CMX GOLD & SILVER CORP.
UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2013 and 2012

Notice to reader

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim consolidated financial statements for the period ended September 30, 2013. These financial statements and the notes thereto have been prepared by the Company's management in accordance with International Financial Reporting Standards using management's best judgments, consistent with prior periods, and should be read in conjunction with the audited financial statements for the year ended December 31, 2012.

CMX GOLD & SILVER CORP.
INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at		September 30, 2013 (Unaudited)		December 31, 2012 (Audited)
ASSETS				
Current				
Cash and cash equivalents	$	2,965	$	2,857
Trade and other receivables		266		6,026
Prepaid		174		--
		3,405		8,883
Exploration and evaluation assets (note 5)		516,515		516,515
	$	519,920	$	525,398
LIABILITIES				
Current				
Trade and other payables	$	315,476	$	593,745
Due to related parties (note 7)		--		147,424
Dividends payable (note 8)		131,373		143,560
		446,849		884,729
Long-term debt (note 6)		336,593		--
Due to related parties (note 7)		307,313		45,392
		1,090,755		930,121
SHAREHOLDERS' DEFICIENCY				
Share capital (note 9)		3,064,723		3,311,723
Warrants (note 11)		363,853		363,853
Deficit		(3,999,411)		(4,080,299)
		(570,835)		(404,723)
	$	519,920	$	525,398

Going concern (note 1)
Subsequent events (note 17)

Approved on behalf of the board

Bruce Murray (*"Signed"*)

Jan Alston (*"Signed"*)

The accompanying notes are an integral part of these financial statements

CMX GOLD & SILVER CORP.
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
Unaudited – Prepared by Management

	Three months ended September 30		Nine months ended September 30	
	2013	2012	2013	2012
Expenses				
Exploration and evaluation expenditures (note 5)	$ (247,000)	$ 22,709	$ (242,398)	$ 27,562
Dividends write-off	(12,187)	--	(12,187)	--
Recovery of prior period expenditures	(9,500)	--	(9,500)	--
Management fees (note 7)	14,275	39,176	75,525	136,388
General and administrative	4,290	7,843	15,079	19,583
Filing and agent fees	462	576	10,468	5,792
Professional fees	330	--	4,049	15,246
Loss (gain) on foreign exchange	--	(550)	103	(550)
Shareholder reporting	--	67	65	67
	(249,330)	69,821	(158,796)	204,088
Income (loss) before financing expenses	249,330	(69,821)	158,796	(204,088)
Financing expenses				
Interest and bank charges	(6,608)	(1,861)	(19,232)	(8,687)
Prospectus costs	--	(75,223)	(58,676)	(75,223)
Net income (loss), being comprehensive loss	$ 242,722	$ (146,905)	$ 80,888	$ (287,998)
Basic and diluted net income (loss) per share	$ 0.011	$ (0.006)	$ 0.004	$ (0.012)
Weighted average number of shares outstanding – basic	22,787,274	23,352,274	22,787,274	23,352,274

The accompanying notes are an integral part of these financial statements

CMX GOLD & SILVER CORP.
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Unaudited – Prepared by Management

	Issued share capital				
	#	$	Warrants	Deficit	Total
Balance, December 31, 2011	23,352,274	$ 3,152,319	$ 270,506	$ (3,277,412)	$ 145,413
Loss for the period	--	--	--	(141,093)	(141,093)
Balance, September 30, 2012	23,352,274	3,152,319	270,506	(3,418,505)	4,320
Balance December 31, 2012	25,287,274	3,311,723	363,853	(4,080,299)	(404,723)
Shares returned to treasury	(2,500,000)	(247,000)	--	--	(247,000)
Income for the period	--	--	--	80,888	80,888
Balance September 30, 2013	22,787,274	$ 3,064,723	$ 363,853	$ (3,995,411)	$ (570,835)

The accompanying notes are an integral part of these financial statements

CMX GOLD & SILVER CORP.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
Unaudited – Prepared by Management

