Condensed Consolidated Interim Financial statements of

Greenbriar Capital Corp.

March 31, 2012

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

PREPARED BY MANAGEMENT

The accompanying condensed consolidated interim financial statements of Greenbriar Capital Corp., comprised of the Statement of Financial Position as at March 31, 2012 and the Statement of Loss and Comprehensive Loss, Statement of Cash Flows and Statement of Changes in Equity for the three month periods ended March 31, 2012 are the responsibility of the Company's management. The independent external auditors of the Company have not reviewed these financial statements.

Greenbriar Capital Corp.

March 31, 2012

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GREENBRIAR CAPITAL CORP.

Condensed Consolidated Interim Statement of Loss and Comprehensive Loss

(Expressed in Canadian dollars, except share amounts)
(Unaudited)

	Notes	Three months ended March 31, 2012	2011
		$	$
Expenses			
Accounting		-	12,757
Audit and tax		11,779	4,750
Bank charges		460	28
Foreign exchange		17	-
Legal		669	1,107
Public company fees		3,391	4,763
Salaries		11,030	-
Travel		-	250
		27,346	23,655
Loss before income taxes			
Current income tax expense		(250)	-
Net loss		(27,596)	(23,655)
Other Comprehensive loss			
Currency translation adjustment		(19,803)	-
Comprehensive loss		(47,399)	(23,655)
Basic and diluted loss per common share	4d	(0.00)	(0.00)
Weighted average number of common shares outstanding - basic and diluted		10,700,000	6,148,375

See accompanying notes to the condensed consolidated interim financial statements.

GREENBRIAR CAPITAL CORP.
Condensed Consolidated Interim Statement of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	Notes	As at March 31, 2012	As at December 31, 2011
		$	**$**
Assets			
Current assets			
Cash		**901,460**	924,987
HST Receivable		**868**	16,023
Prepaid expenses & deposits		**10,439**	-
		912,767	941,010
Property held for development and sale	3	**1,058,071**	1,070,573
		1,970,838	2,011,583
Liabilities			
Current liabilities			
Accounts payable		**731**	7,630
Accrued liabilities		**26,426**	12,873
		27,157	20,503
Shareholders' equity			
Share capital	4	**2,137,792**	2,137,792
Equity compensation reserve	4c	**240,921**	240,921
Warrants reserve		**59,981**	59,981
Accumulated other comprehensive loss		**(39,742)**	(19,939)
Accumulated Deficit		**(455,271)**	(427,675)
		1,943,681	1,991,080
		1,970,838	2,011,583

General Information (note 1)

Approved by the Directors

(signed) Jeffrey Ciachurski
Jeffrey Ciachurski, Director

(signed) John Wardlow
John Wardlow, Director

GREENBRIAR CAPITAL CORP.

Condensed Consolidated Interim Statement of Cash Flows

(Expressed in Canadian dollars)
(Unaudited)

	Notes	Three months ended March 31, 2012	2011
		$	$
Operating activities			
Net loss		**(27,596)**	(23,655)
		(27,596)	(23,655)
Change in non-cash working capital			
HST Receivable		**15,155**	(3,434)
Accounts payable		**(6,903)**	31,995
Accrued liabilities		**13,517**	(5,750)
Prepaid expenses		**(10,550)**	(3,900)
		(16,377)	(4,744)
Investing activities			
Property held for development and sale		**(6,239)**	-
Effect of exchange rate changes		**(911)**	-
Net cash inflow / (outflow)		**(23,527)**	(4,744)
Cash position, beginning of year		**924,987**	323,780
Cash position, end of year		**901,460**	319,036

Supplementary information:		
Cash paid during the year for interest	-	-
Cash paid during the year for income taxes	-	-

See accompanying notes to the condensed consolidated interim financial statements.

GREENBRIAR CAPITAL CORP
Condensed Consolidated Interim Statement of Changes in Equity
(Expressed in Canadian dollars)
(Unaudited)

	Common shares		Equity compensation	Warrants reserve		Accumulated other comprehensive	Accumulated	Total shareholders'
	Number	Amount	Reserve	Number	Amount	income (loss)	Deficit	equity
	#	$	$	#	$	$	$	$
Balance at January 1, 2011	6,148,375	390,614	36,175	251,625	13,249	-	(125,019)	315,019
Net loss for the period	-	-	-	-	-	-	(23,655)	(23,655)
Balance as at March 31, 2011	**6,148,375**	**390,614**	**36,175**	**251,625**	**13,249**	**-**	**(148,674)**	**291,364**
Balance at January 1, 2012	10,700,000	2,137,792	240,921	287,000	59,981	(19,939)	(427,675)	1,991,080
Currency translation for adjustment						(19,803)		(19,803)
Net loss for the period							(27,596)	(27,596)
Balance as at March 31, 2012	**10,700,000**	**2,137,792**	**240,921**	**287,000**	**59,981**	**(39,742)**	**(455,271)**	**1,943,681**

See accompanying notes to the condensed consolidated interim financial statements.

