

**INTERNATIONAL MONTORO RESOURCES INC.**  
**Financial Statements**  
**Three months ended November 30, 2014**  
**Expressed in Canadian Dollars - unaudited**

### **NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**INTERNATIONAL MONTORO RESOURCES INC.**

Statements of Financial Position

(Expressed in Canadian dollars - Unaudited)

	Notes	November 30 2014	August 31, 2013
<b>ASSETS</b>			
Current assets			
Cash		\$ 77,027	\$ 46,594
Amounts recoverable	4	1,701	1,937
Prepaid expenses and deposits		9,427	2,927
		88,155	51,458
Non-current assets			
Equipment	5	303	328
Exploration and evaluation assets	6	1,555,145	1,554,080
		\$ 1,643,603	\$ 1,605,866
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities			
Accounts payable and accrued liabilities	7	\$ 89,745	\$ 82,592
Promissory note	12	63,891	59,814
Due to related parties	10	286,585	262,658
		440,221	405,064
Shareholders' equity			
Share capital	8	9,959,483	9,879,541
Share subscription payable		10,500	22,500
Reserves	9	849,345	844,402
Deficit		(9,615,946)	(9,545,641)
		1,203,382	1,200,802
		\$ 1,643,603	\$ 1,605,866

**Nature and continuance of operations (Note 1)**

Approved on behalf of the Board of Directors

"Gary Musil" Director  
Gary Musil

"Brent Griffin" Director  
Brent Griffin

The accompanying notes are an integral part of these financial statements

**INTERNATIONAL MONTORO RESOURCES INC.**  
 Statements of Operations and Comprehensive Loss  
 (Expressed in Canadian dollars - Unaudited)

	Notes	Three months ended	
		November 30, 2014	November 30, 2013
<b>Expenses</b>			
Amortization	4	\$ 25	\$ 35
Bank charges and interest		1,072	86
Filing and transfer agent fees		7,106	2,043
Loan interest	12	4,078	-
Management fees	10	15,000	15,000
Office and miscellaneous	10	2,234	1,517
Professional fees		900	900
Rent	10	5,850	5,850
Share-based payment	8		
Consultants		5,886	-
Telephone		587	370
Travel and promotion		27,567	734
<b>Total expenses</b>		<b>(70,305)</b>	<b>(26,535)</b>
Other income (loss):			
Realized loss on sale of marketable securities		-	(5,880)
		-	(5,880)
<b>Net loss for the period</b>		<b>(70,305)</b>	<b>(32,415)</b>
Other comprehensive income (loss)			
Unrealized gain (loss) on marketable securities		-	(2,250)
Reclassification of realized loss		-	3,501
		-	1,251
<b>Total comprehensive loss for the period</b>		<b>\$ (70,305)</b>	<b>\$ (31,164)</b>
Weighted average number of common shares			
outstanding (basic and diluted)		60,464,955	56,578,526
<b>Basic and diluted net loss per share</b>		<b>\$ (0.00)</b>	<b>\$ (0.00)</b>

The accompanying notes are an integral part of these financial statements

**INTERNATIONAL MONTORO RESOURCES INC.**

Statements of Shareholders' Equity

(Expressed in Canadian dollars - Unaudted)

Notes	Share capital			Reserves	Warrant reserves	Accumulated other comprehensive income (loss)	Deficit	Total
	Number of shares	Amount	Share subscription advance					
Balance at August 31, 2013	56,578,526	\$ 9,661,430	\$ 23,000	\$ 712,491	\$ 14,500	\$ (21,282)	\$ (8,745,381)	\$ 1,644,758
Comprehensive income (loss):								
Loss for the period	-	-	-	-	-	-	(32,415)	(32,415)
Other comprehensive income (loss)	-	-	-	-	-	1,251	-	1,251
<b>Balance at November 30, 2013</b>	<b>56,578,526</b>	<b>\$ 9,661,430</b>	<b>\$ 23,000</b>	<b>\$ 712,491</b>	<b>\$ 14,500</b>	<b>\$ (20,031)</b>	<b>\$ (8,777,796)</b>	<b>\$ 1,613,594</b>
Balance at August 31, 2014	59,833,526	\$ 9,879,541	\$ 22,500	\$ 844,402	\$ -	\$ -	\$ (9,545,641)	\$ 1,200,802
Comprehensive income (loss):								
Loss for the period	-	-	-	-	-	-	(70,305)	(70,305)
Other comprehensive income (loss)	-	-	-	-	-	-	-	-
Repayment of subscription advance	-	-	(12,000)	-	-	-	-	(12,000)
Share issued pursuant to private placement	680,000	81,600	-	-	-	-	-	81,600
Shares issued pursuant to option exercise	20,000	1,000	-	-	-	-	-	1,000
Shares issued for bonus shares								
Finders fees paid	-	(3,600)	-	-	-	-	-	(3,600)
Transfers from contributed surplus pursuant to option exercise	-	942	-	(942)	-	-	-	-
Share-based payment charges	-	-	-	5,885	-	-	-	5,885
Warrants expired	-	-	-	-	-	-	-	-
Warrants issued to acquire exploration and evaluation	-	-	-	-	-	-	-	-
<b>Balance at November 30, 2014</b>	<b>60,533,526</b>	<b>\$ 9,959,483</b>	<b>\$ 10,500</b>	<b>\$ 849,345</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (9,615,946)</b>	<b>\$ 1,203,382</b>

