfeng Zhou"

Chief Executive Officer

(signed)

"Danny Hon"

Chief Financial Officer



**Independent Auditors' Report
To the Shareholders of China Education Resources Inc.**

We have audited the accompanying consolidated financial statements of China Education Resources Inc. and its subsidiaries, (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2012 and December 31, 2011, the consolidated statements of operations and comprehensive income (loss), consolidated statements of changes in shareholders' equity and consolidated statements of cash flows, for the years ended December 31, 2012 and 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence that we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2012 and December 31, 2011, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which discloses matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Vancouver, BC, Canada
April 30, 2013

Chartered Accountants



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CHINA EDUCATION RESOURCES INC.
Consolidated Statements of Financial Position

As AT	Note	December 31, 2012	December 31, 2011
Assets			
Current assets			
Cash		\$ 580,377	\$ 2,113,732
Accounts and other receivable	5	4,202,448	2,470,309
Inventories	6	-	330,865
Prepaid expenses and deposits		59,427	126,007
Total current assets		4,842,252	5,040,913
Non-current assets			
Property, plant and equipment	7	111,321	145,426
Goodwill	8	2,305,805	2,777,487
Total non-current assets		2,417,126	2,922,913
Total assets		\$ 7,259,378	\$ 7,963,826
Liabilities			
Current liabilities			
Trade and other payables	12	\$ 3,457,867	\$ 3,084,722
Deferred revenue		95,444	76,896
Income taxes payable		2,797,904	2,840,498
Bank loan - current portion	14	20,102	-
Loan payables	13	270,061	93,751
Loan payables - related parties	20	356,295	397,250
Due to related parties	20	867,572	663,621
Total current liabilities		7,865,245	7,156,738
Non-current liabilities			
Bank loan	14	31,440	-
Total non-current liabilities		31,440	-
Total liabilities		7,896,685	7,156,738
Shareholders' Equity			
Share capital	9	29,455,512	29,455,512
Contributed surplus		2,488,639	2,338,572
Accumulated other comprehensive income (loss)		(21,749)	63,580
Deficit		(32,878,896)	(31,583,786)
Total shareholders' equity (deficiency) attributable to shareholders' of the Company		(956,494)	273,878
Non-controlling interest		319,187	533,210
Total equity (deficiency)		(637,307)	807,088
Total liabilities and shareholders' equity		\$ 7,259,378	\$ 7,963,826

Approved by the Board:

"Chengfeng Zhou"
Director

"Danny Hon"
Director

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

CHINA EDUCATION RESOURCES INC.
Consolidated Statements of Operations and Comprehensive Income (Loss)
For the years ended December 31, 2012

	Note	2012	2011
Revenue			
Book sales and distribution services		\$ 3,653,759	\$ 4,365,308
Online products		3,193,149	2,187,832
Other		545,026	-
		7,391,934	6,553,140
Cost of sales			
Book sales and distribution services		(1,614,812)	(1,872,019)
Online products		(1,334,902)	(866,218)
Other		(523,153)	-
Gross profit		3,919,067	3,814,903
General and administrative		(2,095,877)	(2,176,283)
Amortization		(42,848)	(107,803)
Selling expenses		(2,979,577)	(1,951,025)
Goodwill impairment	8	(500,000)	-
Share-based payment	11	(150,067)	(47,452)
Recovery of accounts receivable written off		19,908	103,952
Accounts payable written off	18	176,535	540,718
Reverse of benefits accrual	18	301,782	-
Other income		2,536	-
Other expenses		(12,220)	-
Operating profit		(1,360,761)	177,010
Finance income		1,514	1,620
Finance costs		(144,405)	(61,100)
Net finance costs		(142,891)	(59,480)
Income (loss) before income taxes		(1,503,652)	117,530
Current income taxes		-	(34,049)
Income (loss) for the year		(1,503,652)	83,481
Other comprehensive income (loss) for the year, net of income taxes			
Unrealized exchange gain (loss) on translation of self-sustaining foreign operations		(90,810)	88,970
Other comprehensive income (loss) for the year, net of income tax		(90,810)	88,970
Comprehensive income (loss) for the year		\$ (1,594,462)	\$ 172,451
Net income (Loss) attributable to:			
Shareholders of the Company		\$ (1,295,110)	\$ (34,027)
Non-controlling interest		(208,542)	117,508
Net income (loss) for the year		\$ (1,503,652)	\$ 83,481
Comprehensive income (loss) attributable to:			
Shareholders of the Company		\$ (1,380,439)	\$ 23,273
Non-controlling interest		(214,023)	149,178
Comprehensive income (loss) for the year		\$ (1,594,462)	\$ 172,451
Earnings (loss) per share			
Basic and diluted (loss) per share	10	\$ (0.03)	\$ (0.00)
Weighted average number of common shares used to calculate			
basic and diluted (loss) per share		47,364,983	47,364,983

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

CHINA EDUCATION RESOURCES INC.
Consolidated Statement of Changes in Shareholders' Equity
For the year ended December 31, 2012

	Attributable to shareholders of the Company					Total	Non-controlling interest	Total equity (deficiency)
	Number of Shares	Share Capital	Contributed Surplus	Cumulative translation account	Deficit			
Balance January 1, 2011	47,364,983	\$ 29,455,512	\$ 2,200,911	\$ 6,280	\$ (31,549,759)	\$ 112,944	\$ 288,553	\$ 401,497
Net income (loss) for the year ended December 31, 2011	-	-	-	-	(34,027)	(34,027)	117,508	83,481
Addition paid in capital in subsidiary	-	-	-	-	-	-	185,688	185,688
Foreign currency translation differences	-	-	-	57,300	-	57,300	31,670	88,970
Non-controlling interest forgiven by a minority owner	-	-	90,209	-	-	90,209	(90,209)	-
Share-based payment	-	-	47,452	-	-	47,452	-	47,452
Balance December 31, 2011	47,364,983	\$ 29,455,512	\$ 2,338,572	\$ 63,580	\$ (31,583,786)	\$ 273,878	\$ 533,210	\$ 807,088
Net income (loss) for the year ended December 31, 2012	-	-	-	-	(1,295,110)	(1,295,110)	(208,542)	(1,503,652)
Foreign currency translation differences	-	-	-	(85,329)	-	(85,329)	(5,481)	(90,810)
Share-based payment	-	-	150,067	-	-	150,067	-	150,067
Balance December 31, 2012	47,364,983	\$ 29,455,512	\$ 2,488,639	\$ (21,749)	\$ (32,878,896)	\$ (956,494)	\$ 319,187	\$ (637,307)