	Three months ended September 30		Nine months ended September 30	
	2013	2012	2013	2012
Cash flow from operating activities				
Net income (loss)	$ 242,722	$ (146,905)	$ 80,888	$ (287,998)
Items not involving cash				
Shares returned to treasury	(247,000)	--	(247,000)	--
Management fees	14,275	39,176	75,525	136,388
Dividends write-off	(12,187)	--	(12,187)	--
Recovery of prior period expenditures	(9,500)	--	(9,500)	--
	(11,690)	(107,729)	(112,274)	(151,610)
Change in non-cash working capital items (note 12)	10,514	81,264	73,410	103,348
	(1,176)	(26,465)	(38,864)	(48,262)
Cash flows from financing activities				
Due to related parties	1,504	27,977	38,972	52,333
Net change in cash and cash equivalents	328	1,512	108	4,071
Cash and cash equivalents, beginning of period	2,637	5,469	2,857	2,910
Cash and cash equivalents, end of period	$ 2,965	$ 6,981	$ 2,965	$ 6,981

The accompanying notes are an integral part of these financial statements

CMX Gold & Silver Corp. (the "Company" or "CMX") was incorporated on July 30, 1986 and changed its name from Encee Group Ltd. to Liard Resources Ltd. on August 6, 1996. The Company changed its name to CMX Gold & Silver Corp. on February 11, 2011. The Company is designated as a "reporting issuer" pursuant to the Alberta, British Columbia, Ontario, and Saskatchewan Securities Acts and Regulations. The Company is an exploration stage company engaged in the acquisition, exploration and development of silver and copper/gold properties in the United States. The registered office of the Company is as follows:

CMX Gold & Silver Corp.
c/o Norton Rose Fulbright Canada LLP
3700, 400 Third Avenue SW
Calgary, Alberta
Canada T2P 4H2

The financial statements were authorized for issuance by the Board of Directors on November 28, 2013.

1. GOING CONCERN

The business of exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. The Company has not determined whether its properties contain economically recoverable reserves of ore and currently has not earned any revenue from its mineral properties and, therefore, does not generate cash flow from its operations. Future operations are dependent upon the discovery of economically recoverable ore reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to complete exploration and subsequent development of its properties, and upon future profitable production or proceeds from disposition of its properties.

The financial statements of the Company have been prepared on a going concern basis which assumes that the Company will realize the carrying value of its assets and discharge its obligations as they become due in the normal course of operations. For the period ended September 30, 2013, the Company incurred a net income of $80,888 (2012 – net loss of $287,998). As a result of the recurring losses over the Company's history, the Company has a deficit of $3,999,411 as at September 30, 2013 (December 31, 2012 - $4,080,299). At September 30, 2013, the Company had a working capital deficiency of $443,444 (December 31, 2012 - $875,846). The Company currently does not have the necessary financing in place to support continuing losses. Historically, the Company has financed its operations and property acquisitions through the use of funds obtained from share issuances. These matters raise significant doubt about the appropriateness of the use of accounting principles applicable to a going concern

The Company's continuation as a going concern is dependent upon its ability to secure new financing arrangements and new equity issuances. There is no assurance that new capital will be available and if it is not, the Company may be forced to substantially curtail or cease operations. Although the use of the going concern assumption is appropriate, there can be no assurance that any steps the Company takes will be successful. To mitigate the working capital deficiency the Company plans to raise capital through equity issuance.

These financial statements do not reflect adjustments in the carrying values of the assets and liabilities, expenses and the statement of financial position classifications that might be necessary if the Company were unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

Basis of measurement

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for an asset on the date of the transaction.

Basis of Consolidation

These consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary CMX Gold & Silver (USA) Corp. All intercompany transactions and balances are eliminated on consolidation.

Functional and presentation currency

The functional currency of the Company is Canadian dollars, and all amounts are presented in Canadian dollars unless otherwise stated.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from and affect the results reported in these financial statements as future confirming events occur.

