



NICKEL NORTH EXPLORATION CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(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.
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2014 AND DECEMBER 31, 2013
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Note	September 30, 2014	December 31, 2013
(Audited)			
ASSETS			
Current assets			
Cash and cash equivalents	4	\$ 1,183,473	\$ 1,124,184
Sales tax recoverable and other receivables		265,275	1,266,588
Prepaid expenses and deposits		12,967	16,431
Restricted cash	5	28,750	28,750
Total current assets		1,490,465	2,435,953
Non-current assets			
Equipment	6	3,401	3,483
Exploration and evaluation assets	7	10,736,637	8,791,475
Total assets		\$ 12,230,503	\$ 11,230,911
LIABILITIES AND EQUITY			
Current liabilities			
Accounts and other payables	8	\$ 760,986	\$ 204,451
Convertible debenture		931,783	-
Flow-through share premium liability	9	-	332,537
Total current liabilities		1,692,769	536,988
Deferred income tax liabilities		630,315	630,315
Total liabilities		2,323,084	1,167,303
Equity			
Share capital	9	9,967,079	9,967,079
Equity component of convertible debenture	10	63,967	-
Contributed surplus	9	736,112	736,112
Deficit		(859,739)	(639,583)
Total equity		9,907,419	10,063,608
Total liabilities and equity		\$ 12,230,503	\$ 11,230,911

Going Concern (Note 2)

The financial statements were authorized for issue by the board of directors on November 28, 2014 and were signed on its behalf by:

“Jingbin Wang”

“Richard Barclay”

Director

Director

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

NICKEL NORTH EXPLORATION CORP.
CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME (LOSS)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Note	Three Months Ended		Nine Months Ended	
		September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
EXPENSES					
Accounting and audit		\$ -	\$ -	\$ 29,500	\$ 35,000
Bank charges and interest		397	469	902	5,727
Consulting fees	11	39,823	46,175	260,307	267,894
Depreciation		585	417	1,755	1,190
Legal		10,825	290	28,898	51,315
Media and conference		2,280	1,831	4,543	6,461
Office administration and miscellaneous		19,594	21,789	64,620	63,867
Transfer agent and filing fees		9,693	9,260	22,048	38,647
Share-based payments		-	-	-	1,199
Travel and promotion		1,913	2,170	63,401	92,347
Wages and benefits		27,263	32,258	87,103	97,701
		(112,373)	(114,659)	(563,077)	(661,348)
OTHER ITEMS					
Interest and other income		6,184	19,869	10,384	23,534
Settlement of flow-through premium liability	9	165,159	-	332,537	50,092
		171,343	19,869	342,921	73,626
Net and comprehensive income (loss) for the period		\$ 58,970	\$ (94,790)	\$ (220,156)	\$ (587,722)
Basic and diluted income (loss) per common share	9	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ (0.01)
Weighted average number of common shares outstanding		65,718,747	64,544,834	65,718,747	49,633,523

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

NICKEL NORTH EXPLORATION CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Equity Component of Convertible Debenture	Contributed Surplus	Deficit	Total
Balance, January 1, 2013	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 for exploration and evaluation assets	8,131,675	1,159,751	-	-	-	1,159,751
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	-	736,112	(2,043,355)	8,659,836
Comprehensive income for the period	-	-	-	-	1,403,772	1,403,772
Balance, December 31, 2013	65,718,747	9,967,079	-	736,112	(639,583)	10,063,608
Comprehensive loss for the period	-	-	-	-	(220,156)	(220,156)
Equity component of convertible debenture	-	-	63,967	-	-	63,967
Balance, September 30, 2014	65,718,747	\$ 9,967,079	\$ 63,967	\$ 736,112	\$ (859,739)	\$ 9,907,419

