NICKEL NORTH EXPLORATION CORP.

(formerly Orient Venture Capital Inc.)

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

(Unaudited –Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT

The accompanying unaudited interim financial report of the Company has been prepared by and is the responsibility of the Company's management. The Company's independent auditor has not performed a review of this financial report in accordance with securities legislation and the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

NICKEL NORTH EXPLORATION CORP.
(formerly Orient Venture Capital Inc.)
STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2013 AND DECEMBER 31, 2012
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Note	September 30, 2013	December 31, 2012
			(Audited)
ASSETS			
Current assets			
Cash and cash equivalents	4	$ 1,963,225	$ 97,595
Sales tax recoverable and other receivables		1,322,216	263,633
Prepaid expenses and deposits		13,791	13,448
Restricted cash	5	28,750	28,750
		3,327,982	403,426
Non-current assets			
Equipment	6	3,928	2,543
Exploration and evaluation assets	7	8,337,507	3,541,221
Total assets		$ 11,669,417	$ 3,947,190
LIABILITIES AND EQUITY			
Current liabilities			
Accounts and other payables	8	$ 439,165	$ 132,624
Flow-through share premium liability	9	2,500,000	50,092
Total liabilities		2,939,165	182,716
Equity			
Share capital	9	9,967,079	5,054,809
Contributed surplus	9	806,528	165,298
Deficit		(2,043,355)	(1,455,633)
Total equity		8,730,252	3,764,474
Total liabilities and equity		$ 11,669,417	$ 3,947,190

Going Concern (Note 2)

The financial statements were authorized for issue by the board of directors on November 28, 2013 and were signed on its behalf by:

"Jingbin Wang" — Director

"Richard Barclay" — Director

The accompanying notes are an integral part of these condensed interim financial statements.

NICKEL NORTH EXPLORATION CORP.
(formerly Orient Venture Capital Inc.)
STATEMENTS OF COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Note	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
EXPENSES					
Accounting and audit		$ -	$ 17,000	$ 35,000	$ 40,500
Bank charges and interest		469	2,393	5,727	8,226
Consulting fees	10	46,175	38,832	267,894	41,612
Depreciation		417	112	1,190	111
Legal		290	27,784	51,315	54,609
Marketing		-	-	40,245	-
Project investigation		-	-	-	7,296
Office administration and miscellaneous		21,789	33,900	63,867	58,537
Transfer agent and filing fees		9,260	2,926	38,647	27,466
Share-based payments		-	142,889	1,199	142,889
Travel and promotion		4,004	40,693	58,563	84,325
Wages and benefits		32,255	3,340	97,701	3,340
		(114,659)	(309,869)	(661,348)	(468,911)
OTHER ITEMS					
Interest and other incomes		19,869	10,670	73,626	51,422
Extinguishment of accounts payable	8	-	-	-	79,216
		19,869	10,670	73,626	130,638
Net and comprehensive loss for the period		$ (94,790)	$ (299,199)	$ (587,722)	$ (338,273)
Basic and diluted loss per common share	9	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.02)
Weighted average number of common shares outstanding		64,544,834	23,300,690	49,633,523	21,222,677

The accompanying notes are an integral part of these condensed interim financial statements.

NICKEL NORTH EXPLORATION CORP.
(formerly Orient Venture Capital Inc.)
STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total Equity /(Deficiency)
Balance, January 1, 2012	4,260,790	$ 385,471	$ 30,018	$ (804,054)	$ (388,565)
Comprehensive loss for the period	-	-	-	(338,273)	(338,273)
Non-flow-through private placements	19,860,000	3,177,000	-	-	3,177,000
Flow-through private placements	2,504,600	500,920	-	-	500,920
Shares-for-debt settlement	1,072,983	214,597	-	-	214,597
Shares issued - acquisition of exploration and evaluation assets	3,652,032	730,406	-	-	730,406
Exercise of stock options	320,000	54,871	(22,871)	-	32,000
Share issuance costs	-	(180,694)	-	-	(180,694)
Agent's warrants issued	-	(15,262)	15,262	-	-
Share-based payments	-	-	142,889	-	142,889
Balance, September 30, 2012	31,670,405	4,867,309	165,298	(1,142,327)	3,890,280
Comprehensive loss for the period	-	-	-	(313,306)	(313,306)
Shares issued - acquisition of exploration and evaluation assets	1,250,000	187,500	-	-	187,500
Balance, December 31, 2012	32,920,405	5,054,809	165,298	(1,455,633)	3,764,474
Comprehensive loss for the period	-	-	-	(587,722)	(587,722)
Non-flow-through private placements	8,000,000	1,440,000	560,000	-	2,000,000
Shares issued - acquisition of exploration and evaluation assets	8,131,675	1,159,751	70,416	-	1,230,167
Share-based payments	-	-	1,199	-	1,199
Flow-through private placements	16,666,667	2,500,000	-	-	2,500,000
Agent's warrants issued	-	(9,615)	9,615	-	-
Share issuance costs	-	(177,866)	-	-	(177,866)
Balance, September 30, 2013	65,718,747	$ 9,967,079	$ 806,528	$(2,043,355)	$ 8,730,252