CHINA EDUCATION RESOURCES INC.
Consolidated Statements of Cash Flows
For the years ended December 31, 2012

	2012	2011
Cash flows used in operating activities		
Income (loss) for the year	\$ (1,503,652)	\$ 83,481
Adjustments for:		
Amortization	42,848	107,803
Goodwill impairment	500,000	-
Loss on disposal of fixed assets	3,672	-
Provision of accounts receivable	473,103	108,845
Recovery of accounts receivable written off	(19,908)	(103,952)
Reverse of benefits accrual	(301,782)	-
Stock based compensation	150,067	47,452
Trade and other payables written off	(176,535)	(540,718)
Changes in accounts receivable	(2,205,242)	(634,760)
Changes in inventories	330,032	(179,194)
Changes in prepaid expenses and deposits	67,135	(80,430)
Changes in trade and other payables	804,989	(111,114)
Changes in income tax payable	(39,245)	335,612
Changes in deferred revenue	17,540	26,191
Cash (used in) operating activities	(1,856,978)	(940,784)
Interest paid	(130,316)	(1,839)
Taxes paid	-	(153,657)
Net cash (used in) operating activities	(1,987,294)	(1,096,280)
Cash flows from (used in) investing activities		
Disposition (acquisition) of equipment	(11,380)	(19,351)
Net cash from (used in) investing activities	(11,380)	(19,351)
Cash flows from financing activities		
Loan payables	125,373	187,113
Loan payables - related parties	(90,433)	400,725
Advance from related parties	311,191	1,575,456
Net cash from financing activities	346,131	2,163,294
Net increase (decrease) in cash	(1,652,543)	1,047,663
Cash, beginning of year	2,113,732	1,028,481
Effect of exchange rate fluctuations on cash held	119,188	37,588
Cash, end of year	\$ 580,377	\$ 2,113,732

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

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

1. Reporting Entity and Going Concern

China Education Resources Inc. (“the Company”) is a company domiciled in Canada. The address of the Company’s registered office is Suite 300, 515 West Pender Street, Vancouver, B.C., V6B 6H5. The consolidated financial statements of the Company as at and for the years ended December 31, 2012 and December 31, 2011 comprise the Company and its subsidiaries (together referred to as the “Group”). The Group provides an education internet portal with educational content, resources and training programs to users in People’s Republic of China (“China”) and distributes educational textbooks and materials developed by the Group to bookstores and schools in China.

2. Going Concern

As at December 31, 2012, the Group has working capital deficiency of \$3,022,993 (2011: \$1,682,874). In addition, the Group has trade and other payables, bank loan, loan payables, loan payables –related parties, and due to related parties due to mature within the next twelve months in the amount of \$1,963,852. As at December 31, 2012, the Group has cash balance of \$508,377. The appropriateness of using the going concern basis is dependent upon, among other things, the acceptance of the education internet portal by the users to achieve a profitable level of operations by the Group. The outcome of these matters cannot be predicted at this time. Specifically, it is dependent upon the ability of the Group to obtain necessary financing.

The application of the going concern basis of presentation assumes that the Group will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is, primarily as a result of the conditions described above, substantial doubt as to the appropriateness of the use of the going concern assumption. The accompanying consolidated financial statements have been prepared on a going concern basis notwithstanding these conditions.

These consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Group be unable to continue as a going concern. Management of the Group is of the opinion that it will be in position to raise ongoing financing; however, there is no certainty that these and other strategies will be sufficient to permit the Group to continue as a going concern.

3. Basis of Preparation

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

The policies applied in these consolidated financial statements are based on IFRS issued as of December 31, 2012. These financial statements were authorized to issue by the audit committee and Board of Directors of the Group on the filing date.

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

3. Basis of Preparation - Continued

(b) Basis of preparation

These consolidated financial statements are presented in U.S. dollars, which is the Group's reporting currency. The Company's functional currency is Canadian dollars in Canada and the functional currency of the Company's subsidiaries in China is Chinese Renminbi ("RMB").

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss and available-for-sale that have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries (collectively, the "Group").

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control and continue to be consolidated until the date when such control ceases. Changes in ownership interest in a subsidiary without loss of control are accounted for as transactions with equity holders in their capacity as equity holders; therefore no goodwill is recognized as a result of such transactions. A summary of the Company's subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Ownership interest	
		December 31, 2012	December 31, 2011
CEN China Education Network Ltd. ("CEN Network")	Canada	100%	100%
China Education International Inc. (inactive)	BVI	100%	100%
CEN China Education Overseas Corporation (inactive)	BVI	100%	100%
CEN Smart Networks Ltd. ("CEN Smart")	China	100%	100%
Today's Teachers Technology & Culture Ltd. ("TTTC")	China	100%	100%
The Winning Edge Ltd. ("TWE") (inactive)	China	100%	100%
Zhong Yu Cheng Yuan Education Technology Ltd. ("ZYCY")	China	60%	60%

The Company, through its China subsidiary TWE., acquired the remaining 10% equity ownership of its China subsidiary, CEN Smart Networks Ltd. ("CEN Smart") for a nominal value on September 26, 2011 resulting in a 100% equity ownership of CEN Smart. Through CEN Smart, the Company now has an effective ownership of 100% and 60% equity interests in its China subsidiaries, TTTC and ZYCY, respectively. The transaction was accounted for as an equity transaction and the non-controlling interest was adjusted to reflect the changes in the interest in CEN Smart.

Inter-company balances and transactions and any unrealized gains or losses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

3. Basis of Preparation - Continued

(d) Use of estimates and judgments - Continued

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Areas of assumptions and estimates

(i) Impairment of goodwill

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in arm's length transactions of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next three years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the CGU, are further explained in Note 8.

(ii) Allowance for doubtful accounts

The Group extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by actively pursuing past due accounts. As at December 31, 2012 and 2011, allowance for doubtful accounts is \$nil based on management's assessment of credit history with the customers and current relationships with them.