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

NICKEL NORTH EXPLORATION CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Nine Months Ended	
	September 30, 2014	September 30, 2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (220,156)	\$ (587,722)
Items not affecting cash:		
Depreciation	1,755	1,190
Share based payments	-	1,199
Accrued interests on convertible debenture	6,000	-
Settlement of flow-through premium liability	(332,537)	(50,092)
Changes in non-cash working capital items:		
Sales tax and other receivables	1,001,313	(1,058,583)
Prepaid expenses and deposits	3,464	(343)
Account and other payables	(85,647)	306,541
Net cash received (used) in operating activities	374,192	(1,387,810)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets	(1,302,980)	(3,566,119)
Purchase of equipment	(1,673)	(2,575)
Net cash used in investing activities	(1,304,653)	(3,568,694)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from convertible debenture	1,000,000	300,000
Transaction cost to convertible debenture	(10,250)	-
Repayment of related party loan	-	(300,000)
Proceeds from shares issued for cash	-	7,000,000
Share issuance costs	-	(177,866)
Net cash provided by financing activities	989,750	6,822,134
Change in cash and cash equivalents during the period	59,289	1,865,630
Cash and cash equivalents, beginning of the period	1,124,184	97,595
Cash and cash equivalents, end of the period	\$ 1,183,473	\$ 1,963,225

Supplemental cash flow information (Note 12)

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

NICKEL NORTH EXPLORATION CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

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.

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

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 completed set of annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2013, 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.

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, 2014, the Company had incurred a net loss of \$220,156 and at September 30, 2014, an accumulated deficit of \$859,739. 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.

NICKEL NORTH EXPLORATION CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
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2. BACKGROUND AND BASIS OF PREPARATION (continued)

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, 2013 were consistently applied to all the periods presented unless otherwise noted below.

NICKEL NORTH EXPLORATION CORP.
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent accounting pronouncements

The mandatory adoption of the following new and revised accounting standards and interpretations on January 1, 2014 had no significant impact on the Company's financial statements for the periods presented.

IAS 36 *Impairment of Assets* - In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal.

IFRIC 21 *Levies* - In May 2013, the IASB issued IFRIC 21, Levies ("IFRIC 21"), an interpretation of IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

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 on or 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, other 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 1, 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 financial statements or whether to early adopt any of the new requirements.

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4. CASH AND CASH EQUIVALENTS

	September 30, 2014	December 31, 2013
Cash	\$ 183,473	\$ 324,184
Guaranteed investment certificates	1,000,000	800,000
	\$ 1,183,473	\$ 1,124,184

The Company's guaranteed investment certificate of \$1,000,000 bears interest rate at the prime rate minus 1.80% per annum and matures on September 1, 2015.

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 term deposit of \$28,750 earning annual interest at the prime rate minus 1.90% per annum. As at September 30, 2014, the credit cards had a credit balance of \$4,606 (December 31, 2013 – credit balance of \$298) in total.

6. EQUIPMENT

	Office Equipment
Cost	
Balance as at January 1, 2013	\$ 2,773
Addition for the period	2,576
Balance as at September 30, 2013	5,349
Addition for the period	-
Balance as at December 31, 2013	5,349
Addition for the period	1,673
Balance as at September 30, 2014	7,022
Accumulated depreciation	
Balance as at January 1, 2013	230
Depreciation for the period	1,190
Balance as at September 30, 2013	1,420
Depreciation for the period	446
Balance as at December 31, 2013	1,866
Depreciation for the period	1,755
Balance as at September 30, 2014	3,621
Net book value as at December 31, 2013	\$ 3,483
Net book value as at September 30, 2014	\$ 3,401

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7. EXPLORATION AND EVALUATION ASSETS