NICKEL NORTH EXPLORATION CORP.
(formerly Orient Venture Capital Inc.)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$ (587,723)	$ (331,126)
Items not affecting cash:		
Extinguishment of accounts payable	-	(79,216)
Write-off of other payables	-	(40,567)
Depreciation	1,190	111
Share based payments	1,199	142,889
Other Income – flow-through shares	(50,092)	-
Changes in non-cash working capital items:		
Sales tax and other receivables	(1,058,583)	(216,431)
Prepaid expenses and deposits	(343)	(17,455)
Account and other payables	306,542	304,176
Net cash used in operating activities	(1,387,810)	(237,619)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets	(3,566,119)	(1,872,578)
Purchase of equipment	(2,575)	(893)
Net cash used in investing activities	(3,568,694)	(1,873,471)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan received from a related party	300,000	320,000
Repayment of related party loan	(300,000)	(320,000)
Restricted cash	-	(28,750)
Proceeds from shares issued for cash	7,000,000	3,736,127
Exercise of stock options	-	32,000
Repayment of loan payable	-	(5,811)
Share issuance costs	(177,866)	(195,955)
Net cash provided by financing activities	6,822,134	3,537,611
Change in cash and cash equivalents during the period	1,865,630	1,426,521
Cash and cash equivalents, beginning of the period	97,595	22,332
Cash and cash equivalents, end of the period	$ 1,963,225	$ 1,448,853

Supplemental cash flow information (Note 11)

1. NATURE OF BUSINESS

Nickel North Exploration Corp. (formerly Orient Venture Capital Inc.) (the "Company") was incorporated under the laws of British Columbia, Canada on February 27, 2007 as Orient Ventures Capital Inc. and changed its name to Nickel North Exploration Corp. on July 30, 2012. The Company maintains its registered and head office at Suite 3114, 1055 Dunsmuir Street, Vancouver, British Columbia, Canada, V7X 1G4. On December 10, 2012, the Company changed its fiscal year-end from March 31 to December 31.

The Company was classified as a Capital Pool Company ("CPC") as defined under TSX Venture Exchange (TSX-V) Policy 2.4 *Capital Pool Companies* ("Policy 2.4"). On August 2, 2012, the Company completed its Qualifying Transaction ("QT") as defined under TSX-V Policy 2.4 and as such, the Company graduated from being a CPC to a Tier 2 mining issuer on the TSX-V. The Company is currently engaged in the acquisition, exploration, and development of mineral property interests in Canada. The Company's common shares are listed on the TSX-V under the symbol "NNX".

2. BACKGROUND AND BASIS OF PREPARATION

Qualifying transaction

On August 2, 2012, the Company completed its QT by entering into an option agreement dated March 29, 2012 and amended on May 15, 2012 with Anthem Resources Incorporated ("Anthem") (formerly Virginia Energy Resources Inc. ("VAE")) and 662707 Alberta Ltd., a wholly-owned subsidiary of Anthem (together the "Optionors"), whereby the Optionors granted the Company the sole and exclusive right and option (the "Option") to earn an undivided 100% interest, right and title in and to certain mining claims located 135 km northwest of Kuujjuak, Ungava Bay region, Quebec. The claims comprise 429 mineral claims covering a total area of 18,700 hectares and are held 100% by the Optionors.

The majority of the property is subject to a 3% net smelter returns royalty ("NSR") and the Company has the option to purchase one-third of the NSR (1%) for $1,000,000 and a first right of refusal on the second 1%.

In order to exercise the Option, the Company agreed to make staged payments totaling $2,000,000 in cash and issuing $1,000,000 in common shares by December 31, 2013.

Basis of preparation

These condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by International Accounting Standard Board ("IASB"), applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The condensed interim financial statements do not include all of the disclosures required for a competed set of annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2012, which have been prepared in accordance with IFRS as issued by the IASB.

Basis of measurement

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values. In addition these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

2. BACKGROUND AND BASIS OF PREPARATION (continued)

Going concern

The Company is an exploration stage company. At present, the Company's operations do not generate cash flow. For the nine months ended September 30, 2013, the Company had incurred a net loss of $587,722 and at September 30, 2013, an accumulated deficit of $2,043,355. The continuing operations of the Company are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in the near future, which raise significant doubts about the Company's ability to continue as a going concern. The directors, after reviewing the current cash position and having considered the Company's ability to raise funds in the short term, believe that the going concern basis is appropriate in preparing its financial statements.