Accumulated other comprehensive income (loss) is solely comprised of unrealized gains (losses) on available for sale assets.

The accompanying notes are an integral part of these financial statements

**INTERNATIONAL MONTORO RESOURCES INC.**

## Statements of Cash Flows

(Expressed in Canadian dollars - Unaudited)

	Three months ended	
	November 30, 2014	November 30, 2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (70,305)	\$ (32,415)
Adjustments to reconcile loss to net cash used in operating activities:		
Amortization	25	35
Share-based payment	5,886	-
Interest accrued on loan	4,078	-
Realized loss on marketable securities	-	5,880
Adjustments to reconcile loss to net cash used in operating activities:		
Decrease (increase) in amounts recoverable	236	31,263
Decrease (increase) in prepaid expenses and deposits	(6,500)	1,503
Increase in accounts payable and accrued liabilities	8,090	(29,761)
Net cash used in operating activities	(58,490)	(23,495)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Accounts payable and due to related parties related to evaluation and exploration assets	(938)	963
Marketable securities	-	2,870
Exploration and evaluation assets	(1,065)	(859)
Net cash provided by (used in) investing activities	(2,003)	2,974
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of common shares	79,000	-
Promissory note	-	-
Share subscription	(12,000)	-
Increase in due to related parties	23,926	23,647
Net cash provided by financing activities	90,926	23,647
<b>Increase (Decrease) in cash</b>	<b>30,433</b>	<b>3,126</b>
<b>Cash, beginning of the period</b>	<b>46,594</b>	<b>1,806</b>
<b>Cash, end of the period</b>	<b>\$ 77,027</b>	<b>\$ 4,932</b>
Supplemental disclosure of cash flow information:		
Cash paid (received) for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -

**Supplemental disclosure with respect to cash flows (Note 13)**

The accompanying notes are an integral part of these financial statements

## 1. Nature and continuance of operations

International Montoro Resources Inc. (the "Company") was incorporated on January 30, 1987 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "IMT".

The corporate office and principal place of business of the Company is 625 Howe Street, Suite 600, Vancouver, British Columbia, Canada, V6C 2T6.

The Company is in the business of exploring its mineral exploration assets and has not yet determined whether these properties contain ore reserves that are economically recoverable. At November 30, 2014 the Company was in the exploration stage and had interests in properties in Canada.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof. There is significant uncertainty regarding the outcome of these matters. The Company has sustained losses from operations, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As at November 30, 2014, the Company had a working capital deficiency of \$352,066 (August 31, 2014 – \$353,606). Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans. These uncertainties cast substantial doubt about the Company's ability to continue as a going concern. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

## 2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on January 23, 2015 by the directors of the Company.

### ***Statement of compliance***

The interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Therefore, these financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended 31 August 2014. The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

## 2. Significant accounting policies and basis of preparation (cont'd)

### Significant accounting judgments, estimates and assumptions

#### *Basis of preparation*

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments classified as available-for-sale or fair value through profit and loss, which are stated at their fair value. The financial statements are presented in Canadian dollars, which is the Company's functional currency, unless otherwise noted.

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant estimates made in the preparation of these financial statements include the recoverable value of exploration and evaluation assets and equipment, fair value estimates for financial instruments and equity-based payments, the valuation of provisions for restoration and environmental liabilities. Actual results may differ from those estimates.