	January 1, 2013	Additions	December 31, 2013	Additions	September 30, 2014
Hawk Ridge Property, Quebec					
Acquisition costs					
Option payment	\$ 1,897,906	\$ 919,751	\$ 2,817,657	\$ -	\$ 2,817,657
Other property costs	30,050	65,645	95,695	10,358	106,053
	1,927,956	985,396	2,913,352	10,358	2,923,710
Exploration costs					
Accommodation/camp	93,439	315,865	409,304	194,625	603,929
Assays	84,076	419,203	503,279	24,376	527,655
Drilling	302,585	1,203,210	1,505,795	309,548	1,815,343
Field supplies	121,147	616,130	737,277	92,079	829,356
Geological consulting	349,497	1,012,861	1,362,358	864,714	2,227,072
Miscellaneous	40,224	61,824	102,048	42,751	144,799
Transportation	361,524	987,180	1,348,704	373,916	1,722,620
Travel	56,464	167,178	223,642	131,898	355,540
	1,408,956	4,783,451	6,192,407	2,033,907	8,226,314
Exploration prepayment	204,309	(134,299)	70,010	4,990	75,000
Mining exploration tax credits	-	(624,294)	(624,294)	(108,365)	(732,659)
Balance, end of period	3,541,221	5,010,254	8,551,475	1,940,890	10,492,365
Nairn Property, Ontario					
Acquisition costs	-	240,000	240,000	2,182	242,182
Exploration costs					
Geological consulting	-	-	-	650	650
Miscellaneous	-	-	-	1,440	1,440
	-	-	-	2,090	2,090
Balance, end of period	-	240,000	240,000	4,272	244,272
Total balance, end of period	\$ 3,541,221	\$ 5,250,254	\$ 8,791,475	\$1,945,162	\$ 10,736,637

Hawk Ridge Property:

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”), on February 15, 2013 (the “Second Amendment”), and on April 17, 2013 (the “Third Amendment”) whereby the Optionors granted the Company an option to acquire a 100% interest in the Hawk Ridge Ni-Cu-PGE Project in Northern Quebec (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 common shares (issued) within five business day of TSX-V final approval of the transaction;
- Pay \$500,000 in cash (paid) and \$250,000 in common shares (issued) by December 31, 2012; and
- Pay \$1,000,000 in cash (reduced by \$92,081 for 20% of geophysical survey costs paid by the Company) and issue \$500,000 in common 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 (issued).

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7. EXPLORATION AND EVALUATION ASSETS (continued)

During the year ended December 31, 2013, under the Third Amendment, in lieu of paying \$1,000,000 in cash on or before December 31, 2013, the Company issued to the Optionors 3,631,675 units (the “Conversion Units”) equal to \$907,919 (\$1,000,000 less \$92,081 for the geophysical survey costs) divided by \$0.25 per Conversion Unit. Each Conversion Unit consists 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 issued 2,500,000 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.

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.

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.

On May 1, 2013, the Company has fulfilled all option payments and acquired 100% ownership of the Hawk Ridge Property.

The exploration expenditures incurred on the property in Quebec are entitled to certain Quebec mining exploration tax credits. During the year ended December 31, 2013, the Company has submitted a claim for the mining exploration tax credit of \$624,294 for the eligible exploration expenditures incurred for the period from the completion of QT to March 31, 2013. During the nine months ended September 30, 2014, the Company has submitted a claim for the mining exploration tax credit of \$108,365 for the eligible exploration expenditures incurred for the period from April 1, 2013 to December 31, 2013.

Nairn Property:

On August 23, 2013, pursuant to a property purchase agreement with Sino Minerals Corp. (“Sino Minerals”) entered into on June 27, 2013, the Company acquired all of Sino Mineral’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 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, 2014	December 31, 2013
Accounts payable	\$ 699,545	\$ 48,303
Amounts due to related parties (Note 11)	16,483	17,325
Accrued expenses to related parties (Note 11)	45,064	129,257
Other payable	(106)	9,566
	\$ 760,986	\$ 204,451

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.

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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, 2013		32,920,405	5,054,809
Shares issued pursuant to non-flow-through private placements	i)	8,000,000	1,440,000
Shares issued to Anthem pursuant to the option agreement	ii)	6,131,675	919,751
Shares issued pursuant to flow-through private placements	iii)	16,666,667	2,500,000
Share issuance costs paid in cash	iii)	-	(177,866)
Agents warrants issued	iii)	-	(9,615)
Shares issued to Sino Minerals to purchase Nairn Property	iv)	2,000,000	240,000
Balance, September 30, December 31, 2013 and September 30, 2014		65,718,747	9,967,079

Starting from January 1, 2013, the Company:

- i) 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.
- ii) Issued 6,131,675 common shares pursuant to the Third Amendment to acquire the Hawk Ridge Property with a fair value of \$919,751.
- iii) Completed a 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. 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. On February 12, 2014, the Company renounced \$5,000,000 exploration expenditures. The Company has spent entire \$5,000,000 on qualifying exploration expenditures.