1. General Information

Greenbriar Capital Corp. was incorporated under the Canada Business Corporations Act on April 2, 2009 and is a real estate issuer on the TSX Venture Exchange. The Company's head office is located at Suite 1328, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. On August 2, 2011, Greenbriar incorporated Greenbriar Capital Holdco Inc. ("Greenbriar USA"), a Delaware corporation. Greenbriar is the sole shareholder of Greenbriar USA. On August 2, 2011, Greenbriar USA formed Greenbriar Capital (U.S.) LLC ("Greenbriar LLC"), a limited liability corporation formed under the laws of the State of Delaware. Greenbriar USA is the sole member and manager of Greenbriar LLC.

On October 6, 2011 the Company received approval from the TSX Venture Exchange approving its qualifying transaction and non-brokered private placement. The Company is listed as a Tier 2 real estate issuer and is no longer considered a Capital Pool Company. The Company's shares trade on the exchange under the symbol "GRB".

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. The nature of the Company's business is the acquisition, management, improvement, and eventual sale of its property and any other properties it acquires in the future. The Company has been successful to date in acquiring its first property, however future inflows of cash are dependent on actions by management to bring the property to completion including the eventual sale of property lots and raising additional capital for other acquisitions if required. The Company has no history of operations, earnings or revenues. However, the Company anticipates that existing cash resources will be sufficient to cover its funding requirements for the ensuing year. If it is unable to generate cash flow from the sale or otherwise disposition of the property, or if it is unable to raise any additional funds, it could have a material adverse effect on its financial condition and cause significant doubt about the company's ability to continue as a going concern. If the going concern basis was not appropriate for these condensed consolidated interim financial statements, then significant adjustments would be necessary to the carrying value of assets and liabilities, the reported statement of loss and comprehensive loss and the financial position classification.

2. Significant accounting policies

(a) Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

(b) Basis of presentation

These condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2011 consolidated annual financial statements.

(Expressed in Canadian dollars)

2. Significant accounting policies (continued)

(c) *Adoption of new and revised standards and interpretations*

At the date of authorization of these condensed consolidated interim financial statements, the IASB has issued the following new and revised standards, amendments and interpretations which are not yet effective for the year ended December 31, 2012.

- IFRS 9 — New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets and financial liabilities (iii)
- IFRS 10 — New standard to establish principles for the presentation and preparation of consolidated financial statements when an entity controls multiple entities (ii)
- IFRS 11 — New standard to account for the rights and obligations in accordance with a joint arrangement (ii)
- IFRS 12 — New standard for the disclosure of interests in other entities not within the scope of IFRS 9/IAS 39 (ii)
- IFRS 13 — New standard on the measurement and disclosure of fair value (ii)
- IAS 1 (Amendment) — Presentation of other comprehensive income (i)

(i) Effective for annual periods beginning on or after July 1, 2012
(ii) Effective for annual periods beginning on or after January 1, 2013
(iii) Effective for annual periods beginning on or after January 1, 2015

The Company is currently assessing these new and revised standards and interpretations to determine the potential impact on the consolidated financial statements.

3. Property held for development and sale

	As at March 31, 2012	As at December 31, 2011
Property held for development and sale	$ 1,058,071	$ 1,070,573
	$ 1,058,071	$ 1,070,573

On September 27, 2011 the Company acquired property in accordance with its acquisition agreement with Marks & Kilkenny LLC to acquire real property in Tehachapi, California, USA, as its qualifying transaction under the rules of the TSX Venture Exchange. The purchase price for the real property was US $1,040,000 and was in the form of cash conservation. The Vendor was the sole owner of the property. The property comprises of an aggregate of 160 acres divided into approximately 689 total lots. The property's existing use is as vacant land, which land has been rezoned to permit the construction and development of multi-family apartments and / or single family residential homes. The City of Tehachapi is located in the Tehachapi Pass, a mountain pass located in southern California. The pass connects San Joaquin Valley to the Mojave Desert. It is located approximately 35 miles southeast of Bakersfield, California.