Judgments

The determination of the Company's functional currency requires management judgment based on an evaluation of all relevant information in relation to the related primary and secondary hierarchy factors. Considerations of indicators to determine functional currency include which currency is used to settle operating expenses and in which currency funds are received fro financing activities, which are assessed at each reporting date.

Management's judgment is that until a property reaches the development stage, costs related to the exploration and evaluation of a property are best estimated to be non-recoverable and are therefore expensed in the year in which they occur. Only real property is capitalized to the statement of financial position.

Estimates

Amounts recorded for warrant valuations are based on management's estimates of share price volatility and the expected life of the warrants. Allowances for doubtful accounts are based on management's estimates and the estimated recoverability of accounts receivable in the future.

Tax interpretations, regulations and legislation in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty.

By their nature, these estimates are subject to measurement uncertainty and the impact on the financial statements of future periods could be material.

4. SUMMARY OF ACCOUNTING POLICIES

These financial statements have, in management's opinion, been properly prepared within the framework of the accounting policies summarized as follows:

4. SUMMARY OF ACCOUNTING POLICIES, continued

Financial instruments

Financial instruments are any contract that gives rise to a financial asset of one party and a financial liability or equity instrument of another party. Financial instruments are identified by the Company through a review of typical financial transactions and risk management activities. The Company also reviews non-financial contracts for potential embedded derivatives. Once identified, the financial instruments are classified and measured as disclosed below.

Financial instruments are measured at fair value on initial recognition of the instrument except in specific circumstances. Measurement in subsequent periods depends on whether the financial instrument has been classified as "fair value through profit or loss", "available for sale financial assets", "held to maturity investments", "loan and receivables" or "financial liabilities measured at amortized cost" as defined by the accounting standard.

Cash and cash equivalents and trade and other receivables are classified as "loans and receivables" and trade and other payables, due to related parties and dividends payable are classified as "financial liabilities measured at amortized cost". Transaction costs are netted against the instruments and amortized to operations using the effective interest method.

Foreign currency translation

Foreign currency transactions are translated using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in operations.

Cash and cash equivalents

The Company's cash and cash equivalents consists of balances with financial institutions with maturities of three months or less at the date of purchase.

Exploration and evaluation assets

Prospecting costs incurred prior to obtaining the rights to explore lands are expensed as incurred.

Costs of option acquisitions and exploration expenditures related to mineral properties are expensed in the year in which they occur.

Land purchases, patented mineral claims and development costs are capitalized on a property specific cash generating unit ("cgu") basis. Upon development of a commercially viable mineral property the related costs subject to an impairment test, will be transferred from exploration and evaluation to development and producing. Costs capitalized together with the costs of production equipment will be depleted on a unit of production basis, based on estimated proved reserves of minerals upon the commencement of production for each cgu.

Each reporting period, the Company assesses whether there is an indication that a cgu may be impaired. If any indication exists, the Company estimates the cgu's recoverable amount. A cgu's recoverable amount is the greater of fair value less costs to sell and its value in use. Fair value is determined to be the amount for which the asset could be sold in an arm's length transaction.

Fair value less costs to sell is determined using discounted future net cash flows of proved and probable reserves using forecast prices and costs. Value in use is determined by estimating the present value of the future net cash flows expected to be derived from the continued use of the asset or cgu. When the carrying amount of a cgu exceeds its recoverable amount, the cgu will be considered impaired and written down to its recoverable amount.

4. SUMMARY OF ACCOUNTING POLICIES, continued

Reversals of impairments are recognized when there has been a subsequent increase in the recoverable amount. In this event, the carrying amount of the asset or cgu is increased to its revised recoverable amount with an impairment reversal recognized in operations. The recoverable amount is limited to the original carrying amount less depreciation, depletion and amortization as if no impairment had been recognized for the asset or cgu for prior periods.