For the purposes of calculating the tax effect of any premium related to the issuance of flow-through shares, management reviewed the quoted market price per non-flow-through share on the issuance date and compared it to the price used in this issuance and determined that there was a premium of \$0.15 per flow-through share. As at September 30, 2014, the Company recognized \$nil (December 31, 2013 - \$332,537) as premium on the flow-through share liability. During the nine month period ended September 30, 2014, the Company recognized \$332,537 (September 30, 2013 - \$50,092) as other income for the tax deduction passed on to the flow-through shareholders under the renouncement filed.

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

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9. SHARE CAPITAL (continued)

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, 2014, 6,453,017 (December 31, 2013 – 12,906,035) 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, 2014 was based on net loss of \$220,156 (September 30, 2013 – net loss of \$587,722), attributable to common shareholders and a weighted average number of common shares outstanding of 65,718,747 (September 30, 2013 – 49,633,523).

At September 30, 2014, 1,852,875 stock options (December 31, 2013 – 2,214,125), 6,065,838 warrants (December 31, 2013 – 15,749,154), and nil agent's warrants (December 31, 2013 – 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.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, outstanding and exercisable at January 1, 2013	2,233,250	\$ 0.20
Options granted	200,000	0.20
Expired	(200,000)	0.20
Balance, outstanding and exercisable at September 30, 2013	2,233,250	0.20
Cancelled	(19,125)	0.20
Balance, outstanding and exercisable at December 31, 2013	2,214,125	0.20
Cancelled	(361,250)	0.20
Balance, outstanding and exercisable at September 30, 2014	1,852,875	\$ 0.20

The following options to acquire common shares were outstanding at September 30, 2014.

Number of Shares	Exercise Price	Expiry Date
1,852,875	\$ 0.20	August 28, 2017

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9. SHARE CAPITAL (continued)

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 are measured at fair value on the date of the grant as determined using a Black-Scholes option pricing model.

Starting from January 1, 2013:

The fair value of 4,000,000 warrants issued in connection with the non-brokered private placement of 8,000,000 units on March 28, 2013 was \$560,000 based on the residual value approach.

The fair value of 250,000 agent warrants issued in connection with the private placement of 16,666,667 units in May 2013 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.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, Outstanding and Exercisable at January 1, 2013	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, Outstanding and Exercisable at September 30, 2013 and December 31, 2013	15,900,964	0.47
Warrants expired	(9,835,126)	0.48
Balance, Outstanding and Exercisable at September 30, 2014	6,065,838	\$ 0.47

As at September 30, 2014 the following warrants were outstanding:

	Number of Warrants	Exercise Price	Expiry Date
Warrants	4,000,000	\$ 0.35 for 1 st year 0.60 for 2 nd year	March 28, 2015
Warrants	1,815,838	\$ 0.35 for 1 st year 0.60 for 2 nd year	May 1, 2015
Agent's warrants	250,000	\$ 0.35	May 30, 2015
	6,065,838		

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10. CONVERTIBLE DEBENTURE

On September 9, 2014, the Company entered into an unsecured convertible debenture agreement (the “Convertible Debenture”) in the principal amount of \$1,000,000 (\$989,750 net of transaction costs) with Sinotech (Hong Kong) Corporation Limited (“Sinotech”), a company with two directors in common. The Convertible Debenture will mature twelve months after the issuance (the “Maturity Date”) and bears interest at 8% per annum payable on the Maturity Date. At the option the Company and any time after March 9, 2015, the Company may convert all or any part of the principal amount outstanding under the Convertible Debenture into common shares in the capital of the Company at a conversion price of \$0.10 per share and any accrued but unpaid interest thereon at the greater of \$0.10 per share and the market price at the time of conversion. The proceeds of the Convertible Debenture were used by the Company for the exploration program on the Company’s Hawk Ridge Project.