(Expressed in Canadian dollars)

3. Property held for development and sale (continued)

The Company's property held for development and sale consist of the following:

	As at	
	March 31 2012	December 31 2011
Land acquisition	1,038,960	1,057,472
Property taxes	12,756	6,633
Land appraisal & related fees	6,355	6,468
	1,058,071	1,070,573

The unrealized foreign exchange translation loss for the three months ended March 31, 2012 was $18,741 ($Nil - March 31, 2011). For the three months ended March 31, 2012, the Company had property tax additions of $6,239 ($Nil - March 31, 2011).

4. Share capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Private placement of units

On September 22, 2011 the Company closed a non-brokered private placement offering of 4,100,000 common shares at a price of $0.50 per share for total gross proceeds of $2,050,000. The shares are subject to a holding period expired on January 23, 2012. Total share issuance costs relating to the non-brokered private placement amounted to $379,321 and are recorded as a deduction from common shares.

(c) Stock option plan

The Company has a stock option plan (the "Plan") to issue up to and not to exceed 10% of the issued and outstanding common shares.

Under the Plan, each option entitles the holder to acquire one common share at its exercise price. Options vest immediately.

On November 28, 2011, the Company granted 500,000 options to its Directors and Officer to acquire common shares at $0.57 per share under the Plan. The options are fully vested on the date of the grant of such option.

On December 12, 2011, 200,000 stock options were exercised at $0.10 per share.

The Company recorded $Nil of stock-based compensation expense during the three months ended March 31, 2012 ($Nil-March 31, 2011).

(Expressed in Canadian dollars)

4. Share capital (continued)

A summary of stock option information as at March 31, 2012 is as follows:

	Shares	Weighted average exercise price
		$
Options outstanding as at December 31, 2011	700,000	0.44
Options outstanding as at March 31, 2012	700,000	0.44

	Stock options outstanding			Options exercisable	
Exercise price	Number of stock options outstanding	Weighted average exercise price	Weighted average remaining contractual life	Number of options outstanding and exercisble	Weighted average exercise price
$		$	Years		$
0.10	200,000	0.10	7.46	200,000	0.10
0.57	500,000	0.57	4.92	500,000	0.57
0.44	700,000	0.44	5.64	700,000	0.44

(d) *Basic and diluted loss per common share*

Outstanding stock options and share purchase warrants have not been included in the computation of diluted loss per share for the three months period ended March 31, 2012 and March 31, 2011, because to do so would be anti-dilutive.

5. Warrants

Share purchase warrants outstanding as at March 31, 2012:

Number of share purchase warrants (i)	Black-Scholes value	Exercise price	Expiry date
	$	$	
287,000 (ii)	59,981	0.50	September 22, 2013
287,000	59,981		

(i) Each share purchase warrant entitles the holder to acquire one common share of the Company on the payment of the exercise price as indicated.

5. Warrants (continued)

(ii) On September 22, 2011 the Company completed its non-brokered private placement. As a condition of the offering, the agent received an option to acquire common shares equal to 7% of the number of shares sold (287,000) at a price of $0.50 per share for a period of two years from September 22, 2011.

The Company recorded $Nil warrants exercised for the three months period ended March 31, 2012 ($Nil–March 31, 2011).

6. Financial instruments

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

(a) Fair value

Financial instruments consist of cash, HST receivable, accounts payable and accrued liabilities. Cash is reported at its fair value. The fair values of all other financial instruments are considered to approximate their carrying values due to their short-term nature.

(b) 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. The Company is exposed to short-term interest rates through the interest earned on cash balances; however, management does not believe this exposure is significant.

(c) Credit risk

The Company is exposed to credit risk through its cash which is held in large Canadian financial institutions and its HST receivable. The Company believes the credit risk for cash on deposit is insignificant. Cash is reported at fair value, using level 1 of the fair value hierarchy. The Company's exposure is limited to amounts reported within the statement of financial position.

(d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

(e) Fair value hierarchy

The following table provides an analysis of the Company's financial assets and liabilities that are measured at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observed market data.

(Expressed in Canadian dollars)

6. Financial instruments (continued)

(e) Fair value hierarchy (continued)

As of March 31, 2012, the undernoted were reported at fair value.

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Cash	901,460	-	-	901,460
Total	901,460	-	-	901,460

7. Capital management

The Company manages its capital, taking into account the long-term business objectives of the Company, to provide stability and reduce risk. The Company defines its capital as shareholders' equity. The primary use of capital will be used for the development of its land held for development and sale and potential acquisitions.

8. Related party transactions

During the three months ended March 31, 2012, the Company paid $7,800 ($Nil - March 31, 2011) to key management personnel of the company.