Properties are abandoned either when the lease expires or when management determines that no further work will be performed on the property. In addition, if there has been a delay in development activity for several successive years, a write down of those project capitalized costs will be charged to operations. The Company derecognizes assets at the earlier of disposal, or when no future economic benefit is expected. Any gain or loss on derecognition is recognized in operations when incurred.

Share based payments

The Company has a stock based compensation plan for employees and directors. Awards of options under the plan will be expensed based on the fair value of the options at the grant date. Fair values will be determined using the Black-Scholes option pricing model. Any consideration paid on the exercise of stock options will be credited to share capital plus the amounts originally recorded within other reserves. As at the period-end, the Company had not issued any options under the plan.

Revenue recognition

Interest income is recognized on a pro rata basis over the term of the investment and when payment is reasonably assured.

Provisions

The Company will recognize the present value of estimated decommissioning liabilities when a reasonable estimate can be made. Asset retirement obligations include legal and constructive obligations where the Company will be required to retire tangible long-lived assets such as drilling sites, mine sites and facilities. The liabilities, equal to the initial estimated present value of the decommissioning liabilities, are capitalized as part of the cost of the related long-lived asset. Changes in the estimated obligation resulting from revisions to assumptions, estimated timing or amount of discounted cash flows will be recognized as a change in the decommissioning liabilities and the related costs.

Decommissioning costs will be amortized using the unit-of-production method. Increases in the decommissioning liabilities resulting from the passage of time will be recorded as financing cost of decommissioning liabilities and will be charged to operations.

Actual expenditures incurred will be charged against accumulated obligations.

Warrants

The Company has adopted the pro-rata basis method for the measurement of shares and warrants issued as private placement units. The pro-rata basis method requires that gross proceeds and related share issuance costs be allocated to the common shares and the warrants based on the relative fair value of the component.

The fair value of the common share is based on the closing price on the closing date of the transaction and the fair value of the warrant is determined using the Black–Scholes Option Pricing Model.

The fair value attributed to the warrant is recorded as warrant equity. If the warrant is exercised, the value attributed to the warrant is transferred to share capital. If the warrant expires unexercised, the value is reclassified to other reserves within equity. Warrants, issued as part of private placement units, that have their term of expiries extended, are not subsequently revalued.

4. SUMMARY OF ACCOUNTING POLICIES, continued

Loss per share

Basic net loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. Diluted per share amounts are computed by giving effect to the potential dilution that would occur if stock options and share purchase warrants were exercised. The Company uses the treasury stock method to determine the dilutive effect of stock options and share purchase warrants. This method assumes that proceeds received from the exercise of in-the-money instruments are used to repurchase shares at the average market price for the year. In net loss per share situations, the dilutive per share amount is the same as that for basic, as all instruments are anti-dilutive.

Future accounting pronouncements

The following new IFRS pronouncements that have been issued, that are not yet effective and have not been early adopted, and may have impact on the Company in future are discussed below.

IFRS 9 Financial Instruments (effective January 1, 2015)

The standard is the first step in the process to replace IAS 39, "Financial Instruments: Recognition and Measurement". The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized costs and fair value. Portions of the standard remain in development and the full impact of the standard on the Company's financial statements will not be known until the project is complete.

This summarizes the method of accounting for waste removal costs incurred as a result of surface mining activity during the production phase of a mine.

The Company is currently assessing the impact that the adoption of the new standards may have on its financial statements.

5. EXPLORATION AND EVALUATION ASSETS

Clayton property

In 2010, the Company purchased the Clayton Mineral property for a total consideration of $516,515 for 29 patented mineral claims and 2 patented mill sites located in the State of Idaho, USA. Pursuant to the purchase agreement, the Company issued 2,500,000 shares at a price of US$0.10 per share and made a cash payment of US$250,000.

