New Millennium Iron Corp.

(Formerly New Millennium Capital Corp.)

FIRST QUARTER REPORT

2011

MESSAGE TO SHAREHOLDERS

New Millennium Iron Corp. ("NML" or the "Company") is pleased to report its unaudited financial and operational results for the three month period ended March 31, 2011.

The significant first quarter events were:

Taconite Project

- The extensions to Tata Steel Global Minerals Holdings Pte Ltd.'s ("Tata Steel") exclusivity regarding the LabMag and KéMag projects

- The signature of Binding Heads of Agreement with Tata Steel to develop the LabMag and KéMag iron ore deposits

Direct Shipping Ore ("DSO") Project

- The environmental approval and project release by the Government of Newfoundland and Labrador following the approval of the Company's Environmental Impact Statement ("EIS") for Phase 1 and part of Phase 2 of the DSO Project.

Exploration

- The final interpretation of the 2010 Airborne Gravity and Magnetometer survey, identifying 50 prospective DSO targets and several taconite targets that could potentially rival NML's LabMag and KéMag deposits.

General Corporate Information

- The completion of a bought deal public offering of common shares, for aggregate gross proceeds of the offering to NML of approximately $63.25 million.

- The purchase by Tata Steel of common shares of NML under its existing pre-emptive right for gross proceeds to NML of $23.59 million, such that Tata Steel's interest in NML remained at approximately 27.2% of the total shares outstanding immediately following closing.

- The issuance of common shares in settlement of certain legal fees.

The significant subsequent events were:

Taconite Project

- Start of bulk sample collection for pilot plant testing in the taconite project feasibility study

DSO Project

- Signing of an Impact and Benefit Agreement with the Nation Innu Matimekush-Lac John

- Start of mobilization to commence construction during this summer

Exploration

- The identification of two target areas for this year's drilling and resource evaluation program. These 100% NML owned taconite anomalies are located in the Millennium Iron

Range (MIR). NML's objective is to carry out sufficient drilling in 2011 to produce NI 43-101 compliant resources by Q1, 2012.

General Corporate Information

- Senior management changes
    - The announcement of Robert A. Martin's retirement, and of Dean Journeaux being appointed President and Chief Executive officer, effective July 1st, 2011.
    - The appointment of Ernest Dempsey as Vice-President Investor Relations and Corporate Affairs.
- Name change to New Millennium Iron Corp. from New Millennium Capital Corp. and new brand identity

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis of the financial results for the interim period ended March 31, 2011 should be read in conjunction with the Company's unaudited interim consolidated financial statements and related notes contained in this report and the audited consolidated financial statements and MD&A for the year ended December 31, 2010 and 2009.

These interim consolidated financial statements, including comparatives, have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting standards Board ("IASB").

All dollar figures are in Canadian dollars ("C$"), unless otherwise stated.

FORWARD LOOKING STATEMENTS

This MD&A includes certain statements that constitute "forward-looking statements", and "forward-looking information" within the meaning of applicable securities laws ("forward-looking statements" and "forward-looking information" are collectively referred to as "forward-looking statements", unless otherwise stated). These statements appear in a number of places in this MD&A and include statements regarding our intent, or the beliefs or current expectations of NML's officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this MD&A, words such as "believe", "anticipate", "estimate", "project", "intend", "expect", "may", "will", "plan", "should", "would", "contemplate", "possible", "attempts", "seeks" and similar expressions are intended to identify these forward-looking statements. Forward-looking statements may relate to the Company's future outlook and anticipated events or results and may include statements regarding the Company's future financial position, business strategy, budgets, litigation, projected costs, financial results, taxes, plans and objectives. The Company has based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. These forward-looking statements were derived utilizing numerous assumptions regarding expected growth, results of operations, performance and business prospects and opportunities that could cause NML's actual results to differ materially from those in the forward-looking statements. While the Company considers these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Accordingly, the reader is cautioned not to put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results. To the extent any forward-looking statements constitute future-oriented financial information or financial outlooks, as those terms are defined under applicable Canadian *securities laws, such statements are being provided to describe the current anticipated potential of the Company and readers are cautioned that these statements may not be appropriate for any other purpose, including investment decisions. Forward-looking statements are based on information available at the time those statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Material risk factors which could cause actual results to differ materially include those disclosed in NML's Annual Information Form dated April 28, 2011 which is filed on SEDAR at www.sedar.com. To the extent any forward-looking statements constitute future-oriented financial information or financial outlooks, as those terms are defined under applicable Canadian securities laws, such statements are being provided to describe the current anticipated potential of the Company and readers are cautioned that these statements may not be appropriate for any other purpose, including investment decisions. Forward-looking statements speak only as of the date those statements are made. Except as required by applicable law, the Company assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If NML updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. The reader should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement.*

OVERALL PERFORMANCE

Overview of Business

The Corporation controls the emerging Millennium Iron Range, located in the Province of Newfoundland and Labrador and in the Province of Quebec, which holds one of the world's largest undeveloped magnetic iron ore deposits. In the same area, the Corporation is also advancing its DSO Project to near term production.

Tata Steel, one of the largest steel producers of the world, owns approximately 27.1% of NML and is the Company's largest shareholder and strategic partner.

Tata Steel has exercised its exclusive option to participate in the DSO Project and has a commitment to take the resulting production. Tata Steel has also exercised its exclusive right to negotiate and settle a proposed transaction in respect of the LabMag Project and the KéMag Project.