Upon initial recognition, the Company allocated the proceeds of \$1,000,000, net of cash transaction costs of \$10,250, between the liability and equity components. The Company allocated \$925,783 to Convertible Debenture and \$63,967 to equity. For the nine months ended September 30, 2014, \$6,000 interest was accrued for the Convertible Debenture.

11. RELATED PARTY TRANSACTIONS

The Company entered into the following related party transactions for the nine months ended September 30, 2014:

- a) Incurred corporate consulting fees of \$32,121 (September 30, 2013 - \$56,064) from a company owned by the former CEO of the Company. Incurred \$100,000 termination payment to the former CEO of the Company for the contractual obligation.
- b) Incurred corporate consulting fees of \$32,500 (September 30, 2013 - \$nil) from a company owned by the CEO of the Company.
- c) Incurred consulting fees of \$nil (September 30, 2013 - \$14,930) from a company controlled by the former CFO of the Company for corporate consulting services provided.
- d) Incurred consulting fees of \$18,750 (September 30, 2013 - \$22,500) from a company controlled by a director of the Company for corporate consulting services provided.
- e) Incurred consulting fees of \$nil (September 30, 2013 - \$34,875) from a company controlled by the former CFO of the Company for services provided in connection with the financing, marketing and investor relations.
- f) Incurred corporate consulting fees of \$nil (September 30, 2013 - \$6,200) from a company owned by a former director of the Company.
- g) Incurred corporate consulting fees of \$22,500 (September 30, 2013 - \$27,925) from a company with two directors in common.
- h) Incurred interest expense of \$nil (September 30, 2013 - \$4,866) 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) Incurred director fees of \$53,488 (September 30, 2013 - \$75,667) to the directors of the Company.
- j) Incurred \$144,076 (September 30, 2013 - \$149,536) geological consulting fees for exploration expenditures to companies controlled by directors and by the former CEO of the Company.
- k) Incurred Office and Administration fees of \$13,500 (September 30, 2013 - \$nil) and corporate consulting fees of \$948 (September 30, 2013- \$nil) from a company with the CEO and 3 directors in common.

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11. RELATED PARTY TRANSACTIONS (continued)

- l) As at September 30, 2014, included in accounts and other payables is \$61,547 (December 31, 2013 - \$146,582) due to directors, officers and companies controlled by directors and officers for services rendered. 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 periods ended September 30, 2014 and 2013 is as follows:

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Short-term benefits	\$ 396,099	\$ 336,905

12. SUPPLEMENTAL CASH FLOW INFORMATION

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ 4,866

There were no significant non-cash investing or financing transactions for the nine month period ended September 30, 2014.

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

- The Company issued 6,131,675 common shares with a fair value of \$919,751 pursuant to the Third Amendment to acquire the Hawk Ridge Property.
- 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.
- The Company issued 2,000,000 common shares with a fair value of \$240,000 to acquire Nairn Property.

13. 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.

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14. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash and cash equivalents, restricted cash, account and other payables, and convertible debenture. 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, 2014	December 31, 2013
FVTPL	(i)	\$ 1,212,223	\$ 1,152,934
Other financial liabilities	(ii)	\$ 1,692,769	\$ 204,451

(i) Cash and cash equivalents, restricted cash

(ii) Accounts and other payables, convertible debenture

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, 2014
Cash and cash equivalents	\$ 1,183,473	\$ -	\$ -	\$ 1,183,473
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.

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14. 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, 2014, the Company had a working capital deficit of \$202,304. 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, 2014 are as follows:

	< 1 year	1 – 3 years	Total
Accounts and other payables	\$ 760,986	\$ -	\$ 760,986
Convertible debenture	\$ 931,783	\$ -	\$ 931,783

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. The interest rate risks on cash and cash equivalents are not considered significant due to their short-term nature.