Financial statement areas requiring significant judgment relate to the testing of impairment of exploration and evaluation assets, recognition of deferred tax assets, determination of cash-generating units, selection of fair value models, and the determination of technical feasibility and commercial viability of mineral properties.

#### *Foreign currency translation*

The financial statements are presented in Canadian dollars which is the Company's functional and presentation currency. The Company presently conducts the majority of its activities in Canada.

#### *Share-based payments*

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

#### *Financial instruments*

The Company classifies its financial instruments in the following categories: fair value through profit or loss ("FVTPL"), loans and receivables, available-for-sale, held-to-maturity, and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified as fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

## 2. Significant accounting policies and basis of preparation (cont'd)

### ***Financial instruments (cont'd)***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Company's cash is classified as loans and receivables.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses. Marketable securities are classified as available-for-sale.

Held-to-maturity financial assets are measured at amortized cost.

Non-derivative other financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost. The Company's accounts payable and accrued liabilities, due to related parties, and promissory note are classified as other financial liabilities.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs with all other financial assets are included in the initial carrying amount of the asset.

### ***Impairment of assets***

The carrying amount of the Company's assets (which include equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value-in-use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

### ***Cash and cash equivalents***

Cash and cash equivalents include cash on hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less.

## 2. Significant accounting policies and basis of preparation (cont'd)

### ***Income taxes***

#### Deferred income tax:

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### ***Equipment***

Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds to the carrying amount and are recognized in profit or loss.

Amortization is calculated on the declining balance basis at the following annual rates:

Computer equipment	30%
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One-half the normal rate is recorded in the year of acquisition.

### ***Exploration and Evaluation Assets***

The Company is in the exploration stage in respect to its exploration and evaluation assets.

Pre-exploration costs are expensed in the year in which they are incurred.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, geological and geophysical evaluation, surveying costs, drilling costs, payments made to contractors and depreciation on property and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

Where the Company has entered into option agreements for the acquisition of an interest in exploration and evaluation assets which provided for periodic payments, such amounts unpaid are not recorded as a liability when they are payable entirely at the Company's discretion. Although the Company has taken steps to verify title to the exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. The exploration and evaluation assets may be subject to prior undetected agreements or transfers and title may be affected by such defects.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written-off to profit or loss.

## **2. Significant accounting policies and basis of preparation (cont'd)**

### ***Exploration and Evaluation Assets***

The Company assesses exploration and evaluation assets for indications of impairment at each reporting date.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine development cost". Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

Any incidental revenue earned in connection with exploration activities is applied as a reduction to capitalized exploration costs. Any operational income earned in connection with exploration activities is recognized in the profit or loss.

Mineral exploration and evaluation expenditures are classified as intangible assets.

### ***Provision for Environmental Rehabilitation***

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense. The Company does not have any provisions for rehabilitation obligations.

### ***Flow through Shares***

The Company may from time to time, issue flow-through common shares to finance its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability and deferred tax expense for the amount of tax reduction renounced to the shareholders. The reduction of the premium previously recorded is recognized as a reduction of deferred tax expense.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian exploration expenses (as defined in the Tax Act).

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with the Tax Act. When applicable, this tax is accrued as a financial expense until paid.

### ***Share capital***

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company. The Company's common shares, share warrants and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## **2. Significant accounting policies and basis of preparation (cont'd)**

### ***Loss per Share***

The Company applies the "Treasury Stock Method" to calculate loss per common share. Under this method, the basic loss per share is calculated based on the weighted average aggregate number of common shares outstanding during each period. The diluted loss per share assumes that the outstanding stock options and share purchase warrants had been exercised at the beginning of the period and proceeds from dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. The assumed conversion of outstanding common share warrants and options has an anti-dilutive impact in 2015 and 2014.

### ***Warrants***

The Company has adopted the residual value method with respect to the valuation of warrants issued as part of a private placement unit. The residual value method allocates the net proceeds to the common shares up to their fair value, as determined by the current quoted trading price on the announcement date, and the balance, if any, to the attached warrants. Any fair value attributed to the warrants is recorded as warrants reserve. If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount is transferred to reserves.