The Millennium Iron Range currently hosts two advanced projects: LabMag contains 3.5 billion tonnes of Proven and Probable reserves at a grade of 29.6% Fe plus 1.0 billion tonnes of Measured and Indicated resources at an average grade of 29.5% Fe and 1.2 billion tonnes of Inferred resources at an average grade of 29.3% Fe; KéMag contains 2.1 billion tonnes of Proven and Probable reserves at an average grade of 31.3% Fe, 0.3 billion tonnes of Measured and Indicated resources at an average grade of 31.3 % Fe and 1.0 billion tonnes of Inferred resources at an average grade of 31.2% Fe.

NML's DSO project contains 64.1 million tonnes of Proven and Probable Mineral Reserves at an average grade of 58.8% Fe, 8.1 million tonnes of Measured and Indicated Mineral Resources at an average grade of 58.8% Fe, 7.2 million tonnes of Inferred Resources at an average grade of 56.8% Fe and about 40.0 - 45.0 million tonnes of historical resources that are not currently in compliance with NI 43-101. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources and the historical estimate should not be relied upon.

The Corporation's mission is to add shareholder value through the responsible and expeditious development of the Millennium Iron Range and other mineral projects to create a new large source of raw materials for the world's iron and steel industries. For further information, please visit www.nmlresources.com, www.tatasteel.com and www.tatasteeleurope.com.

Dean Journeaux, Eng., is the Qualified Person as defined in National Instrument 43-101 who has reviewed and verified the scientific and technical mining disclosure contained in this First Quarter Report.

RESULTS OF OPERATIONS

TACONITE PROJECTS

Extensions to Tata Steel's exclusivity regarding the LabMag and KéMag projects

On January 4, 2011, NML and Tata Steel mutually agreed to extend the exclusivity period from December 31, 2010 to February 28, 2011. To facilitate the extension, Tata Steel committed to pay NML a facilitation fee of $600,000.

On February 28, 2011, NML and Tata Steel mutually agreed to extend the exclusivity period from February 28 to March 7, 2011.

Binding Heads of Agreement

On March 6, 2011, NML announced that it had signed a binding heads of agreement (the "Binding HOA") with Tata Steel to develop the LabMag and KéMag iron ore deposits, known collectively as the Taconite Project. The remainder of the Millennium Iron Range would be retained by NML.

Under the Binding HOA, Tata Steel would participate in the development of a feasibility study ("FS") of the Taconite Project and contribute 64% of the costs related thereto. The parties would enter into a binding joint venture agreement upon the successful completion of the FS and Tata Steel electing to develop one or both of the deposits. After formation of the joint venture, NML would be expected to hold a 36% equity interest in the Taconite Project, including a 20% free carry equity interest. In addition, NML would have a 4% right of first refusal on future equity sales by Tata Steel to increase its equity interest to a maximum of 40%.

Tata Steel would arrange the required equity portion of the financing (excluding NML's optional equity interest) based on a maximum capital expenditure of up to $4.85 billion if both deposits were developed and up to $4.68 billion and up to $3.76 billion respectively, if only the KéMag or LabMag deposit was developed. Arranging debt financing for the project would be the responsibility of Tata Steel.

Under the Binding HOA:

- NML and Tata Steel would jointly oversee and supervise the preparation of the FS for the Taconite Project. Tata Steel and NML would fund 64% and 36% respectively of the cost of the FS, estimated at $ 50 million.
- The FS would be compliant with the standards of disclosure of mineral projects as stated in National Instrument 43-101 and expected to be completed within 21 months of its initiation. The FS would serve as the basis to secure financing for the Taconite Project.
- Upon conclusion of the FS, Tata Steel would have a maximum of four months to make an investment decision. A positive investment decision could involve the development of either one or both of the deposits. NML would transfer such deposit(s) along with the property and other related rights to such deposit(s) to the JVE (defined below). If Tata

Steel elected to develop only one of the two deposits, NML would retain the property and related rights in respect of the remaining deposit.

The Binding HOA further provided that following a positive investment decision:

- Tata Steel would reimburse NML 64% of the estimated $30 million in expenses that were incurred by NML on the Taconite Project up to the execution of the Binding HOA. The $600,000 facilitation fee that Tata Steel paid to NML in exchange for the Taconite Project exclusivity extension from December 31, 2010 to February 28, 2011, would be credited to the payment.
- Tata Steel and NML would form a joint venture enterprise ("JVE") to hold the Taconite Project, where Tata Steel and NML would hold shares in the ratio of 80% and 20% respectively, the latter being the free carry interest of NML.
- Tata Steel would arrange the required equity portion of the financing (excluding NML's optional equity interest) based on a maximum capital expenditure of up to $4.85 billion if both deposits were developed and up to $4.68 billion and up to $3.76 billion respectively, if only the KéMag or LabMag deposit was developed.
- Within 60 days of Tata Steel's positive investment decision, NML would also have an option to acquire up to an additional 16% paid equity, thereby bringing its total equity in the JVE from 20% to up to 36%. This additional 16% equity would obligate NML to contribute proportionate equity funding to the JVE.
- Arranging debt financing for the project would be the responsibility of Tata Steel.
- Should Tata Steel exercise its right to invite third-party investors into the project, NML would have the right of first refusal to acquire an additional 4% of paid equity, thereby increasing its ownership in the project to a maximum of 40%.
- The parties would have an offtake right on the production in proportion to their ownership interest in the JVE.

DSO PROJECT

Environmental approval and Project release by the Government of Newfoundland and Labrador for the DSO Project

On January 5, 2011, NML received environmental approval and project release, subject to a number of customary terms and conditions, from the Government of Newfoundland and Labrador ("GNL") following the approval of the Company's Environmental Impact Statement ("EIS") for Phase 1 of the DSO Project.