These financial statements do not include adjustments that would be required if going concern was not deemed an appropriate basis for preparation of the financial statements. These adjustments could be material.

Use of estimates and judgements

The preparation of the financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

Actual results could differ from these estimates. Significant areas requiring the use of management estimates and judgments include:

(i) Recorded costs of exploration and evaluation assets are not intended to reflect present or future values of these assets. The assessment of indications of impairment and the measuring of the recoverable amount when impairment tests have been prepared involve judgment. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount.
(ii) The determination of the fair value of stock options or warrants using stock option pricing models, require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.
(iii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.
(iv) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.
(v) The recognition of provisions for restoration, rehabilitation and environmental obligation.

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

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out in the Company's annual financial statements for the year ended December 31, 2012 were consistently applied to all the periods presented unless otherwise noted below.

The Company has adopted the following accounting standards which became effective on January 1, 2013

IFRS 10 *Consolidated Financial Statements* - IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 *Consolidation - Special Purpose Entities* and parts of IAS 27 *Consolidated and Separate Financial Statements.* The new standard did not have a significant impact on the Company's financial statements.

IFRS 11 *Joint Arrangements* - IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers*. The new standard did not have a significant impact on the Company's financial statements.

IFRS 12 *Disclosure of Interests in Other Entities* - IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The new standard did not have a significant impact on the Company's financial statements.

IFRS 13 *Fair Value Measurement* - IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. The new standard did not have a significant impact on the Company's financial statements.

Amendments to other standards - In addition, there have been other amendments to existing standards, including IAS 27 *Separate Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

Each of the new standards, IFRS 10 to 13, IFRIC 20 and the amendments to other standards, is effective for the Company beginning on January 1, 2013. The amendments did not have a significant impact on the Company's financial statements

IFRIC 20 *Stripping Costs in the Production Phase of a Surface Mine* - IFRIC 20 addresses the accounting for overburden waste removal (stripping) costs in the production phase of a surface mine. Stripping activity may result in two types of benefits: i) inventory produced and ii) improved access to ore that will be mined in the future. Stripping costs associated with inventory production should be accounted for as a current production cost in accordance with IAS 2 Inventories, and those associated with improved access to ore should be accounted for as an addition to, or enhancement of, an existing asset. The new standard did not have a significant impact on the Company's financial statements.

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

New accounting standards issued but not yet effective - Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2015, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective January 1, 2015

IFRS 9 *Financial Instruments* - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 is effective for annual periods beginning on or after January 2015 with early adoption permitted by amendments to IAS 32, January 1, 2014. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

The Company has not early adopted these revised standards and is currently assessing the impact of these standards on the Company's financial statements.

4. CASH AND CASH EQUIVALENTS

	September 30, 2013	December 31, 2012
Cash (cheques issued in excess of deposits on hand)	$ 605,211	$ (55,405)
Guaranteed investment certificates	1,358,014	153,000
	$ 1,963,225	$ 97,595

Guaranteed investment certificate of $1,358,014 bears interest rate at the prime rate minus 1.80% per annum and matures in 2014.

(Expressed in Canadian Dollars)

5. RESTRICTED CASH

The Company has provided corporate credit cards to its management with a credit limit totalling $25,000 to pay the Company's expenses. As collateral for the credit cards, the Company has a one year guaranteed investment certificate of $28,750 bearing interest rate at the prime rate minus 1.90% per annum and matures in 2014.

6. EQUIPMENT

		Office Equipment
Cost		
Balance as at January 1, 2012	$	-
Addition for the period		893
Balance as at September 30, 2012		893
Addition for the period		1,880
Balance as at December 31, 2012		2,773
Addition for the period		2,575
Balance as at September 30, 2013		5,348
Accumulated depreciation		
Balance as at January 1, 2012		-
Depreciation for the period		111
Balance as at September 30, 2012		111
Depreciation for the period		119
Balance as at December 31, 2012		230
Depreciation for the period		1,190
Balance as at September 30, 2013		1,420
Net book value as at September 30, 2012	$	782
Net book value as at December 31, 2012	$	2,543
Net book value as at September 30, 2013	$	3,928