### ***Non-monetary transactions***

All non-monetary transactions are measured at the fair value of the asset or liability surrendered or the asset received, whichever is more reliable, unless the transaction lacks commercial substance or the fair value cannot be reliably established. The commercial substance requirement is met when the future cash flows are expected to change significantly as a result of the transaction. When the fair value of a non-monetary transaction cannot be reliably measured, it is recorded at the carrying amount (after reduction, when appropriate, for impairment) of the asset given up adjusted by the fair value of any monetary consideration received or given. When the asset received or the consideration given up is shares in an actively traded market, the value of those shares will be considered fair value.

## **3. New accounting pronouncements**

Certain new accounting standards and interpretations have been published that are mandatory for the November 30, 2014 reporting period.

IAS 32 Financial Instruments: Presentation - IAS 32 amendment provides clarification on the application of offsetting rules. The Company does not expect the new standard to have a material impact on the financial statements.

IAS 36 Impairment of Assets: IAS 36 provided guidance on recoverable amount disclosures for non-financial assets. The Company does not expect the new standard to have a material impact on the financial statements.

Certain new accounting standards and interpretations have been published that are not mandatory for the November 30, 2014 reporting period. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new standard:

IFRS 9 Financial Instruments – IFRS 9 is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". The standard will be effective for annual periods beginning on or after January 1, 2018.

**4. Accounts receivable**

	November 30, 2014	August 31, 2014
Goods and services tax recoverable	\$ 1,701	\$ 1,937
	\$ 1,701	\$ 1,937

**5. Equipment**

	Computer Equipment
<b>Cost:</b>	
At August 31, 2013, 2014 and November 30, 2014	\$ 2,676
<b>Depreciation:</b>	
At August 31, 2013	\$ 2,208
Amortization	140
At August 31, 2014	2,348
Amortization	25
At November 30, 2014	\$ 2,373
<b>Net book value:</b>	
At August 31, 2014	\$ 328
At November 30, 2014	\$ 303

**6. Exploration and Evaluation Assets**

	Canada						Total
	Crackingstone	Orbit Lake	Serpent River	Chuchinka	Tacheeda	Other	
Balance, August 31, 2014	\$ 1	\$ 1	\$ 1,482,261	\$ 64,614	\$ 7,200	\$ 3	\$ 1,554,080
<u>Acquisition costs:</u>							
Additions	-	-	-	-	1,065	-	1,065
Total expenditures for the period	-	-	-	-	1,065	-	1,065
Balance, November 30, 2014	\$ 1	\$ 1	\$ 1,482,261	\$ 64,614	\$ 8,265	\$ 3	\$ 1,555,145

	Canada						Total
	Crackingstone	Orbit Lake	Serpent River	Chuchinka	Tacheeda	Other	
Balance, August 31, 2013	\$ 1	\$ 1	\$ 1,477,404	\$ 64,614	\$ 400,152	\$ 3	\$ 2,171,743
<u>Exploration and evaluation costs:</u>							
Geological consulting	-	-	4,857	-	-	-	4,857
	-	-	4,857	-	-	-	4,857
Total expenditures for the year	-	-	4,857	-	-	-	4,857
Writedown due to impairment	-	-	-	-	(392,952)	-	(392,952)
Balance, August 31, 2014	\$ 1	\$ 1	\$ 1,482,261	\$ 64,614	\$ 7,200	\$ 3	\$ 1,554,080

## 6. Exploration and Evaluation Assets (cont'd)

The following is a description of the Company's exploration and evaluation assets and the related spending commitments:

### a. Crackingstone River Project (Saskatchewan)

The Company and Belmont entered into an agreement to acquire a 100% interest (50% interest for the Company) in a 750 hectare claim block in northern Saskatchewan near Uranium City. Terms of the agreement include cash payment of \$15,000 (paid) and issuance of 50,000 shares (issued for \$12,500). The property is subject to a 2% net smelter royalty. The Company and Belmont have entered into a 50:50 joint venture for this project.

The Company together with Belmont entered into an additional agreement to acquire a 100% interest (50% interest for the Company) in an adjoining 232 hectare claim block for \$5,000 (\$2,500 paid by the Company). During the year ended August 31, 2013, the Company decided not to continue with the project and wrote down the project to a nominal cost.

### b. Orbit Lakes Project (Saskatchewan)

The Company has a 50% interest in 11,109 hectares staked in claim blocks adjoining the Crackingstone Project in northern Saskatchewan. The Company and Belmont have entered into a 50:50 joint venture for this project. During the year ended August 31, 2013, the Company decided not to continue with the project and wrote down the project to a nominal cost.