The release will allow completion of the permitting process required to start construction this summer and the expected commencement of iron ore production by the third quarter of 2012. Phase 1 of mining operations includes the Timmins 3N, Timmins 4, Timmins 7 and Fleming 7N deposits in Newfoundland and Labrador.

The Canadian Environmental Assessment Agency has also completed its review of the Project. The work done by the various Federal Agencies has confirmed that there are no triggers for a federal level environmental assessment. It has therefore been determined that a federal level Canadian Environmental Assessment is not required.

NML submitted, in September 2010, an EIS to the Government of Quebec for Phase 2 of the DSO Project. This review process is also well advanced with approval expected in the fourth quarter of 2011. Phase 2 of mining operations includes the Goodwood, Sunny 1, Kivivic 3 S and Leroy 1 deposits in Quebec.

The DSO project will generate important social benefits for the Province of Newfoundland and Labrador, especially Labrador West, and for such Aboriginal corporations as the Tshiuetin Rail Transportation Inc. and Air Inuit. It will also provide significant benefits for the Province of Quebec and the affected aboriginal communities in both provinces. Phase 1 of the DSO Project is expected to ensure a high quality captive source of raw material for Tata Steel.

On March 24, 2011, NML received project release, subject to a number of customary terms and conditions, from GNL for the Joan Lake area of the DSO Project.

Joan Lake is part of Phase 2 of the DSO Project. The release will allow completion of the permitting process required to start mining Phase 2 of the DSO Project, scheduled to begin in 2013, of the Kivivic 1, 2, 3N, 4, 5 and the Timmins 8 deposits.

It will also be possible to proceed with the construction of the Labrador portion of the road connecting the processing complex at the Timmins area to the Phase 2 mines.

The Canadian Environmental Assessment Agency has confirmed that the Joan Lake Project will not trigger a federal impact assessment.

EXPLORATION

On January 31, 2011, NML announced that its geophysical consultant had completed the final interpretation of the Airborne Gravity and Magnetometer survey that was first reported on November 3, 2010. This survey was conducted at Schefferville, Quebec between September 14 and November 11, 2010. The survey covered all of NML's taconite and DSO properties. In total 8,979 line kilometres were flown.

The survey results have provided NML with new drill targets, many of which are in close proximity to where DSO production will commence. The data which consists of over 50 prospective DSO targets has been delivered to Tata Steel Minerals Canada Ltd. ("TSMC") for development of a follow-up program this summer. Several taconite targets have also been identified that could potentially rival NML's LabMag and KéMag deposits. Several of these targets are expected to be investigated in 2011.

The detailed interpretation indicates the presence of more than 50 strong gravity anomalies associated with low magnetic values. These anomalies are located in a north-westerly trending iron formation from Schefferville to Goodwood and further northward over a length of approximately 50 km. All these anomalies are located on TMSC's 100% owned claims and licences in Quebec ("QC") and Newfoundland and Labrador ("NL"). At the south end of the survey area, a group of 13 anomalies are outlined within a radius of 5 km of the proposed Timmins processing Plant location. The first phase of mining of DSO is expected to start in 2012 in this area.

A second group of 10 anomalies occurs within a radius of 5 km of the Goodwood-Kivivic, near the north end of the surveyed area, where over 80% of all currently known resources occur. The second phase of mining in the DSO Project is expected to commence in this location. Between Timmins and Goodwood over a length of 19 km, 20 anomalies are outlined over the iron formation bands. Beyond Goodwood-Kivivic, over a length of 12 km, 11 anomalies are identified. High gravity anomalies associated with low magnetism are favourable targets for locating DSO deposits.

The interpretation of the airborne high sensitivity magnetometer survey data conducted over the Millennium Iron Range in QC and NL covering magnetic taconite formations has also been completed. Several magnetic anomalies comparable in intensity to the LabMag and KéMag taconite deposits are outlined in the north and south sections of these deposits. In NL, five anomalies, one to the north and four to the south of the LabMag deposit were identified. In QC, five anomalies to the north of the KéMag deposit were outlined. All these anomalous zones have the potential to host sizable magnetic taconite deposits. Several of these anomalies are located on claims that are 100% owned by NML. A NML ground follow-up and $3.5 million drill program is planned for 2011.

GENERAL CORPORATE INFORMATION

Bought Deal Financing

On February 2, 2011, NML announced that it had entered into an agreement with Jennings Capital and Credit Suisse Securities (Canada), Inc. ("Credit Suisse") (collectively, the "Underwriters") pursuant to which the Underwriters agreed to purchase from NML, on a "bought deal" basis, an aggregate of 14,285,715 common shares ("Common Share") at a price of $3.50 per Common Share for gross proceeds to NML of $50 million.

On February 3, 2011, NML announced that it had agreed with the Underwriters to increase the base size of the previously announced offering to an aggregate of 15,714,286 common shares of the Company on a "bought deal" basis at a price of C$3.50 per share for aggregate gross proceeds of approximately C$55 million. The Company also agreed to grant the Underwriters an over-allotment to purchase an additional 15% of the offering, exercisable for 30 days following the closing of the offering to cover over-allotments and for market stabilization purposes.

On February 18, 2011, NML announced that Tata Steel had exercised its pre-emptive right to maintain its pro-rata interest in the Company, in connection with the bought deal. As a result, Tata Steel committed to subscribe for 5,860,832 common shares and up to 879,124 common shares in the event the underwriters' overallotment option was exercised in full, in each case at the issue price of $3.50 per share.