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS

	January 1, 2012 $	Additions $	September 30, 2012 $	Additions $	December 31, 2012 $	Additions $	September 30, 2013 $
Hawk Ridge Property							
Acquisition costs							
Option payments	-	1,210,406	1,210,406	687,500	1,897,906	990,167	2,888,073
Other property costs	-	9,604	9,604	20,446	30,050	57,245	87,295
	-	1,220,010	1,220,010	707,946	1,927,956	1,047,412	2,975,368
Exploration costs							
Accommodation/camp	-	92,738	92,738	701	93,439	308,065	401,504
Assays	-	5,769	5,769	78,307	84,076	164,396	248,472
Drilling	-	288,667	288,667	13,918	302,585	1,181,699	1,484,284
Field supplies	-	114,231	114,231	6,916	121,147	571,047	692,194
Geological consulting	-	249,425	249,425	100,072	349,497	757,338	1,106,835
Miscellaneous	-	26,790	26,790	13,434	40,224	46,618	86,842
Transportation	-	331,944	331,944	29,580	361,524	912,271	1,273,795
Travel	-	53,686	53,686	2,778	56,464	158,533	214,997
	-	1,163,250	1,163,250	245,706	1,408,956	4,099,967	5,508,923
Exploration prepayment	-	199,723	199,723	4,586	204,309	33,201	237,510
Mining Exploration Tax Credit	-	-	-	-	-	(624,294)	(624,294)
	-	2,582,983	2,582,983	958,238	3,541,221	4,556,286	8,097,507
Nairn Property							
Acquisition costs	-	-	-	-	-	240 000	240 000
	-	2,582,983	2,582,983	958,238	3,541,221	4,796,286	8,337,507

On March 29, 2012, the Company entered into an option agreement with Anthem Resources Inc. ("Anthem") and its wholly-owned subsidiary (together the "Optionors"), which was subsequently amended on May 15, 2012 (the "First Amendment"). Whereby the Optionors granted the Company an option to acquire a 100% interest in the Hawk Ridge property by making staged payments totaling $2,000,000 in cash and $1,000,000 equivalent in common shares of the Company to Anthem by December 31, 2013 as follows:

- Pay $500,000 in cash (paid) and $250,000 in shares (issued) within five business day of TSX-V final approval of the transaction;
- Pay $500,000 in cash (paid) and $250,000 in shares (issued) by December 31, 2012; and
- Pay $1,000,000 in cash (reduced by $92,081 for 20% of geophysical survey costs paid) (amended) and issue $500,000 in shares ($500,000 divided by the greater of (A) the price per consideration share ("Share"), equal to 10% discount to the Share's moving average trading price for the 20 day period immediately preceding the date of issuance, and (B) $0.20) on or before December 31, 2013 (amended).

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

In addition, the Company is required to issue common share units equal to the expenses of a geophysical survey up to $600,000 at a deemed price of $0.20 per unit. During the year ended December 31, 2012, the Company issued 2,302,032 units with a fair value of $460,406 as geophysical survey expense. Each unit comprised one common share and one-half of a share purchase warrant; each whole warrant entitles the holder to acquire one common share for a period of two years following the closing date at a price of $0.35 in the first year and at a price of $0.60 in the second year.

On February 15, 2013, the parties of the option agreement further amended the First Amendment of the option agreement (the "Second Amendment") and later amended again on April 17, 2013 (the "Third Amendment"). Under the Third Amendment, in lieu of paying $1,000,000 in cash on or before December 31, 2013, the Company agreed to issue to the optionors the number of units (the "Conversion Units") equal to $1,000,000 less such amount equal to 20% of the cost incurred by the optionors for the geophysical survey, which is estimated to be $907,919, divided by $0.25 per Conversion Unit. Each Conversion Unit will consist of one common share and one half of one common share purchase warrant with each whole warrant entitling the holder to acquire one additional common share for a period of two years, at an exercise price of $0.35 per share in the first year and $0.60 per share in the second year. In addition, the Company agreed to issue the remaining common shares equal to $500,000 divided by the greater of $0.20 or a 10% discount to the 20 day moving average trading price of the Company for the 20 day period immediately preceding the date of issuance. The Company agreed to change the timing of the issuance of the Conversion Units and the remaining common shares from December 31, 2013 to within 10 business days of the receipt of approval from the TSX Venture Exchange for the Third Amendment.

On May 1, 2013, subject to a 3% NSR on the majority of the claims, the Company had acquired 100% ownership of the Hawk Ridge Ni-Cu-PGE Project in Northern Quebec from Anthem. 3,631,675 common shares and 1,815,838 warrants were issued to Anthem upon conversion of the cash payment; the Company also issued 2,500,000 common shares pursuant to the Third Amendment. These securities are subject to a hold period expiring on September 2, 2013.

The exploration expenditures incurred in Quebec of the Company are entitled to certain Quebec mining exploration tax credit. The Company has submitted the claim of the mining exploration tax credit of $624,294 for the exploration expenditures incurred from QT up to March 31, 2013.

On August 23, 2013, the Company acquired all of Sino Minerals Corp.'s 100% interest in 14 mining claims covering a total area of approximately 2,860 hectares located in the Province of Ontario and known as the Nairn Property (the "Nairn Property"), subject to a 2% net smelter returns royalty over six of the claims and third party freehold patent surface rights over eight of the claims. In consideration for the Nairn Property, the Company issued to Sino Minerals Corp. 2,000,000 common shares at a market price of $0.12 per share for a fair value of $240,000.