(iii) Deferred taxes

The Group recognizes the deferred tax benefit related to deferred tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Group to obtain tax deductions in the future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realize the net deferred tax assets recorded at the reporting date could be impacted.

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

3. Basis of Preparation - Continued

(d) Use of estimates and judgments - Continued

Areas of assumptions and estimates - Continued

(iv) Share-based payments

Share-based payments are valued using the Black-Scholes Option Pricing Model at the date of grant and expensed in profit or loss over vesting period of each award. The Black-Scholes Option Pricing Model utilizes subjective assumptions such as expected price volatility and expected life of the option. Changes in these input assumptions can significantly affect the fair value estimate.

4. Significant Accounting Policies

The accounting policies set out below have been applied consistently by the Company to all periods presented in these consolidated financial statements, unless otherwise indicated.

(a) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Group and its subsidiaries at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange at the reporting date. All differences are taken to the statement of operations.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to U.S. dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated into U.S. dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognized in other comprehensive income in the accumulated of other comprehensive income (loss).

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

4. Significant Accounting Policies - Continued

(a) Foreign currency - Continued

(ii) Foreign operations - Continued

When a foreign operation is disposed of, the relevant amount in the cumulative amount of foreign currency translation differences is recognized in profit or loss. On the partial disposal of a subsidiary that includes a foreign operation, the relevant proportion of such cumulative amount is reattributed to non-controlling interest. In any other partial disposal of a foreign operation, the relevant proportion is reclassified to profit or loss.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income in the cumulative amount of foreign currency translation differences.

(b) Financial instruments – Recognition and Measurements

All financial instruments are classified into one of five categories: fair value through profit and loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets, or other financial liabilities. All financial instruments are initially measured at fair value plus directly attributable transaction costs, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value.

Subsequent measurement and changes in fair value will depend on their initial classification, as follows:

- fair value through profit and loss financial instruments are measured at fair value and changes in fair value are recognized in profit or loss;
- available-for-sale financial assets are measured at fair value with changes in fair value recorded in other comprehensive income until the asset is derecognized or impaired at which time the amounts would be recorded in profit or loss;
- loans and receivables, held to maturity investments, and other financial liabilities are measured at amortized cost using the effective interest method.

The Group has classified its financial instruments as follows:

Cash	Fair value through profit and loss
Accounts receivable	Loans and receivables
Trade and other payables, due to related parties,	Other financial liabilities
Loan payables (including to related parties) ,	Other financial liabilities

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

4. Significant Accounting Policies - Continued

(b) Financial instruments – Recognition and Measurements - Continued

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(c) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from retained earnings.

(d) Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. The Group has elected to continue to measure its plant and equipment at cost as at the Group's transition date.

Cost includes expenditure that is directly attributable to the acquisition of the asset. When significant components of plant and equipment have different useful lives, they are accounted for as separate items.

An item of plant and equipment is derecognized upon disposal, or impaired when no future economic benefits are expected to arise from continued use of the asset. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income in profit or loss.

(ii) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

4. Significant Accounting Policies - Continued

(d) Property, plant and equipment - Continued

(iii) Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value (0% to 5%).

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative periods are as follows:

Computer equipment	2 to 5 years
Software	2 years
Office equipment	2 to 5 years
Motor vehicle	3 to 10 years
Website development costs	3 years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(e) Intangible assets

(i) Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed at their respective fair values. Goodwill is not amortized but tested for impairment annually or more frequently if changes in circumstances indicate a potential impairment.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units or groups of cash-generating units ("CGU") that is expected to benefit from the synergies of the combination. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of operation. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

China Education Resources Inc.
Notes to the Consolidated Financial Statements
(Expressed in U.S. Dollars)
Year Ended December 31, 2012

4. Significant Accounting Policies - Continued

(e) Intangible assets - Continued

(ii) Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of operations in the year in which the expenditure is incurred.

(iii) Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

(iv) Amortization

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

(f) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there is an indication of impairment, then the asset's recoverable amount is estimated.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

China Education Resources Inc.
Notes to the Consolidated Financial Statements
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4. Significant Accounting Policies - Continued

(g) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Inventory consists of books and CD products that are recorded at the lower of cost and net realizable value. Costs are mainly printing cost and material cost. Net realizable value is calculated as the estimated selling price in the ordinary course of business less the estimated costs of completion, discounts, commissions and other selling expenses necessary to make the sale.

(h) Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

The Group considers evidence of impairment for receivables at both a specific asset and collective level. All individually significant receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Receivables that are not individually significant are collectively assessed for impairment by grouping together receivables with similar risk characteristics.

In assessing collective impairment the Group uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

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4. Significant Accounting Policies - Continued

(h) Impairment of financial assets - Continued

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

(i) Share-based payment transactions

The Group grants stock options to acquire common shares to directors, officers, employees and consultants. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received

(j) Revenue

(i) Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, it is probable that the economic benefits will flow to the Group, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. The timing of the transfers of risks and rewards varies depending on the individual terms of the contract of sale. Revenue is measured at fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized. Revenues received in advance of these criteria are deferred until future periods.

(ii) Services

Revenue from services rendered is recognized in statement of operations in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

Teacher training services provided through the internet portal are recognized when services are rendered and it is probable that the economic benefits will flow to the Group, the amount of revenue and the stage of completion can be measured reliably. Revenues received in advance of these criteria are deferred until future periods.

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4. Significant Accounting Policies - Continued

(j) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when the related asset is realized or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(k) Finance income and finance costs

Finance income comprises interest income on funds invested that are recognized in statement of operations. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions, and impairment losses recognized on financial assets. Borrowing costs that are not directly attributable to the acquisition or production of a qualifying asset are recognized in statement of operations using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

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4. Significant Accounting Policies - Continued

(l) Earnings per share

The Group presents basic and diluted earnings per share (“EPS”) data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Group by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all dilutive potential common shares, which comprise convertible notes and share options granted to employees.

(m) New standards and interpretations adopted during the period

The Group adopted the following new standards during the period:

IAS 12 - ‘Income Taxes’ - Amendments Regarding Deferred Tax: Recovery of Underlying Assets

On January 1, 2012, the Company adopted *IAS 12 - ‘Income Taxes’ - Amendments Regarding Deferred Tax: Recovery of Underlying Assets*. These amendments are a practical approach for the measurement of deferred tax relating to investment properties measured at fair value, property, plant and equipment and intangible assets measured using the revaluation model. The measurement of deferred tax for these specified assets is based on the presumption that the carrying amount of the underlying asset will be recovered entirely through sale, unless the entity has clear evidence that economic benefits of the underlying asset will be consumed during its economic life. Adoption of the standard did not have a material impact on the financial position of the Company.