On February 28, 2011, NML announced that it had completed its bought deal public offering of common shares. In addition to the 15,714,286 common shares the Underwriters initially agreed to purchase, the Underwriters, which included CIBC World Markets Inc. and Haywood Securities Inc., purchased 2,357,143 common shares pursuant to their exercise in full of the over-allotment option for aggregate gross proceeds of the offering to NML of approximately $63.25 million. In addition, Tata Steel purchased 6,739,956 common shares of NML under its existing pre-emptive right at $3.50 per share for gross proceeds to NML of $23,589,846, such that Tata Steel's interest in NML remained at approximately 27.2% of the total shares outstanding immediately following closing.

The Corporation has started using the net proceeds of the offering for the feasibility study in respect of its Taconite Project and for working capital purposes.

Issuance of common shares in settlement of certain legal fees

On March 11, 2011, NML announced that in connection with the confidential award regarding a railway tariff to be charged to NML previously announced on June 21, 2010, it had issued an aggregate of 212,306 common shares at a deemed price of $0.96 per share in settlement of certain legal fees incurred in connection with the arbitration. The agreement to pay the fees by way of a share issuance was based on the Corporation receiving an arbitral award. On June 18, 2010, the arbitrator made the award in respect of the proceedings and the final amount of the fees was determined. The deemed price per share was calculated as agreed between the parties based on the weighted average trading price of the common shares for the 5 day period prior to the date of the arbitrator's award.

SUBSEQUENT EVENTS

TACONITE PROJECTS

Start of bulk sample collection for pilot plant testing in the taconite project feasibility study

On May 24, 2011, NML announced that George Downing Estate Drilling Ltd. of Grenville-sur-la-Rouge, Quebec had commenced drilling selected portions of the KéMag deposit to collect representative bulk samples for pilot plant testing that would be jointly undertaken by NML and Tata Steel. The contract is for approximately 5,500 meters of PQ size core (3.345″/85 mm) at the KéMag deposit. About 85 tonnes of materials will be collected to validate the process flowsheet and to produce sufficient quantities of concentrates to be used for the design of the pelletizing equipment and by other vendors to size their respective equipment.

The Contractor has mobilized two machines to drill PQ size holes. The work is expected to be completed by the end of July. The program has been designed to collect representative samples of all seven stratigraphic layers by drilling at selected locations. Full cores will be crushed, screened and blended to prepare samples for the pilot plant test and equipment sizing by vendors. 15-20 tonnes of concentrates are planned to be produced and will be used to size and design the pelletizing furnace and to provide products for evaluation to potential off-takers.

DSO PROJECT

Signing of an Impact and Benefit Agreement with the Nation Innu Matimekush-Lac John

On June 8, 2011, an Impact and Benefit Agreement ("IBA") between TSMC and Nation Innu Matimekush-Lac John ("NIMLJ") was signed in Schefferville by Rajesh Sharma, Managing Director and CEO of TSMC, and by NIMLJ Chief Real McKenzie. NML's Chief Operating Officer, Dean Journeaux, was also present.

The "life of mine" agreement promotes and governs a mutually beneficial development of the DSO project located in western Labrador and north eastern Quebec, near Schefferville, Quebec.

The IBA establishes the processes and sharing of benefits that will ensure an ongoing positive relationship with all affected First Nations. In return for their consent and support of the DSO project, the First Nations will benefit through training, employment, business opportunities and financial participation in the project. The IBA also commits TSMC to implement the project in a manner that safeguards the environment and provides the NIMLJ with social and cultural protection.

The agreement with NIMLJ is the second one of four such IBAs that are in the process of being concluded. Negotiations with two other affected First Nations, namely Innu Takuaikan Uashat mak Mani Utenam ("ITUM") of Quebec and the Innu Nation from Labrador, are currently in progress. An IBA with the Naskapi Nation was announced on June 10, 2010.

Start of Mobilization to Commence Construction During this Summer

On June 8, 2011, NML also announced the start of mobilization to commence construction during this summer.

An engineering, procurement and construction management contract ("EPCM") was awarded by TSMC in April, 2011 to AECOM Technology Corporation ("AECOM"), Montreal, Quebec. Detailed engineering and procurement of long delivery equipment is in progress. A 192 person modular camp for the Timmins Plant and Mine site has been procured. The first shipment of modules has arrived in Sept-Iles. The construction of the camp is planned to start this month.

This is an important milestone towards achieving our objective to bring the mine into production by the second half of 2012 and NML is working closely with TSMC and AECOM to reach this goal.

EXPLORATION

On April 27, 2011 announced that it would proceed with the exploration of two 100% owned taconite anomalies located in the Millennium Iron Range. These anomalies were identified by the Airborne Magnetic survey undertaken in 2010. NML's objective is to carry out sufficient drilling in 2011 to produce NI 43-101 compliant resources by Q1, 2012.

MIR is a 210 km long magnetic taconite belt controlled by NML. The airborne magnetic survey also covered the proven taconite deposits of LabMag (NL) and KéMag (QC). Based on the airborne magnetic survey, several strong magnetic anomalies comparable in intensity to the LabMag and KéMag taconite deposits are outlined in the north and south sections of these deposits.

The following target areas have been selected for this year's drilling and resource evaluation program:

<u>Lac Ritchie, QC-Q4:</u> This iron formation is flat lying (dipping 10 to 15^{o} towards the northeast (NE) and is very similar to the KéMag deposit in its geological setting. The aeromagnetic anomaly is comparable to the KéMag deposit. The KéMag deposit and its associated magnetic anomaly extend over an area of 13.5 km^2 and contain 2.1 billion tonnes of Proven and Probable reserves at an average grade of 31.3% Fe, 0.3 billion tonnes of Measured and Indicated resources at an average grade of 31.3 % Fe and 1.0 billion tonnes of Inferred resources at an average grade of 31.2% Fe. The Lac Ritchie area taconite is about 11.5 km long and 2.3 km wide with an area of 26.45 km^2, almost twice the size of KéMag.