8. ACCOUNTS AND OTHER PAYABLES

The Company's accounts and other payables are as follows:

	September 30, 2013	December 31, 2012
Accounts payable	$ 274,065	$ 13,606
Amounts due to related parties (Note 10)	5,825	93,310
Accrued expenses to related parties (Note 10)	159,275	25,708
	$ 439,165	$ 132,624

(Expressed in Canadian Dollars)

8. ACCOUNTS AND OTHER PAYABLES (continued)

Accounts payable of the Company principally comprises amounts outstanding for trade purchases relating to exploration activities and accrued expenses for operating activities. The usual credit period taken for trade purchases is between 30 to 90 days. During the nine month period ended September 30, 2012, the Company entered into settlement agreements with various creditors to reduce part of the overdue accounts payable by $79,216.

9. SHARE CAPITAL

Authorized

The Company has authorized an unlimited number of common shares with no par value and an unlimited number of non-voting, non-participating, non-cumulative preferred shares without par value issuable in series.

Shares issued and outstanding

	Note	Number of Common Shares	$
Balance, January 1, 2012		4,260,790	385,471
Shares issued pursuant to private placements	i)	5,300,000	265,000
Share issuance costs paid in cash	i)	-	(27,079)
Shares issued to Anthem pursuant to the option agreement	iv)	3,552,032	710,406
Shares issued pursuant to concurrent financing upon QT	ii)&iii)	17,064,600	3,412,920
Shares issued as finder fee for QT	v)	100,000	20,000
Share issuance costs paid in cash	ii)	-	(95,217)
Agents warrants issued in connection with private placement	ii)	-	(15,262)
Finder's fees paid in cash pursuant to private placement	ii)	-	(58,398)
Shares issued for the debt settlement	vi)	1,072,983	214,597
Shares issued pursuant to exercise of options	vii)	320,000	54,871
Balance, September 30, 2012		31,670,405	4,867,309
Shares issued to Anthem pursuant to the option agreement	iv)	1,250,000	187,500
Balance, December 31, 2012		32,920,405	5,054,809
Share issued pursuant to private placement	viii)	8,000,000	1,440,000
Shares issued to Anthem pursuant to the option agreement	ix)	6,131,675	919,751
Flow-through private placements	x)	16,666,667	2,500,000
Agent's warrants issued	x)	-	(9,615)
Share issuance costs	x)	-	(177,866)
Shares issued to Sino Minerals Corp. pursuant to Nairn Property	xi)	2,000,000	240,000
Balance, September 30, 2013		65,718,747	9,967,079

Starting from January 1, 2012, the Company:

i) Completed a non-brokered private placement of 5,300,000 common shares at a price of $0.05 per share for gross proceeds of $265,000. The Company incurred share issuance costs of $27,079 in connection with the private placement.

9. SHARE CAPITAL (continued)

Shares issued and outstanding (continued)

ii) Completed a brokered financing of 2,504,600 flow-through units at a price of $0.22 per flow-through unit for gross proceeds of $551,012. Each flow-through unit is comprised of one flow-through common share and one-half of a share purchase warrant; each whole warrant entitles the holder to acquire one additional non-flow-through common share at a price of $0.35 in the first year and at a price of $0.60 in the second year. The Company paid a cash commission of $33,398 and a corporate finance fee of $25,000, incurred share issuance costs of $32,965 and issued 151,810 agent's warrants in connection with the brokered financing. Each agent's warrant is exercisable until August 2, 2014 to acquire one common share at a price of $0.22. The agent's warrants were valued at $15,262. Pursuant to the terms of the flow-through agreements, the Company is required to comply with the contractual obligations and the renouncement requirements of the Canadian Income Tax Act. As of December 31, 2012 all of the exploration expenditures related to the flow through shares had been incurred and the Company renounced the expenditures on February 12, 2013.

For the purposes of calculating the tax effect of any premium related to the issuance of flow-through shares, management reviewed the price per share in a recent non flow-through financing and compared it to the price used in this issuance and determined that there was a premium of $0.02 per flow-through unit.

iii) Completed a non-brokered financing of 14,560,000 units at a price of $0.20 per unit for gross proceeds of $2,912,000. Each unit is comprised of one common share and one-half of a share purchase warrant; each whole warrant entitles the holder to acquire one additional common share at a price of $0.35 until August 2, 2013 and at a price of $0.60 until August 2, 2014. The Company incurred share issuance costs of $62,252 in connection with the private placement.

iv) Issued 4,802,032 common shares pursuant to the option agreement to acquire the Hawk Ridge property with a fair value of $897,906.

v) Issued 100,000 common shares at $0.20 per share with a fair value of $20,000 as a finder's fee in connection with the QT.

vi) Issued 1,072,983 common shares at $0.20 per share to settle $88,924 of accounts payable, $17,434 of loans payable and $108,239 of loans from related parties.

vii) Issued 320,000 common shares at a price of $0.10 per share from the exercise of 320,000 stock options for gross proceeds of $32,000.

viii) Completed a non-brokered private placement of 8,000,000 units at a price of $0.25 per unit for gross proceeds of $2,000,000. Each unit consists of one common share and one half of a share purchase warrant; each whole warrant entitles the holder to acquire one additional common share at a price of $0.35 until March 28, 2014 and at a price of $0.60 until March 28, 2015. The subscriber to this private placement is a company with a common director.