(p) New standards and interpretations not yet adopted

Standards issued but not yet effective up to the date of issuance of the Company’s consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the consolidated financial statements to be material.

IFRS 9, Financial Instruments

IFRS 9 Financial Instruments is part of the IASB’s wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2015.

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4. Significant Accounting Policies - Continued

(p) New standards and interpretations not yet adopted - Continued

IFRS 10, Consolidated Financial Statements

IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 11, Joint Arrangements

IFRS 11 establishes the principles that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement. The standard is effective for annual periods beginning on or after January 1, 2013. IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC 13 Jointly Controlled Entities — Non-Monetary Contributions by Venturers.

IFRS 12, Disclosure of Interests in Other Entities

IFRS 12 includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 13, Fair Value Measurements

In May 2011, the IASB published IFRS 13 as a new comprehensive standard on measuring and disclosing fair value and will supersede all other fair value guidance in IFRS. The standard is effective for annual periods beginning on or after January 1, 2013.

IAS 27, Separate Financial Statements

IAS 27 has the objective of setting standards to be applied in accounting for investments in subsidiaries, joint ventures, and associates when an entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements.

IAS 28, Investments in Associates and Joint Ventures

IAS 28 prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture).

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4. Significant Accounting Policies – Continued

(p) New standards and interpretations not yet adopted - continued

The amendments to IAS 1 Financial Statement Presentation require entities to separate items presented in OCI into two groups based on whether or not they may be recycled to profit or loss in the future. Items that will not be recycled, such as remeasurements resulting from the amendments to IAS 19, will be presented separately from items that may be recycled in the future, such as deferred gains and losses on cash flow hedges. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately. Amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2013.

The Group anticipates that the application of these standards, amendments and interpretations will have no material impact on the results and financial position of the Group.

5. Accounts and other receivable

	2012	2011
Trade receivables	\$ 4,010,885	\$ 1,858,527
Other receivables	69,710	189,141
Due from related parties (Note 20)	121,853	422,641
	<u>4,202,448</u>	<u>2,470,309</u>
Loans and receivables	-	-
	<u>\$ 4,202,448</u>	<u>\$ 2,470,309</u>
Non-current	\$ -	\$ -
Current	4,202,448	2,470,309
	<u>\$ 4,202,448</u>	<u>\$ 2,470,309</u>

6. Inventories

Inventories as of December 31, 2012 and 2011 consist of textbooks in transit, which represent their net realizable value.

	2012	2011
Finished goods	\$ -	\$ 330,865
Inventories carried at fair value less cost to sell	<u>\$ -</u>	<u>\$ 330,865</u>

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7. Property, Plant and Equipment

	Computer equipment	Office equipment	Motor vehicles	Leasehold improvement	Website development	Total
Cost						
Balance, at January 1, 2011	\$ 492,064	\$ 12,048	\$ 395,448	\$ 54,483	\$ 3,521,148	\$ 4,475,191
Additions	7,870	11,482	-	-	-	19,352
Effect of movements in exchange rates	21,393	2,345	18,835	2,578	166,635	211,786
Balance, at December 31, 2011	<u>\$ 521,327</u>	<u>\$ 25,875</u>	<u>\$ 414,283</u>	<u>\$ 57,061</u>	<u>\$ 3,687,783</u>	<u>\$ 4,706,329</u>
Balance, at January 1, 2012	\$ 521,327	\$ 25,875	\$ 414,283	\$ 57,061	\$ 3,687,783	\$ 4,706,329
Additions	8,677	2,703	-	-	-	11,380
Disposals	(16,671)	-	(56,775)	-	-	(73,446)
Effect of movements in exchange rates	(17,600)	6,887	6,135	582	(309,814)	(313,810)
Balance, at December 31, 2012	<u>\$ 495,733</u>	<u>\$ 35,465</u>	<u>\$ 363,643</u>	<u>\$ 57,643</u>	<u>\$ 3,377,969</u>	<u>\$ 4,330,453</u>
Accumulated depreciation						
Balance, at January 1, 2011	\$ 370,984	\$ 5,643	\$ 319,150	\$ 32,674	\$ 3,521,148	\$ 4,249,599
Depreciation for the period	80,950	4,537	14,846	11,112	-	111,445
Effect of movements in exchange rates	17,947	411	15,872	(1,006)	166,635	199,859
Balance, at December 31, 2011	<u>\$ 469,881</u>	<u>\$ 10,591</u>	<u>\$ 349,868</u>	<u>\$ 42,780</u>	<u>\$ 3,687,783</u>	<u>\$ 4,560,903</u>
Balance, at January 1, 2012	\$ 469,881	\$ 10,591	\$ 349,868	\$ 42,780	\$ 3,687,783	\$ 4,560,903
Depreciation for the period	18,241	3,625	10,014	11,383	-	43,263
Disposals	15(837)	-	(53,937)	-	-	(69,774)
Effect of movements in exchange rates	(13,161)	(3,512)	10,629	598	(309,814)	(315,260)
Balance, at December 31, 2012	<u>\$ 459,124</u>	<u>\$ 10,704</u>	<u>\$ 316,574</u>	<u>\$ 54,761</u>	<u>\$ 3,377,969</u>	<u>\$ 4,219,132</u>
Carrying amounts						
At December 31, 2011	<u>\$ 51,446</u>	<u>\$ 15,284</u>	<u>\$ 64,415</u>	<u>\$ 14,281</u>	<u>\$ -</u>	<u>\$ 145,426</u>
At December 31, 2012	<u>\$ 36,609</u>	<u>\$ 24,761</u>	<u>\$ 47,069</u>	<u>\$ 2,882</u>	<u>\$ -</u>	<u>\$ 111,321</u>

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8. Goodwill

Goodwill represents the amount recognized on the acquisition of 90% equity interest in TTTC in previous year.

On September 1, 2011, the Group acquired the remaining 10% equity interest in TTTC for a nominal amount. This transaction is accounted for within equity, whereas no goodwill is recognized.