### c. Serpent River Project (Ontario)

The Company entered into an agreement to acquire a 100% interest in ten mining claims in the Sault Ste. Marie Mining Division, Elliot Lake area, in Northern Ontario. Terms of the agreement include the issuance of 500,000 common shares at a value of \$91,000 (issued) and \$500,000 in cash (paid). In addition, there is a 2.0% net smelter return relating to the acquisition. The Company may at any time purchase 1.0% of the NSR for \$1.5 million. A finders' fee of 25,000 common shares valued at \$8,550 and \$25,000 cash has been paid.

On September 12, 2012 the Company signed a Letter of Intent ("LOI") with Five Nines Ventures Ltd. ("FIV") for FIV to option the southern portion of the Serpent River claims. Pursuant to the general terms of the LOI, FIV will earn a 100% interest. Terms included total cash consideration of \$500,000 in stages until December 31, 2017 (received \$25,000 upon signing LOI); total share consideration of 2,000,000 in tranches until December 31, 2015; and work commitments/earned Interest of \$1,500,000 in exploration over a period of five years to earn 100%; of which \$200,000 to be completed in the 1<sup>st</sup> year, and a further \$250,000 on or before December 31, 2014 to earn an initial 30% interest.

On July 17, 2013 the Company terminated the agreement as FIV was unable to meet the obligations under the agreement. The Company retains 100% interest in the property.

### d. Chuchinka Project (British Columbia)

The Company entered into an agreement to acquire a 100% interest in four mining claims in the Cariboo Mining District, British Columbia. Terms of the agreement include the issuance of a total 1,000,000 common shares (1,000,000 issued for \$60,000), issuance of non-transferable warrants, valued at \$56,150, for the right to purchase an additional 1,000,000 shares at a price of \$0.10 in the first year and \$0.15 in the second year (issued), and \$50,000 in cash payments (paid). In addition, there is a 2.0% net smelter return relating to the acquisition. The Company may at any time purchase 1.0% of the NSR for \$1.0 million. A finders' fee of a total of 80,000 common shares (80,000 issued for \$4,000) and \$4,000 cash was paid.

## 6. Exploration and Evaluation Assets (cont'd)

### d. Chuchinka Project (British Columbia) (cont'd)

The Company acquired an additional mineral claim covering 449 hectares in the Cariboo Mining District. Terms of the agreement include the issuance of a total 200,000 common shares (200,000 issued for \$16,000), issuance of non-transferable warrants valued at \$4,797, for the right to purchase an additional 100,000 shares at a price of \$0.10 in the first year and \$0.15 in the second year, and \$6,250 in cash payments (paid). In addition, there is a 2.0% net smelter return relating to the acquisition. The Company may at any time purchase 1.0% of the NSR for \$1.0 million. A finders' fee of a total of 16,000 common shares (16,000 issued for \$1,280) and \$500 cash was paid.

On June 10, 2010, the Company entered into an option agreement with Electric Metals Inc. ("Electric"), whereby Electric can acquire a 75% interest in the Chuchinka claims by making cash payments totaling \$240,000 (received \$120,000), issuing 700,000 common shares of Electric (received 250,000 shares) and expending \$425,000 in exploration expenditures over three years. A finders' fee of a total of 8% or \$27,200 (paid \$9,600) was payable as well as a 2.0% net smelter return, payable by Electric, of which Electric may at any time purchase 1.0% of the NSR for \$1.0 million. On December 5, 2012 the Company notified Electric of termination of the agreement as they have failed to correct, rectify or cure any of the events of default on the agreement. The Company retains 100% interest in the property.

### e. Tacheeda Project (British Columbia)

The Company entered into an agreement to acquire 12 claim blocks (4,654.06 ha) in northeastern British Columbia. Consideration includes staged cash payments totaling \$50,000 (paid \$50,000) and the issuance of 2,000,000 common shares and 2,000,000 share purchase warrants in stages over one year. Each share purchase entitles the holder to purchase one additional common share at a price of \$0.15 for one year. The Company has issued a total of 2,000,000 shares valued at \$135,000. The warrants attached to the units have been valued at \$33,506.