<u>Perrault Lake, NL-N5:</u> This iron formation also has a strong magnetic intensity and occurs south of the LabMag deposit. It is exposed on the surface and dips between 5 to10^{o} towards the NE. The magnetic intensity of the anomaly is found to be equal to or stronger than that of LabMag deposit. The LabMag deposit covers an area 17.9 km^2 and contains 3.5 billion tonnes of Proven and Probable reserves at a grade of 29.6% Fe plus 1.0 billion tonnes of Measured and Indicated resources at an average grade of 29.5% Fe and 1.2 billion tonnes of Inferred resources at an average grade of 29.3% Fe. The Perrault Lake formation is 14.0 km long and 1.0 to 1.5 km wide with an area of about 17.5 km^2.

Dean Journeaux, Eng., and Thiagarajan Balakrishnan P.Geo., are the Qualified Persons as defined in National Instrument 43-101 who have reviewed and verified the scientific and technical mining disclosure contained in this news release.

GENERAL CORPORATE INFORMATION

Senior management changes

On April 20, 2011, NML announced that Robert A. Martin had informed the Board of Directors that he would be stepping down from his role as President, Chief Executive Officer and Director of the Corporation, effective July 1st, 2011. Mr. Martin was one of the founding directors of NML. The company also announced that Dean Journeaux, currently a Director and Chief Operating Officer, would become President and Chief Executive Officer of the Corporation, effective on the same date. Mr. Martin would remain associated with the Corporation as Chairman of the Strategic Advisory Committee of the Board of Directors, also effective July 1st, 2011, which would report to the Board in respect of long term strategies for the growth and development of NML's business.

On April 25, 2011, NML announced that it has appointed Ernest Dempsey as Vice-President, Investor Relations and Corporate Affairs. Mr. Dempsey brings more than 35 years of international experience in all commercial aspects of the iron ore industry. He has significant experience in supplying direct shipping ore, concentrates and pellets to a wide range of steelmakers, including the operations now comprising Tata Steel Europe. He will be based at NML's corporate office in Montréal, Canada.

Name change and new brand identity

On June 14, 2011, NML announced that it had adopted a new brand identity and changed its name to New Millennium Iron Corp. The stock symbol remains “NML”. The name change was approved by the shareholders of the Corporation at the annual general and special meeting held on June 8, 2011.

Effective June 15, 2011, the common shares of the Corporation commenced trading on the TSX Venture exchange under the name New Millennium Iron Corp.

The Company also adopted a new logo.

FINANCIAL CONDITION

The following discussion of the Corporation’s financial performance is based on the unaudited Interim Consolidated Financial Statements as of March 31, 2011 (“financial statements”) set forth herein. As discussed in Note 2 to the financial statements, they are prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the IASB. These are the Company’s first IFRS unaudited Interim Consolidated Financial Statements and IFRS 1, First Time Adoption of IFRS, has been applied, as they are part of the period covered by the Company’s first IFRS consolidated financial statements as at and for the financial year ending December 31, 2011.

As these interim consolidated financial statements are the Company’s first financial statements prepared using IFRS, certain disclosures that are required to be included in the annual financial statements prepared in accordance with IFRS that were not included in the Company’s most recent annual financial statements prepared in accordance with Canadian generally accepted accounting principles (“Canadian GAAP”) have been included in these financial statements for the comparative annual period. The significant accounting policies applied in the preparation of these financial statements are set out below and have been consistently applied to all periods presented except in instances where IFRS 1 requires or permits an exemption.

These financial statements should be read in conjunction with the Company’s 2010 annual financial statements, with consideration given to the IFRS transition disclosures included in Note 22 to the financial statements and the additional disclosures included therein.

Management is required to make estimates and assumptions that effect the reported amounts of assets and liabilities at the date of the financial statements and revenue and expenses for the period then ended.

The unaudited Interim Consolidated Balance Sheet as of March 31, 2011 indicates cash and cash equivalents of $8,047,748, short-term investments of $69,448,484, sales taxes, other receivables and prepaid expenses of $1,503,917, the current portion of tax credits and mining duties receivable of $1,829,315 and mineral exploration and evaluation assets (DSO Properties) held for sale of $22,166,280 resulting in total current assets of $102,995,744, an increase of $60,987,862 from December 31, 2010. The long-term assets are comprised of long-term portion of tax credits and mining duties receivable of $256,725, long-term investments in bonds of $19,671,333, mineral exploration and evaluation assets of $30,287,699, property and equipment of $184,877 and advances on contracts of $839,919. The total assets are $154,236,297 which is an increase of $81,263,481 from December 31, 2010.

The Company’s only liabilities at March 31, 2011 are its trade and other payables of $6,207,048, which are classified as current liabilities, an increase of $1,025,811 from December 31, 2010. Equity attributable to shareholders of the Company is $147,554,249, an increase by $80,237,670 from December 31, 2010, and is comprised of share capital of $169,679,763, contributed surplus of $8,558,653 less the deficit of $30,684,167. The non-controlling interest of $475,000 remains unchanged from December 31, 2010, for a total equity of $148,029,249.

Working capital at March 31, 2011 of $96,788,696 is an increase of $59,962,051 from the December 31, 2010 total of $36,826,645.