Goodwill acquired through business acquisition of 90% equity interest in TTTC has been allocated it to TTTC, which is a cash generating unit (“CGU”) not a separate operating and reportable segment. The recoverable amount of the TTTC CGU has been determined based on a value in use calculation using cash flow projections covering a three year period. The pre-tax discount rate applied to cash flow projection is 13% (2011: 15%) and cash flows beyond the three year period are extrapolated using a 3.5% growth rate (2011: 5%).

The calculations of value in use for TTTC CGU are most sensitive to the following assumptions:

- Gross margin - based on the historical gross margin achieved by TTTC
- Discount rates - represent the current market assessment of the risks specific to the CGU, taking into consideration of the time value.
- Growth rate used to extrapolate cash flows beyond the budget period - rates are based on published industry research

As a result of goodwill impairment analysis, management has recognized an impairment charge of \$500,000 against goodwill previously carried at \$2,805,805, which is recorded in the consolidated statements of operations and comprehensive income (loss).

9. Share Capital and Reserves

Issuance of common shares

There was no common share issued during the years ended December 31, 2012 and 2011.

Common shares and preferred shares

At December 31, 2012, the authorized share capital comprised of unlimited voting common shares without par value and 20,000,000 preferred shares. No preferred shares have been issued to date.

The holders of common shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Group. The preferred shares rank equally on winding up. The directors shall by resolution determine the rights and restrictions attaching to the preferred shares prior to their issuance.

Accumulated other comprehensive income (“AOCI”)

AOCI is the cumulative translation account, which comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

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10. Earnings (Loss) Per Share

(a) Basic earnings (loss) per share

The calculation of basic earnings (loss) per share for the year ended December 31, 2012 was based on the net loss attributable to shareholders of the Company of \$1,295,110 (2011: \$34,027), and a weighted average number of common shares outstanding of 47,364,983 (2011: 47,364,983), calculated as follows:

	<u>2012</u>	<u>2011</u>
Issued common share at beginning of period	47,364,983	47,364,983
Adjustment	-	-
Weighted average number of common shares at end of period	<u>47,364,983</u>	<u>47,364,983</u>

(b) Diluted earnings per share

For the year ended December 31, 2012, 3,424,000 share options (2011: 3,149,000), were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.

11. Share Purchase Options

(a) Stock options

At December 31, 2012, the Group has the following share-based payment arrangements:

The Group has stock option plans that allow it to grant options to its employees, officers, directors and consultants to acquire up to 10% of issued and outstanding common stock. The exercise price of each option shall not be less than the weighted average closing price of the common shares on the TSX Venture Exchange on the last five trading days before the date of the grant. Options have a maximum term of five years and terminate thirty to ninety days following the termination of the optionee's employment. The right to exercise the options will vest in installments over the life of the option as determined at the time the option is granted.

The terms and conditions relating to the grants of the share options are as follows:

On March 15, 2012, the Group granted incentive stock options of 1,000,000 shares at \$0.40 (CND\$0.40) per share expiring on March 15, 2017 which exceeds the market price at the grant date to directors and employees with 200,000 share purchase option vested immediately and another 20% will vest every 12 months.

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11. Share Purchase Options - Continued

The number and weighted average exercise prices of the share options are as follows:

	Number of Shares	Weighted Average Exercise Price Per Share (USD)	Weighted Average Exercise Price Per Share (CND)
Balance, January 1, 2011	3,574,000	\$ 0.78	\$ 0.80
Cancelled/expired during the year	(425,000)	0.27	0.28
Balance, December 31, 2011	3,149,000	0.75	0.78
Granted during the year	1,000,000	0.40	0.40
Cancelled/expired during the year	(725,000)	0.79	0.79
Balance, December 31, 2012	3,424,000	\$ 0.66	\$ 0.66

There were no stock options granted during the year ended December 31, 2011.

The options outstanding at December 31, 2012 have an exercise price in the range of \$0.40 to \$1.04 (2011: \$0.47 to \$1.09) and a weighted average contractual life of 1.96 years (2011: 1.99 years).

There are 2,544,000 options exercisable at December 31, 2012 (2011: 3,029,000), which have an exercise price in the range of \$0.40 to \$1.04 (2011: \$0.47 to \$1.09) and a weighted average contractual life of 1.25 years (2011: 1.94 years).

Inputs for measurement of grant date fair values

The grant date fair value of share-based payment plans was measured based on the Black-Scholes formula. Expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair values at grant date of the share-based payment plan are the following:

Fair value of share options and assumptions	2012
Fair value at grant date (per share)	\$ 0.27
Share price at grant date	\$ 0.30
Exercise price	\$ 0.40
Expected volatility	159.40%
Option life	5 years
Expected dividends	\$ -
Risk-free interest rate	1.67%

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11. Share Purchase Options - Continued

(b) Share purchase warrants

During the years ended December 31, 2012 and 2011, the Company did not issue any warrants.

At December 31, 2012 and December 31, 2011, there were no outstanding warrants.

12. Trade and Other Payables

	2012	2011
Trade payables	\$ 1,202,525	\$ 1,543,776
Non-trade payables and accrued expenses	2,255,342	1,540,946
	\$ 3,457,867	\$ 3,084,722

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in Note 15.

13. Loans Payable

Terms and conditions of outstanding loans from unrelated individuals and one company were summarized as follows:

December 31, 2012				
	RMB	U.S. dollars equivalent	Annual interest rate	Due date
Unsecured loan	1,000,000	\$ 160,520	15%	31/12/2013
Unsecured loan	100,000	\$ 16,052	15%	17/05/2013
Unsecured loan	100,000	\$ 16,052	15%	28/02/2013 (3)
Secured loan (1)	100,000	\$ 16,052	15%	09/07/2013
Secured loan (1)	20,000	\$ 3,210	15%	03/07/2013
Secured loan (1)	30,000	\$ 4,816	15%	02/07/2013
Secured loan (1)	300,000	\$ 48,156	15%	31/12/2012 (2)
	1,650,000	\$ 264,858		

- (1) The loans are secured by same amount of common stocks owned by officers of TTTC.
- (2) Subsequent to year end, the loan was renewed to December 31, 2013.
- (3) Subsequent to year end, the loan was renewed to February 28, 2013.