9. SHARE CAPITAL (continued)

Shares issued and outstanding (continued)

ix) Issued 6,131,675 common shares and 1,815,838 share purchase warrants pursuant to the Amended option agreement to acquire the Hawk Ridge property with a fair value of $990,167.

x) Completed a non-brokered financing of 16,666,667 flow-through shares at a price of $0.30 per flow-through share for gross proceeds of $5,000,000.10. The Company incurred share issuance costs of $177,866 and issued 250,000 agent's warrants in connection with the financing. Each agent's warrant is exercisable until May 30, 2015 to acquire one common share at a price of $0.35. The agent's warrants were valued at $9,615. Pursuant to the terms of the flow-through agreements, the Company is required to comply with the contractual obligations and the renouncement requirements of the Canadian Income Tax Act.

For the purposes of calculating the tax effect of any premium related to the issuance of flow-through shares, management reviewed the price per share in a recent non flow-through financing and compared it to the price used in this issuance and determined that there was a premium of $0.15 per flow-through share.

xi) Issued 2,000,000 common shares to acquire Nairn Property with a fair value of $240,000.

Escrow shares

21,536,726 common shares issued prior to the completion of the Qualifying Transaction are subject to escrow. Pursuant to TSX-V Policy 2.4, 10% of the escrowed common shares will be released from escrow on the listing date and 15% will be released every six months thereafter over a period of thirty six months. As at September 30, 2013, 12,906,035(December 31, 2012 – 19,363,053) common shares remained in escrow.

Basic and diluted earnings/loss per share

The calculation of basic and diluted loss per share for the nine month period ended September 30, 2013 was based on net loss of $587,722 (September 30, 2012 – net loss of $338,273), attributable to common shareholders and a weighted average number of common shares outstanding of 49,633,523 (September 30, 2012 – 21,222,677).

At September 30, 2013, 2,233,250 stock options (December 31, 2012 – 2,233,250), 15,499,154 warrants (December 31, 2012 – 9,683,316), and 401,810 agent's warrants (December 31, 2012 – 151,810) were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.

Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. The exercise price of each option shall not be less than the market price of the Company's stock at the date of grant. The options can be granted for a maximum term of 5 years and vest as determined by the board of directors.

(Expressed in Canadian Dollars)

9. SHARE CAPITAL (continued)

Stock options (continued)

On August 27, 2012, the Company granted an aggregate of 2,700,000 stock options to its directors, officers, and consultants pursuant to its stock option plan. Each stock option is exercisable for a period of 5 years at a price of $0.20 per common share. According to the options agreements, 155,000 of the options granted to the CEO require one year of service before vesting. 2,163,250 of the options vested immediately on the date of grant, and the remaining 381,750 options shall vest only if the optionee exercises all of his or her vested options on or before December 31, 2012. On January 1, 2013, the remaining options were not vested and immediately expired and were cancelled. As a result, 100,000 stock options were cancelled by the Company during the nine months ended December 31, 2012, and 366,750 stock options were not vested and expired on December 31, 2012.

On August 31, 2012, 320,000 options granted on September 5, 2007 were exercised at $0.10 per share. The remaining 100,000 options which were granted on September 5, 2007 expired on September 4, 2012.

On April 15, 2013, the Company granted 200,000 stock options to a consultant of the Company. Each stock option is exercisable for a period of 90 days at a price of $0.20 per common share. The 200,000 stock options expired as at July 15, 2013

On August 2, 2013, the 155,000 options granted to the CEO of the Company on August 27, 2013 were vested as above mentioned one year of service requirement was met.

Stock option transactions are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance, outstanding and exercisable at January 1, 2012 and June 30, 2012	420,000	$	0.10
Options granted	2,700,000		0.20
Exercised	(320,000)		0.10
Cancelled	(100,000)		0.20
Expired	(466,750)		0.18
Balance, December 31, 2012	2,233,250		0.20
Option granted	200,000		0.20
Expired	(200,000)		
Balance, September 30, 2013	2,233,250	$	0.20
Balance, Outstanding and Exercisable at December 31, 2012	2,078,250		0.20
Balance, Outstanding and Exercisable at September 30, 2013	2,233,250	$	0.20

(Expressed in Canadian Dollars)

9. SHARE CAPITAL (continued)

Stock options (continued)

The following options to acquire common shares were outstanding at September 30, 2013.