The increase in working capital and equity is mainly due to the February 28, 2011, bought deal public offering which provided the Company net proceeds of approximately $82,000,000, minimally offset by the losses from operations and investment in the continuing exploration and evaluation of mineral assets. These funds have been invested by the Company in cash and cash equivalents, short term investments and long-term investments in bonds. NML used its cash and cash equivalents from December 31, 2010 to pay its trade and other payables, fund its operations and the continuing exploration and evaluation of its mineral assets. The Company will use its cash and cash equivalents and short term investments in order to fund its portion of the Taconite Feasibility Study, initiate the new drilling projects in the two 100% owned taconite anomalies located in the Millennium Iron Range, and pay future corporate operating expenses. During the first quarter, there was $318,944 of capitalized mineral exploration and evaluation asset expenditures, net of Québec tax credits and mining duties. As at March 31, 2011, the deferred income tax assets, which arose as a result of applying the capital and non-capital losses carried forward to taxable income, have not been recognized in the accounts due to uncertainty regarding their utilization.

For the three months ended March 31, 2011, the Company realized a net loss of $2,770,949, or $0.02 per share, compared to a net loss of $498,199 or $0.00 per share for the corresponding period in 2010. This loss represents operating expenses of $3,455,979, (2010 - $670,432) net of other income of $600,000 (2010 - $Nil), investment income of $85,030 (2010 - $4,233) and an increase in fair value of long-term investments of $Nil (2010 – $168,000). The increase in operating expenses is mainly due to the $1,592,000 of professional fees incurred during the period in relation to the Binding HOA (2010 - $Nil) and the $845,727 in stock based compensation (2010 - $63,833).

The Company expects to continue incurring operating losses until it is operating a revenue-producing mine. These losses are expected to be funded by equity financing or investments by strategic partners.

All costs associated with mineral properties, totaling $52,453,979 as outlined in Note 10 to the March 31, 2011 financial statements, have been classified as mineral exploration and evaluation assets. The expenditures are divided between the properties as follows: DSO Properties $22,166,280, LabMag Property $20,617,113, KéMag Property $8,445,051 and Other Properties $1,225,535. The cost centers for these capitalized expenditures are: mineral licenses $3,355,055, resource evaluation $22,350,835, drilling $18,859,356, environmental $13,895,873, and amortization of property and equipment $39,895. These expenditures are partially offset by tax credits and mining duties of $6,047,035. The non-controlling interest of $475,000 relates to the LabMag Property. The carrying value of the mineral properties are reviewed by the Company on a quarterly basis by reference to the project economics, including the timing of the exploration and evaluation work, the work programs and exploration results achieved by the Company. At March 31, 2011, the Company believes that the carrying values of the properties are less than their net recoverable amounts and as such there has been no impairment of value on any of these properties.

ASSET HELD FOR SALE

The Company classifies the DSO Properties as an asset held for sale, as on March 17, 2010, the Company officially notified Tata Steel that the DSO Properties' Feasibility Study had been approved and delivered to Tata Steel pursuant to the terms of the joint venture agreement. This triggered the commencement of Tata Steel's 180 day option period on the DSO Properties. On September 13, 2010, Tata Steel exercised the option to acquire an 80% equity interest in the DSO Properties and will be paying the Company 80% of the Company's costs incurred to the closing date to advance the DSO Properties. All the DSO Properties are contemplated to be transferred to a new company owned 80% by Tata Steel and 20% by NML. Tata Steel will arrange funding of the capital costs of the DSO Project up to $300 million and will commit to purchase, at world prices, 100% of the DSO iron ore production meeting certain quality specifications for the life of the mining operation.

The new company, TSMC, was incorporated on October 26, 2010, and Tata Steel and NML are in the process of completing the steps necessary to finalize the transfer of the DSO Properties, which is expected to be completed before July 15, 2011.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of the Company for the eight quarters ended March 31, 2011. This information is derived from unaudited quarterly financial statements prepared by management. The Company's interim consolidated financial statements are prepared in accordance with IFRS (Canadian GAAP for periods prior to January 1, 2010) and expressed in Canadian dollars.

	Mar-1 (2)	**Dec-10** (2)	**Sept-10** (2)	**Jun-10** (2)	**Mar-10** (2)	**Dec-09** (3)	**Sept-09** (3)	**Jun-09** (3)
Investment Income	85,030	52,228	18,893	4,736	4,233	28,049	12,500	53,783
Net Income (Loss)	(2,077,949)	(1,544,460)	(7,085,214)	(877,651)	(498,199)	181,780	(572,040)	(269,792)
Income (Loss) Per Share (1)	(0.02)	(0.01)	(0.05)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)

(1) The effect of the exercise of stock options and warrants would be anti-dilutive for the purposes of calculating the fully diluted earnings per share.

(2) IFRS Basis

(3) Canadian GAAP basis

FIRST QUARTER RESULTS

For the three-month period ended March 31, 2011, general and administrative expenses were $3,455,979, compared to $670,432 for the corresponding period in 2010. The most significant items affecting the first quarter's net loss are professional fees of $1,891,520 compared to $187,405 for the three months in 2010 and stock based compensation of $845,727 compared to $63,833 for the three months in 2010. The increase in professional fees is mainly due to the assistance of outside professionals in negotiating the Binding HOA, for which there was no comparative work required in 2010. The increase in stock based compensation is mainly due to the timing of the 2010 directors, employees and consultants grant that occurred on June 29, 2010, and the vesting of the remainder of the September 13, 2006, directors grant on March 22, 2011, both of which impacted on the first quarter of 2011, but for which there was no corresponding grant to impact on the comparative 2010 period. Additional items affecting the first quarter's net loss were the investment income of $85,030 compared to $4,233 for the three months in 2010 and other income relating to the fee received from Tata Steel to facilitate the extension of their exclusive negotiation period beyond December 31, 2010 of $600,000 compared to $Nil for the three months in 2010. As a result the Company's net loss for the first quarter ended March 31, 2011 totalled $2,770,949 ($0.02 per share) compared to a net loss of $498,199 ($0.00 per share) for the comparative period in 2010.

TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

These are the Company's first consolidated financial statements prepared in accordance with IFRS. The date of transition to IFRS is January 1, 2010.

The Company's IFRS accounting policies presented in Note 2 of the unaudited interim consolidated financial statements have been applied in preparing the financial statements for the reporting period ended March 31, 2011 and have been used throughout all periods presented and the opening consolidated statement of financial position at the date of transition. The Company has applied IFRS 1, First-time Adoption of IFRS, in preparing these first IFRS consolidated financial statements.

The Company has provided a detailed explanation of the impact of this transition in Note 22 of the Company's March 31, 2011 financial statements. Note 22 includes reconciliations of the Company's consolidated statement of financial position and shareholders' equity from Canadian GAAP to IFRS as at January 1, 2010, March 31, 2010 and December 31, 2010 and its comprehensive loss for the year ended December 31, 2010 and the three months ended March 31, 2010. An explanation of the impact of adopting IFRS identified in the reconciliations is also provided along with the Company's elections under IFRS 1.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

The information is provided in Note 4 of the March 31, 2011, financial statements.

USE OF ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the interim consolidated financial statements in accordance with IFRS requires management to undertake a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from these judgments and estimates. These estimates and judgments are based on management's best knowledge of the events or circumstances and actions the Company may take in the future. The estimates are reviewed on an ongoing basis.

Please refer to Note 3 of the March 31, 2011, financial statements for an extended description of the information concerning the Company's significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses.

FINANCIAL INSTRUMENTS

All financial instruments are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are initially measured at fair value plus transaction costs, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value. Financial assets are derecognized when the contractual right to the cash flows from the financial assets expire, or when the financial asset and all substantial risks and rewards are transferred.

An extended description of the Company's financial instruments and their fair values is provided in Note 16 of the March 31, 2011, financial statements.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

In the normal course of operations, the Company is exposed to various financial risks. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. Please refer to Note 17 of the March 31, 2011, financial statements for an extended description of the Company's main financial risks and policies.

CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Company's capital management objectives are to ensure its ability to continue as a going concern and to maximize the return to its shareholders. The Company's definition of capital includes all components of shareholders' equity. In order to meet its objectives, the Company monitors its capital structure and makes adjustments as required in light of changes in economic conditions and the risks characteristics of the underlying assets. These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them through production and cash flow, either with partners or by the Company's own means.

In order to maintain or adjust the capital structure, the Company may issue new shares or flow-through shares. No changes were made in the objectives, policies and processes for managing capital during the reporting periods. The Company is not subject to any externally imposed capital requirements.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

The Company's working capital at March 31, 2011 increased from December 31, 2010 by $59,962,051 to $96,788,696 due to the cash and cash equivalents and short term investments purchased during the period using the $82,000,000 of net proceeds from the February 28, 2011 bought deal public offering. The working capital consists of cash and cash equivalents, short-term investments, sales taxes, other receivables and prepaid expenses and the current portion of tax credits and mining duties receivable net of trade and other payables.

Capital Expenditures

There was $18,020 in capital expenditures during the first three months of 2011 compared to $176,867 in the corresponding period in 2010.

Capital Resources

At March 31, 2011, NML has paid up capital of $169,679,763 (December 31, 2010 - $88,435,402) representing 174,037,964 (December 31, 2010 – 148,752,273) common shares, capital stock to be issued of $Nil (December 31, 2010 - $203,813) and a deficit of $30,684,167 (December 31, 2010 - $27,913,218) that is partially offset by contributed surplus of $8,558,653 (December 31, 2010 - $6,590,582) resulting in total equity attributable to shareholders of the Company of $147,554,249 (December 31, 2010 - $67,316,579). In addition there is a non-controlling interest of $475,000 (December 31, 2010 – $475,000) resulting in total equity of $148,029,249 (December 31, 2010 - $67,791,579).

TRANSACTIONS WITH RELATED PARTIES

Please refer to Note 19 of the March 31, 2011, financial statements for a summary of the Company's transactions with related parties and the related period end balances.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's expenditures for mineral exploration and evaluation assets are provided in Note 10 of the March 31, 2011 Interim Consolidated Financial Statements that is available on NML's website at **http://www.nmlresources.com/library/financial_statements.asp** or on its SEDAR Page Site accessed through **www.sedar.com**

Included in the Company's Interim Consolidated Financial Statements were general and administration expenses of $3,455,979 (2010 – $670,432) for the three months ended March 31, 2011, comprised as follows: employee salaries and benefits $561,670 (2010 - $161,422), stock based compensation $845,727 (2010 - $63,833), professional fees $1,891,520 (2010 - $187,405), office and administration $226,459 (2010 – $120,561), office rent $60,042 (2010 - $49,671), market development $123,422 (2010 - $75,399), foreign exchange loss $482 (2010 - $6,248) and depreciation of property and equipment $20,076 (2010 - $5,893) which are reduced by expense recovery from TSMC of $273,419 (2010 - $Nil).

MARKET OUTLOOK

Iron Ore market:

World crude steel production rebounded in 2010, increasing over 2009's level to a new record of 1.414 million metric tons (mmt). Steelmakers in the EU, North America, Japan and Korea experienced double digit growth in production, while China accounted for just under 45% of global crude steel production. Despite uncertainties in the macro-economic outlook from effects of March's tragic earthquake in Japan and the political unrest in North Africa and the Middle East, steel production continues to increase.