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13. Loans Payable - continued

	<u>December 31, 2011</u>			
	RMB	U.S. dollars equivalent	Annual interest rate	Due date
Unsecured loan	500,000	79,450	15%	12/31/2012
Unsecured loan	90,000	14,301	15%	due on demand
	<u>590,000</u>	<u>93,751</u>		

14. Bank Loan

	<u>December 31, 2012</u>		
	RMB	U.S. dollars equivalent	Annual interest rate
Unsecured loan - Standard Chartered Bank	321,096	\$ 51,542	20.04%
Less: current portion	<u>125,235</u>	<u>20,102</u>	
Unsecured loan - long term portion	<u>195,861</u>	<u>\$ 31,440</u>	

TTTC entered into bank loan on April 30, 2012 with principal amount of \$64,208 (RMB400,000), and is repaid by monthly installments of RMB14,865, including principal and interest, until March 30, 2015.

15. Financial Instruments

Credit risk

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	<u>Carrying amount</u>	
	2012	2011
Accounts and other receivable	\$ 4,202,448	\$ 2,470,309
Cash	<u>580,377</u>	<u>2,113,732</u>
	<u>\$ 4,782,825</u>	<u>\$ 4,584,041</u>

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15. Financial Instruments – Continued

Credit risk - Continued

The maximum exposure to credit risk for accounts receivables at the reporting date by geographic region was:

	Carrying amount	
	2012	2011
China	\$ 4,189,043	\$ 2,468,646
Canada	13,405	1,663
	\$ 4,202,448	\$ 2,470,309

100% of the Group's revenue for the year ended December 31, 2012 and 2011 were derived from customers located in China. One (2011: two) customer(s) represent in excess of 10% of accounts receivable at December 31, 2012. One (2011: two) customer(s) represent in excess of 10% of total revenue at December 31, 2012. The Group's most significant customer accounted for \$1,819,082 of receivables carrying amount at December 31, 2012 (2011: \$485,676).

Exposure to credit risk - Continued

The aging of receivables at the reporting date was:

	December 31, 2012		December 31, 2011	
	Gross amount	Impairment	Gross amount	Impairment
Past due within 3 months	\$ 1,392,220	\$ (306,415)	\$ 1,782,839	\$ -
Past due 4-6 months	-	-	53,907	-
Past due 7-12 months	2,717,005	-	166,065	-
More than 1 year	399,638	-	569,613	(102,115)
	\$ 4,508,863	\$ (306,415)	\$ 2,572,424	\$ (102,115)

The movement in the allowance for impairment in respect of accounts receivables during the period was as follows:

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15. Financial Instruments – Continued

Credit risk - Continued

	2011
Balance at January 1	\$ 63,319
Charge for the year	108,845
Utilized	<u>(70,049)</u>
Balance at December 31	<u>\$ 102,115</u>
	2012
Balance at January 1	\$ 102,115
Charge for the year	473,103
Utilized	<u>(268,803)</u>
Balance at December 31	<u>\$ 306,415</u>

Based on the historic default rates, the Group believes that, apart from the above, no impairment allowance is necessary in respect of accounts receivables other than those specified.

Currency risk

The Group's exposure to foreign currency risk was as follows based on notional amounts:

	December 31, 2012			December 31, 2011		
	CND	RMB	TOTAL	CND	RMB	TOTAL
Cash at bank	\$ 3,175	\$ 577,202	\$ 580,377	\$ 1,018	\$ 2,112,714	\$ 2,113,732
Trade receivables	-	4,010,885	4,010,885	-	1,858,527	1,858,527
Other receivables	13,405	56,305	69,710	1,663	187,478	189,141
Due from related parties	-	121,853	121,853	-	422,641	422,641
Trade and other payables	(289,476)	(3,454,149)	(3,743,625)	(371,891)	(2,712,831)	(3,084,722)
Bank loan	-	(51,542)	(51,542)	-	-	-
Loan payable	-	(232,754)	(232,754)	-	(79,450)	(79,450)
Loan payable - related parties	(191,848)	(201,754)	(393,602)	-	(411,511)	(411,511)
Due to related parties	(867,572)	-	(867,572)	(656,504)	-	(656,504)
Gross statement of financial position exposure	\$ (1,332,316)	\$ 826,046	\$ (506,270)	\$ (1,025,714)	\$ 1,377,568	\$ 351,854

Sensitivity analysis

The Company is exposed to the financial risk related to the fluctuations of foreign exchange rates. A significant change in the currency exchange rates between the Renmenbi ("RMB") relative to the U.S. dollars, and between the Canadian dollars ("CND") relative to the U.S. dollars could have an effect on the Company's results of operations, financial position and cash flows. The Company has not entered into any derivative financial instruments to manage exposures to currency fluctuations.

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15. Financial Instruments – Continued

Sensitivity analysis - Continued

An increase (decrease) of 10% in the exchange rate between the RMB and the U.S. dollars would have increased other comprehensive income by \$1,081 (December 31, 2011 - \$135,000). An increase (decrease) of 10% in the exchange rate between the CND and the U.S. dollars would have increased other comprehensive income by \$68,434 (December 31, 2011 - \$101,000).

Interest rate risk

The fluctuation of interest rate has minimal impact on the Group as most of the financial instruments are not interest bearing.

Fair values

Financial instruments that are measured subsequent to initial recognition at fair value are group into hierarchy based on the degree to which the fair value is observable.

Level 1 - fair value measurements are derived from unadjusted, quoted prices in active markets for identical assets or liabilities. The fair value of cash is based on level 1 inputs of the fair value hierarchy.

Level 2 - fair value measurements are derived from inputs other than quoted prices included in Level 1 that are observable for the asset or liability directly or indirectly.

Level 3 - fair value measurements are derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

As at December 31, 2012 and 2011, cash is assessed to be level 1 instrument.

The fair values of accounts and other receivable, trade and other payables, bank loan – current portion, due to related parties and loan payables approximate their carrying value due to their short-term nature.

The fair values of bank loan – long term are determined using discounted cash flows at prevailing market rates and the fair values are considered to approximate carrying value.

16. Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

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16. Determination of fair values - Continued

The fair value of the employee share options and the share appreciation rights is measured using the Black-Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

17. Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's financial instruments consist of cash, trade and other receivables, due from related parties, long term other receivable, and trade and other payables.