On October 3, 2011, the Company entered into a further agreement to acquire an additional 11 claims (4,278.52 ha) adjoining the previous claims. Consideration includes a cash payment of \$2,500 (paid) and the issuance of 400,000 common shares (valued at \$20,000 and issued) and 400,000 share purchase warrants. Each share purchase warrant entitles the holder to purchase one common share at a price of \$0.10 in year one; thereafter two share purchase warrants will be required to purchase an additional common share at a price of \$0.15 in year two. The warrants have been valued at \$7,976.

On May 24, 2012, the Company entered into a further agreement to acquire an additional 4 claims (1,065.10 ha) adjoining the previous claims. Consideration includes a cash payment of \$2,000 (paid) and the issuance of 300,000 common shares (valued at \$12,000 and issued) and 300,000 share purchase warrants. Each share purchase warrant entitles the holder to purchase one additional common share at a price of \$0.10 in year one and \$0.12 in year two. The warrants have been valued at \$6,524. The property is subject to a 1% NSR with the right to purchase ½% by paying the vendor \$500,000 prior to bankable feasibility.

During the period 8,933 hectares in the Tacheeda claims expired. The Company retained and restaked 3 claim blocks totaling 160 hectares in the area. The Company recognized and recorded an impairment of \$392,952 on the property in the year ended August 31, 2014.

**7. Accounts payable and accrued liabilities**

	<b>November 30, 2014</b>	<b>August 31, 2014</b>
Accounts payable	\$ 69,945	\$ 63,692
Accrued liabilities	19,800	18,900
	<b>\$ 89,745</b>	<b>\$ 82,592</b>

**8. Share capital**

***Authorized share capital***

Unlimited number of common shares without par value.

***Issued share capital***

At November 30, 2014 there were 60,533,526 issued and fully paid common shares (August 31, 2014 – 59,833,526).

***Issuances***

On September 8, 2014 the Company issued 680,000 units at \$0.12 per unit for gross proceeds of \$81,600. The unit financing consisted of one flow-through common share and one non-transferable common share purchase warrant. One warrant will entitle the holder to purchase one additional common share of the Company for one year at a price of \$0.18 per share. The warrants expire September 8, 2015. Finder's fees of \$3,600 were paid as a result of the financing.

During the period ended November 30, 2014 the Company issued a total of 20,000 common shares pursuant to the exercise of incentive stock options at the price of \$0.05 per share for total proceeds of \$1,000. The weighted average share price at the date of exercise of these options was \$0.065.

On June 2, 2014 the Company issued 105,000 shares valued at \$5,250 as bonus shares in connection with a loan advanced by a non related party.

On June 6, 2014 the Company issued 1,700,000 shares valued at \$85,000 to settle exploration and office rent and services debt with a related party.

On June 2, 2014 the Company issued 105,000 shares valued at \$5,250 as bonus shares in connection with a loan advanced by a non related party.

During the year ended August 31, 2014 the Company issued a total of 1,450,000 common shares pursuant to the exercise of incentive stock options at the price of \$0.05 per share for total proceeds of \$72,500. The weighted average share price at the date of exercise of these options was \$0.06.

***Stock options***

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX-V requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

**8. Share capital (cont'd)**

**Stock options (cont'd)**

The changes in options during the period ended November 30, 2014 and year ended August 31, 2014 are as follows:

	November 30, 2014		August 31, 2014	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of period	3,350,000	\$ 0.05	2,200,000	\$ 0.10
Options granted	-	-	4,600,000	0.05
Options exercised	(20,000)	0.05	(1,450,000)	0.05
Options expired	-	-	(2,000,000)	0.10
Options outstanding, end of period	3,330,000	\$ 0.05	3,350,000	\$ 0.05
Options exercisable, end of period	3,100,000	\$ 0.05	2,975,000	\$ 0.05

Details of options outstanding as at November 30, 2014 are as follows:

Weighted average exercise price	Weighted average contractual life	Number of options outstanding
\$0.10	0.44 years	200,000
0.05	2.27 years	3,130,000
\$0.05	2.16 years	3,330,000

The weighted average fair value of options granted during the period ended November 30, 2014 was \$nil (August 31, 2014 - \$0.04). The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

	August 31, 2014
Expected life of options	3 years
Annualized volatility	135.68%
Risk-free interest rate	1.18%
Dividend rate	0%

**Warrants**

August 31, 2014	Issued	(Expired)	(Exercised)	November 30, 2014	Terms
-	680,000	-	-	680,000	\$.18 and 1 warrant to September 8, 2015
-	680,000	-	-	680,000	

## 9. Reserves

The reserves recorded on the Company's statement of financial position are composed of the value of stock option grants and share purchase warrants prior to exercise at which time the corresponding amount will be transferred to share capital. The Company uses the Black Scholes model to determine the fair value of stock option grants and share purchases warrants. During the year a total of \$55,361 was transferred to share capital pursuant to the exercise of incentive stock options.