Improved steel market conditions, coupled with delays to the introduction of new iron ore supply, tightened the iron ore market. The catalyst remains the significant level of steel production in China, where iron ore imports were 177 mmt in the first quarter of 2011, versus 155 mmt in the comparable year-earlier period.

Iron ore prices, as measured by the shorter term mechanisms now serving as a global reference instead of the annual benchmark system, reflected the improving global demand with a rise of more than 40% during the second half of 2010. Despite some volatility during February-March 2011, prices remained at historically high levels and were again trending upward as the first quarter ended, with the April reference up by 5.6% over March.

Outlook:

The World Steel Association released its April 2011 short range outlook (SRO), projecting a 5.9% increase in global steel demand in 2011 and further growth of 6.0% in 2012 to a record level of 1.441 (mmt). Emerging and developing economies account for an increasing proportion of steel use. The SRO expects Chinese steel demand to grow by 5.0% in each of 2011 and 2012, and India to show robust growth of 13.3% and 14.3% in those years, respectively. NAFTA and EU steel producers are expected to register positive growth as they continue to recover from effects of the 2008/09 global financial crisis.

Against this background, the consensus view of the major mining houses, analysts and forecasting services is that the mid-term iron ore market balance will remain tight as supply from new projects is unable to come on stream soon enough to satisfy buoyant demand. These conditions are expected to support strong pricing over the next two to three years.

BUSINESS RISKS

The Company is engaged in the exploration and development of mineral properties. These activities involve a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been relatively successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

The Company has determined a project construction and operation plan based on best available knowledge and with certain assumptions that will enable it to initiate work and enter into contracts. Events outside the control of the Company, such as funding or permit approvals as examples, may adversely affect these plans and result in delays for construction and for start of operations.

The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power will need to be generated on site. Due to its location, weather events may cause disruptions or other difficulties in operations.

Certain of the Company’s properties are located in the Province of Newfoundland and Labrador and therefore subject to its mining legislation, which may require that primary processing be done within the province in order to obtain mining rights. Furthermore, provincial and federal legislators may enact laws or budgets that have a negative impact on this project or on the mining industry as a whole.

The Company is actively engaged in including First Nations participation in the project, has entered into certain agreements and expects to enter into other agreements with these First Nations. Although such agreements are not mandatory, failure to agree may result in disruption to the project execution or operations.

Volatile market conditions for resource commodities in the recent past, including iron ore, after several years of improving prices has resulted in a dramatic decrease and increase in market capitalization and affects the ability of companies to acquire funding for their exploration and development properties. An extended period of poor macro-economic conditions could lead to an inability of the Company to finance future developments and operations.

Inflation has not been a significant factor affecting the cost of goods and services in Canada in recent years; however renewed exploration and development activity has resulted in a shortage of experienced technical staff, and heavy demand for goods and services needed by the mining community.

The mineral industry is intensely competitive in all its phases. NML competes with many other mineral exploration companies that have greater financial resources and technical capacity.

The market price of iron ore and other commodities is relatively volatile. The purchase of securities of the Company involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in securities of the Company should not constitute a major part of an investor's portfolio.

In recent years securities markets have experienced extreme price and volume volatility. The market price of securities of many early stage companies have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on the TSX Venture Exchange may be affected by such volatility.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Additional risk factors are contained in the 2010 Annual Information Form of the Company filed on SEDER at www.sedar.com.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following information relates to share data of the Company as at March 31, 2011.

1. Share capital

(a) Authorized:

Unlimited number of common voting shares.

Unlimited number of preferred shares, without nominal or par value, issuable in series.

(b) Issued as of March 31, 2011: The Corporation has 174,037,964 common shares issued ($169,679,764).

(c) Issued as of June 27, 2011: The Corporation has 174,372,964 common shares issued ($170,057,414).

2. Options

The Corporation has adopted an incentive stock option plan whereby options may be granted from time to time to directors, officers, employees and consultants to the Corporation with shares reserved for issuance as options not to exceed 10% of the issued and outstanding common shares.

As of June 27, 2011, there were 14,443,000 common shares reserved for issuance pursuant to the exercise of stock options (March 31, 2011 – 11,236,000) as follows:

Number of Outstanding Options	Exercise Price	Expiry Date
1,225,000	$0.75	September 13, 2011
80,000	$0.75	November 2, 2011
375,000	$0.50	February 1, 2012
860,000	$0.75	August 2, 2012
250,000	$0.65	November 13, 2012
1,450,000	$0.83	January 30, 2013
250,000	$1.44	March 25, 2013
100,000	$1.65	April 30, 2013
70,000	$1.75	June 1, 2013
2,122,500	$0.37	January 20, 2014
33,000	$0.65	October 8, 2014
24,500	$0.59	December 4, 2014
33,000	$0.88	February 2, 2015
3,950,000	$0.90	June 30, 2015
36,000	$0.87	August 31, 2015
42,000	$3.52	February 8, 2016
3,315,000	$3.36	April 1, 2016
175,000	$3.16	April 29, 2016
52,000	$2.48	May 16, 2016

3. Warrants

At June 27, 2011, there were 1,084,285 common shares reserved for issuance pursuant to the exercise of outstanding warrants (March 31, 2011 – 1,084,285) at a price of $3.50 per warrant and with an expiry date of August 28, 2012.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com
Dean Journeaux, Eng., is the Qualified Person as defined in National Instrument 43-101 who has reviewed and verified the scientific and technical mining disclosure contained in this First Quarter Report.