Number of Shares	Exercise Price	Expiry Date
2,233,250	$ 0.20	August 28, 2017

For the nine months ended September 30, 2013, the Company expensed $1,199 for the stock options granted during the period as share-based payments. The stock option were value using the Black-Scholes option pricing model based on the following assumptions: a risk-free interest rate of 0.96%, an expected life of 90 days, volatility of 100 %, a dividend rate of 0% and a market price of the shares at grant date of $0.12.

For the nine months ended September, 2012, the Company expensed $142,889 for the stock options granted during the period as share-based payments. The stock option were valued using the Black-Scholes option pricing model based on the following assumptions: a risk-free interest rate of 1.23%, an expected life of 3 years, annualized volatility of 100%, a dividend rate of 0% and a market price of the shares at grant date of $0.12.

Warrants

The Company uses the residual value approach when allocating the fair value of the share purchase warrants issued in conjunction with the offering of units through a private placement. The Company determines the fair value of the common share and the residual value is allocated to the share purchase warrant for unit offerings that contain a common share and a share purchase warrant. Agents' warrants and warrants issued in relation to the option agreement are measured at fair value on the date of the grant as determined using a Black-Scholes option pricing model.

The fair value of 151,810 agent warrants issued in connection with the private placement was $15,262. The Company used the Black-Scholes option pricing model based on the following assumptions: a risk-free interest rate of 1.08%, an expected life of 2 years, annualized volatility of 100%, a dividend rate of 0%, and a market price of the shares at grant date of $0.20. The fair value of the agent warrants issued was $0.10.

The value of 4,000,000 warrants issued in connection with the non-brokered private placement of 8,000,000 units on March 28, 2013 is $560,000.

The fair value of 1,815,838 warrants issued in connection with the amended option agreement was $70,416. The Company used the Black-Scholes option pricing model based on the following assumptions: a risk-free interest rate of 1.02%, an expected life of 2 years, annualized volatility of 100%, a dividend rate of 0%, and a market price of the shares at grant date of $0.15. The fair value of the agent warrants issued was $0.04.

The fair value of 250,000 agent warrants issued in connection with the private placement was $9,615. The Company used the Black-Scholes option pricing model based on the following assumptions: a risk-free interest rate of 1.02%, an expected life of 2 years, annualized volatility of 100%, a dividend rate of 0%, and a market price of the shares at grant date of $0.15. The fair value of the agent warrants issued was $0.04.

(Expressed in Canadian Dollars)

9. SHARE CAPITAL (continued)

Warrants (continued)

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 1, 2012	-	$ -
Warrants issued	9,683,316	0.48
Agent's warrants issued	151,810	0.22
Balance, September 30, 2012 and December 31, 2012	9,835,126	0.48
Warrants issued	4,000,000	0.48
Warrants issued	1,815,838	0.48
Agent's warrants issued	250,000	0.35
Balance, September 30, 2013	15,900,964	0.48
Exercisable at September 30, 2013	15,900,964	$ 0.48

As at September 30, 2013 the following warrants were outstanding:

	Number of Warrants	Exercise Price		Expiry Date
Warrants	9,683,316	$ 0.35	for 1st year	August 2, 2014
		0.60	for 2nd year	
Agent's warrants	151,810	$ 0.22		August 2, 2014
Warrants	4,000,000	$ 0.35	for 1st year	March 28, 2015
		0.60	for 2nd year	
Warrants	1,815,838	$ 0.35	for 1st year	May 1, 2015
		0.60	for 2nd year	
Agent's warrants	250,000	$ 0.35		May 30, 2015
	15,900,964			

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS

The Company entered into the following related party transactions for the nine months ended September 30, 2013:

a) Incurred geological and corporate consulting fees of $130,000 (September 30, 2012 - $38,000) from a company owned by the CEO of the Company. As at September 30, 2013, included in accounts and other payables is $16,500 (December 31, 2012 - $nil) due to the company owned by the CEO.

b) Incurred consulting fees of $14,930 (September 30, 2012 - $12,550) from a company controlled by the former CFO of the Company for corporate consulting services provided.

c) Incurred consulting fees of $22,500 (September 30, 2012 - $5,000) from a company controlled by a director of the Company for corporate consulting services provided.

d) Incurred consulting fees of $34,875 (September 30, 2012 - $nil) from a company controlled by the former CFO of the Company for services provided in connection with the financing, marketing and investor relations.

e) Incurred corporate consulting fees of $6,200 (September 30, 2012 - $nil) from a company owned by a director of the Company.