## 10. Related party transactions

### *Related party balances*

The following amounts are due to related parties:

	November 30, 2014	August 31, 2014
CEO/President	\$ 260,230	\$ 244,209
Company with directors and officers in common	26,355	18,449
	<b>\$ 286,585</b>	<b>\$ 262,658</b>

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

### *Related party transactions*

The Company incurred the following transactions with a company related by common directors.

	November 30, 2014	November 30, 2013
Rent	\$ 5,850	\$ 5,850
Office and secretarial	1,680	1,680
	<b>\$ 7,530</b>	<b>\$ 7,530</b>

The Company and Belmont Resources Inc. (a public company related through common directors), are 50:50 joint venture partners in the Crackingstone and Orbit Lake Projects, Saskatchewan. Belmont Resources Inc. is acting as the operator and incurs the expenditures for the project and bills the Company 50% cost plus a 5% administration fee. A total of \$nil (2014 - \$nil) in costs plus administration fees was incurred in the period.

### *Key management personnel compensation*

	November 30, 2014	November 30, 2013
Short-term employee benefits – management fees	\$ 15,000	\$ 15,000
	<b>\$ 15,000</b>	<b>\$ 15,000</b>

Effective February 1, 2012 the Company signed a renewal and Amendment to the Management Agreement effectively increasing the salary from \$4,500 to \$5,000 per month and continue for a term of twenty-four (24) months. In February 2014 the agreement was renewed for an additional two years.

## 11. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

### Credit Risk

The Company is exposed to credit risk by holding cash. Holding the cash in large Canadian financial institutions minimizes this risk. The Company has minimal accounts receivable exposure, and its various refundable credits are due from the Canadian government.

### Currency Risk

The Company's functional currency is the Canadian dollar. The Company is not exposed to any foreign currency risk.

### Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates. Currently, this risk will have an immaterial effect on operations.

### Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk). The Company is at risk to changes in commodity prices which may affect financing options available to the Company.

### Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company manages this risk by careful management of its working capital and deferring related party payables.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at November 30, 2014 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. The Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof.

### Capital Management

The Company is engaged in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental issues and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

The Company includes cash and equity in the definition of capital. Equity is comprised of issued common shares, reserves, accumulated other comprehensive loss, and deficit.

## 11. Financial risk management (cont'd)

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

There were no changes in the Company's approach to capital management during the year.

### *Fair value*

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of assets and liabilities measured on a recurring basis include marketable securities which are based on Level 1 inputs. Management believes that the recorded values of all accounts receivable, accounts payable, and amounts due to related parties approximate their current fair values because of their nature and anticipated settlement dates.

## 12. Promissory Note

On May 1, 2014, the Company entered into a promissory note agreement with an arm's length party to borrow \$50,000 US (\$54,375 Canadian). Terms of the agreement are interest of 2½% per month and the issuance of 10% in bonus shares (issued 105,000 shares valued at \$5,250). The loan is repayable upon demand. The Company has accrued \$9,516 as interest payable to November 30, 2014.

## 13. Supplemental disclosure with respect to cash flows

During the periods ended November 30, 2014 and 2013, the Company incurred the following non-cash financing and investing transactions that are not reflected in the statement of cash flows:

	November 30, 2014	November 30, 2013
Accounts payable and amounts owing to related parties related to exploration	\$ 938	\$ 963

## 14. Subsequent events

On December 31, 2014 the Company issued 125,000 units at \$0.12 for total proceeds of \$15,000 pursuant to a flow-through private placement. Each unit is comprised of one flow-through share and one share purchase warrant exercisable at a price of \$0.18 per share for a period of one year. The shares issued are subject to a hold period expiring December 31, 2015. A finder's fee of \$1,125 was paid on this transaction.

Subsequent to November 30, 2014, the Company issued a total of 620,000 shares pursuant to option exercises at \$0.05 per share for total proceeds of \$31,000.