The Group's financial instruments are exposed to the risks described below:

(a) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. The Group's credit risk is primarily attributable to cash and accounts receivables. The Group has no significant concentration of credit risk arising from operations. Other receivables mainly consist of an advance to a third party for project development, as well as goods and services tax due from the Federal Government of Canada, interest receivable and amounts advanced to employees and others. Management assesses the credit risk concentration with respect to accounts receivable and other receivables annually and adjusts them according.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. At December 31, 2012, the Group had a working capital deficiency of \$3,022,993 (2011: \$1,862,874). The Group is focused on generating sales revenue and is actively pursuing additional sources of financing to ensure that it can meet its ongoing operating requirements and planned capital expenditures.

(c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

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17. Financial risk management – Continued

(c) Market risk - continued

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. From time to time, the Group is exposed to short term interest rates through the interest earned on cash. The Group only has debt with fixed interest rates. The Group's current policy is to invest excess cash in short-term deposits with its banking institutions. The Group periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(ii) Foreign currency exchange rate risk

Foreign currency exchange rate risk is the risk that the fair value of financial instruments or future cash flows will fluctuate as a result of changes in foreign exchange rates.

The majority of the Group's assets, liabilities, revenues and expenses are denominated in Chinese Renminbi ("RMB"), which was tied to the U.S. dollar and is now tied to a basket of currencies of China's largest trading partners, is not a freely convertible currency. The appreciation of the RMB against the U.S. dollar would result in an increase in the assets, liabilities, revenues and expenses of the Group and a foreign currency gain included in comprehensive income. Conversely, the devaluation of the RMB against the US dollar would result in a decrease in the assets, liabilities, revenues and expenses of the Group and a foreign currency loss included in comprehensive income.

The Company's functional currency is the Canadian dollar and the functional currencies of its subsidiaries are RMB. The Group maintains Chinese RMB bank accounts in China to support monthly forecasted cash outflows. Management believes the foreign exchange risk derived from currency conversions is minimal and therefore does not hedge its foreign exchange risk.

Fluctuation in the value of Canadian dollar relative to US dollar has some impact on the Group's head office financial results. However, such exchange rate fluctuations have not materially affected the overall financial earnings and results on a consolidated basis.

(d) Capital management

The Group manages its capital structure and makes adjustments to it, based on the funds available to the Group, in order to support the development and update of the educational internet portal. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Group's management to sustain future development of the business.

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17. Financial risk management – Continued

(d) Capital management - Continued

Although the Group has commercialized its teaching training portal in February 2007 and launched its education internet portal in late 2008, the Group is still dependent on external financing to fund its future business plan until it achieves a profitable level of operations. The Group will spend its existing working capital and raise additional amounts as needed. The Group will continue to develop additional features for its education internet portal and will also look into other opportunities to provide educational services provided through the internet if it has adequate financial resources to do so. Acquisition of ZYCY by share exchange is one of the strategies to improve the working capital position of the Group.

The Group's debt to capital ratio at the end of the reporting period was as follows:

	<u>2012</u>	<u>2011</u>
Total liabilities	\$ 7,896,685	\$ 7,156,738
Less: cash	(580,377)	(2,113,732)
Net debt	<u>\$ 7,316,308</u>	<u>\$ 5,043,006</u>
Total equity	<u>\$ (637,307)</u>	<u>\$ 807,088</u>
Debt to capital ratio	(11)	6

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Group, is reasonable.

There were no changes in the Group's approach to capital management during the year ended December 31, 2012. Neither the Group nor its subsidiaries are subject to externally imposed capital requirements.

18. Accounts payable written off and reverse of benefits accrual

For the year ended December 31, 2012, amount of \$176,535 (2011: \$540,718) accounts payable written off were recorded in statements of operations. Such amount represents the stale accounts payable recorded for which the Group has no legal commitment to make the payment as of December 31, 2012.

For the year ended December 31, 2012, amount of \$301,782 accrued benefits reversal were recorded in statements of operations. Such amount represents the remaining balance of employee benefits accrual made by the management of TTTC prior to 2008, based on certain percentage of employee payroll amount in accordance with Chinese law. The reversal is the result of management's changed estimation of its employee plan and the termination of the related Chinese law.

19. Operating segments

Strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies.

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19. Operating segments - continued

Due to the size of the Group, the provision of education internal portal services and distribution of educational textbooks and materials were considered in one segment based on the organizational structure, strategies, decision making and the availability of financial information. The Group's CEO reviews internal management reports on at least a quarterly basis.

Geographical segments

The Group's head office is located in Vancouver, British Columbia, Canada. The operations of the Group are primarily in two geographic areas: Canada and China. In presenting information on the basis of geographical information, segment revenue is based on the geographical location of the customers. Segment assets are based on the geographical location of the assets. All of the Group's revenue was generated in China. All goodwill and majority of all of the capital assets were located in China.

A summary of geographical information for the Group's assets and revenue for the period were as follows:

Year ended December 31, 2012	Canada	China	Total
Revenue from external customers	\$ -	\$ 7,391,935	\$ 7,391,935
Property, plant and equipment	-	111,321	111,321
Goodwill	-	2,305,805	2,305,805

Year ended December 31, 2011	Canada	China	Total
Revenue from external customers	\$ -	\$ 6,553,140	\$ 6,553,140
Property, plant and equipment	-	145,426	145,426
Goodwill	-	2,777,487	2,777,487

20. Related parties transactions

All related party transactions are recorded in the normal course of operations on normal commercial terms and conditions and at market rates, which is the amount of consideration established and agreed to by the related parties.

Key management personnel and director transactions

Directors of the Group control 16.9% percent of the voting shares of the Group.

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities.