f) Incurred geological and corporate consulting fees of $89,600 (September 30, 2012 - $8,500) from a company with two directors in common. As at September 30, 2013, included in accounts and other payables is $89,600 (December 31, 2012 - $9,250) due to the company with two directors in common.

g) Incurred corporate consulting fees of $15,425 (September 30, 2012 - $5,000) from a company with two directors in common. As at September 30, 2013, included in accounts and other payables is $15,425 (December 31, 2012 - $nil) due to the company with two directors in common.

h) Incurred interest expense of $4,866 (September 30, 2012 - $5,865) on a loan from a company controlled by directors of the Company. The principal of the loan was $300,000 pursuant to a loan agreement entered on February 8, 2013. The loan was unsecured, accrued interest at 8% per annum and was fully repaid in May 2013.

i) As at September 30, 2013, included in account and other payables is $nil (December 31, 2012 - $102,560) owing to companies controlled by related parties for services rendered. These amounts are unsecured, non-interest bearing, and have no specific terms of repayment.

j) As at September 30, 2013, included in accounts and other payables is $37,750 (December 31, 2012 - $16,458) due to directors for unpaid 2013 directors fees. These amounts are unsecured, non-interest bearing, and have no specific terms of repayment.

Key management includes directors (executive and non-executive) and senior officers of the Company. The compensation paid or payable to key management personnel during the nine month period ended September 30, 2013 and 2012 is as follows:

	Nine Months Ended September 30, 2013	Nine Months Ended September 30,2012
Short-term benefits	$ 336,905	$ 75,500
Share-based payments	-	$101,081
	$ 336,905	$ 176,581

(Expressed in Canadian Dollars)

11. SUPPLEMENTAL CASH FLOW INFORMATION

	Nine Months Ended September 30, 2013	Nine Months Ended September 30,2012
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ 4,866	$ 5,865

Significant non-cash investing and financing transactions during the nine month period ended September 30, 2013 included:

(a) The Company issued 6,131,675 common shares and 1,815,838 share purchase warrants with a total value of $990,167 pursuant to the amended option agreement to acquire the Hawk Ridge property.

(b) The Company issued 250,000 agent’s warrant with a fair value of $9,615 as financing fees for the flow-through private placements in May 2013.

(c) The Company issued 2,000,000 common shares with a fair value of $240,000 to acquire Nairn Property.

Significant non-cash investing and financing transactions during the nine month period ended September 30, 2012 included:

(a) The Company issued 3,552,032 common shares with a total value of $710,406 pursuant to the option agreement to acquire the Hawk Ridge property.

(b) The Company issued 100,000 common shares with a fair value of $20,000 as a finder’s fee in connection with the Qualifying Transaction.

(c) The Company issued 1,072,983 common shares at $0.20 per share to settle $88,924 of accounts payable, $17,434 of loans payable and $108,239 of loans from related parties.

(d) The Company issued 151,810 agent’s warrants with a fair value of $15,262 as financing fees for a brokered private placement.

12. CAPITAL MANAGEMENT

The Company’s objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of shareholders’ equity in the definition of capital.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, and acquire or dispose of assets. The Board of Directors does not establish quantitative return on capital criteria for management.

There were no changes in the Company's approach to capital management from the prior year. The Company is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

13. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash and cash equivalents, account and other receivables, account and other payables, loans payable and loan from related parties. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The fair value of these financial instruments approximates their carrying value due to their short terms of maturity.

The following table summarizes the carrying values of the Company's financial instruments:

		September 30, 2013	December 31, 2012
FVTPL	(i)	$ 1,991,975	$ 126,345
Loans and receivables	(ii)	15,177	519
Other financial liabilities	(iii)	$ 439,165	$ 132,624

(i) Cash and cash equivalents, restricted cash
(ii) Other receivables
(iii) Accounts and other payables

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

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 (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total September 30, 2013
Cash and cash equivalents	$ 1,963,225	$ -	$ -	$ 1,963,225
Restricted cash	$ 28,750	$ -	$ -	$ 28,750

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and cash equivalents. The credit risk with respect to its cash and cash equivalents is minimal as they are held with high-credit quality financial institutions. Management does not expect these counterparties to fail to meet their obligations.

13. FINANCIAL INSTRUMENTS (continued)

Financial risk management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. As at September 30, 2013, the Company had a working capital of $388,817. All of the Company's financial liabilities are classified as current.

At present, the Company's operations do not generate cash flow. The Company's primary source of funding has been the issuance of equity securities through private placements and the exercise of stock options and warrants. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

Significant commitments in years subsequent to September 30, 2013 are as follows:

	< 1 year	1 – 3 years	Total
Accounts and other payables	$ 439,165	$ -	$ 439,165

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents maintained at the financial institutions may fluctuate over time, however the interest rate risks are not considered significant due to their short-term nature.