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

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20. Related parties transactions - continued

Director/ officer	Transaction	Year ended December 31,	
		2012	2011
C F Zhou (director and CEO)	Salary and benefits	\$ 13,277	\$ 7,713
C F Zhou (director and CEO)	Consulting fees	169,200	167,200
C F Zhou (director and CEO)	Interest expense	11,162	1,739
Danny Hon (director and CFO)	Accounting fees (ii)	102,395	96,050
Danny Hon (director and CFO)	Interest expense	10,957	-
Mark Scott (director)	Share-based payments	28,910	-
Danny Hon (director and CFO)	Share-based payments	38,661	-
		<u>\$ 374,562</u>	<u>\$ 272,702</u>

Director/ officer	Transaction	Balance outstanding	
		December 31, 2012	December 31, 2011
C F Zhou (director and CEO)	Salary and benefits	\$ 245,415	\$ 223,184
C F Zhou (director and CEO)	Consulting fees	336,400	167,200
C F Zhou (director and CEO)	Loan payable (i)	87,949	42,773
C F Zhou (director and CEO)	Loan interest payable (i)	12,909	1,710
Danny Hon (director and CFO)	Accounting fees payable (ii)	285,758	159,382
Danny Hon (director and CFO)	Loan payable (i)	75,438	63,965
Danny Hon (director and CFO)	Loan interest payable (i)	16,535	5,407
		<u>\$ 1,060,404</u>	<u>\$ 663,621</u>

(i) During the years ended December 31, 2012 and 2011, the Group has received short term loans from two directors. The short-term loans were unsecured and due on demand with an annual interest rate of 15%. At December 31, 2012, there was an interest payable balance of \$29,444 owed to directors of the Group.

(ii) The Group engaged a company, which is controlled by Danny Hon, to provide accounting services.

Unsecured loan payable

The Group had the following loan payables to the key management personnel of the Group with the terms and conditions summarized as follows:

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20. Related parties transactions - Continued

Unsecured loan payable - Continued

	December 31, 2012				
	RMB	Canadian dollars	U.S. dollars equivalent	Annual interest rate	Due date
Unsecured loans payable					
Qi Li (minority shareholder of ZYCY)	\$ 1,000,000	-	\$ 160,520	15%	due on demand
Interest payable	\$ 18,336	-	\$ 2,943		

	December 31, 2011				
	RMB	Canadian dollars	U.S. dollars equivalent	Annual interest rate	Due date
Unsecured loans payable					
Qi Li (minority shareholder of ZYCY)	1,000,000	-	158,900	15%	due on demand
Weiguo Mu (minority shareholder of ZYCY)	400,000	-	63,560	15%	due on demand
Rongrong Mu (spouse of Weiguo Mu)	300,000	-	47,670	15%	due on demand
Yan Zhang (daughter of Weiguo Mu)	300,000	-	47,670	15%	due on demand
Weiguo Mu (minority shareholder of ZYCY)	500,000	-	79,450	15%	2/11/2012
	2,500,000	-	397,250		

Other related party transactions

	2012	2011
Amount due from a company related to the non-controlling shareholders of ZYCY [i]	121,853	422,641

[i] It represents the amount collected on behalf of the Group by a company related to the non-controlling shareholders of ZYCY as non-secured and non-interest bearing short-term loan.

21. Income Tax

The Group is subject to Canadian federal and provincial income taxes at an approximate rate of 25.0% [2011 - 26.5%]. The Group's Chinese subsidiaries are subject to Chinese taxes.

The following table reconciles the expected income taxes expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the consolidated statements of operations for the years ended December 31, 2012 and 2011:

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21. Income Tax - Continued

Tax expense (recovery) in Canadian statutory rate	2012	2011
	\$'000	\$'000
Income (Loss) before tax, non-controlling interest	(1,504)	118
Statutory tax rate	25%	26.5%
Expected income tax (expense) recovery	(376)	31
Non-deductible items	171	268
Change in estimates	466	(249)
Change enacted tax rate	189	(185)
Functional currency adjustments and Other	219	(51)
Change in deferred tax asset not recongized	(669)	152
Income tax expense (recovery)	-	(34)

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes. Deferred tax assets (liabilities) at December 31, 2012 and 2011 are comprised of the following:

	December 31	December 31
	2012	2011
	\$'000	\$'000
Property, plant and equipment	3	(17)
Non-capital loss carried forward	2,445	2,632
Net capital loss carried forward	157	315
Cumulative eligible capital	27	31
Other	1	343
Valuation allowance	(2,633)	(3,304)
Deferred tax assets (liability)	-	-

Income tax consisted of	2012	2011
	\$'000	\$'000
Current income tax (expense)	-	(48)
Deferred tax (expense) recovery	-	14
Income tax (expense) recovery	-	(34)

The Group has recognized a valuation allowance for the future tax assets for which it is more likely than not that realization will not occur.

As at December 31, 2012, the Group has non-capital loss carry forwards for Canadian purposes aggregating approximately \$6,931,000 available to reduce taxable income otherwise calculated in future years. The Group also has non-capital loss carry forwards for China tax purposes aggregating \$2,851,000 available to reduce taxable income otherwise calculated in future years.

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21. Income Tax - Continued

The non-capital losses expire as follows:

	Canada	China	Consolidated
	\$	\$	\$
	('000)	('000)	('000)
2013	-	1,436	1,436
2014	1,049	748	1,797
2015	763	28	791
2026	1,113	27	1,140
2027	1,335	612	1,947
2028	444	-	444
2029	611	-	611
2030	571	-	571
2031	506	-	506
2032	539	-	539
	<u>6,931</u>	<u>2,851</u>	<u>9,782</u>

The Group also has capital losses of \$1,258,000 available to offset future capital gains in Canada. The capital loss is carried forward indefinitely.

The Group, through its subsidiaries, conducts a significant amount of its business in China. China currently has a number of laws related to various taxes imposed by both central and regional governmental authorities. Applicable taxes include value added tax, corporate income tax (profits tax), and payroll (social) taxes, together with others. Laws related to these taxes have not been in force for a significant period, in contrast to more developed market economies; therefore, implementing regulations are often unclear or nonexistent. Often, differing opinions regarding legal interpretation exist both among and within government ministries and organizations; thus, creating uncertainties and areas of conflict.

Tax declarations, together with other legal compliance areas (as examples, customs and currency control matters) are subject to review and investigation by a number of authorities, who are enabled by law to impose extremely severe fines, penalties and interest charges. These facts create tax risks in China substantially more significant than typically found in countries with more developed tax systems.

The risk remains that the relevant authorities could take differing positions with regard to interpretive issues and the effect could be significant. The fact that a year has been reviewed does not close that year, or any tax declaration applicable to that year, from further review.

22. Comparative Figures

Certain figures for the prior periods have been reclassified to conform to the current period consolidated financial statements presentation.