As part of the transaction, the Company agreed to pay a finder's fee of $30,000 to be settled by cash and $45,210 to be settled by the issuance of 897,280 common shares accompanied with a two year warrant to purchase 3,000,000 common shares at US$0.10 per share. The fair value of the warrants was calculated at $88,351.

The valuation method used to calculate the fair value of the warrants was the Black-Scholes model with the following assumptions: a term of two years, a risk free borrowing rate (per Bank of Canada) of 1.67% and volatility of 146%.

Marietta property

Effective March 17, 2011, the Company entered into an option agreement with Azteca Gold Corp. ("Azteca") and issued 2,500,000 common shares for the right to earn up to a 50% interest in the Marietta Property located in Nevada, USA. The agreement required the Company to incur US$2,000,000 of expenditures over a two year period from the date the Company commences trading on the TSX Venture Exchange. The option agreement, as amended, could be terminated by thirty days' written notice of either party if the Company's Common Shares were not listed on the TSX Venture Exchange by June 17, 2012 and if such termination occurred, the 2,500,000 Common Shares shall be returned by Azteca to CMX for cancellation. On September 19, 2013, the Company gave Azteca thirty days' written notice of termination of the Marietta property option and has cancelled the 2,500,000 Common Shares issued to Azteca as payment for the option.

5. EXPLORATION AND EVALUATION ASSETS - continued

Total expenditures on properties held:

Acquisition cost – Clayton – Patented Claims		$ 516,515
Exploration expenditures Clayton	– 2010	163,215
	– 2011	8,661
	– 2012	3,107
	– 2013	4,602
		179,585
Exploration expenditures Marietta	– 2011	284,698
	– 2012	24,289
	– shares returned to treasury	(247,000)
		61,987
Total expenditures to date		$ 241,572

All exploration expenditures have been expensed in the years in which they occurred.

6. LONG TERM DEBT

During the period certain third parties agreed to defer the payment of $336,593 of professional fees to July 1, 2015. These outstanding amounts bear interest at a rate of 6% per annum.

7. DUE TO RELATED PARTIES

During the period ended September 30, 2013, the Company incurred management fees of $63,525 (2012 - $104,363) to a corporation controlled indirectly by a director of the Company.

During the period ended September 30, 2013, the Company incurred management fees of $12,000 (2012 - $18,750) to the chief financial officer of the Company.

At September 30, 2013, the Company owed $307,313 to officers and directors (September 30, 2012 - $192,816). These amounts have been deferred to July 1, 2015 and bear interest at a rate of 6% per annum.

These transactions were measured at the amount of consideration established and agreed upon by the related parties.

8. DIVIDENDS PAYABLE

In 2006, the Company sold certain investments and declared a cash dividend payable to shareholders of record on September 30, 2006. Some shareholders failed to keep their addresses up to date on the shareholders' record and consequently, the Company carried out searches to determine the whereabouts of these shareholders. The aggregate amount of dividends payable to these shareholders is $131,373. Some shareholders have been located in the past year. It is management's intention to pay the dividends to shareholders who are found and establish their share ownership. During the period, dividends payable of $12,188 were identified as non-payable under the *Limitations Act* (Alberta) and were written-off. On October 1, 2016, any remaining dividends payable will also be written-off.

9. SHARE CAPITAL

Authorized: Unlimited number of shares are authorized for each class

Common shares: The common voting shares are entitled to dividends in such amounts as the Directors may from time to time declare and, in the event of liquidation, dissolution or winding-up of the Company, are entitled to share pro rata in the assets of the Company.

Series A voting preferred shares:
Non-cumulative annual dividend at 8% of the issued price
Convertible into two Common voting shares
Redeemable at the issue price

9. SHARE CAPITAL - continued

Series B voting preferred shares:
Non-cumulative annual dividend at 8% of the issued price
Convertible into two Common voting shares
Redeemable at a price of $10 per share

The preferred shares rank in priority to the common shares as to the payment of dividends and as to the distribution of assets in the event of liquidation, dissolution or winding-up of the Company. Preferred shares may also be given such other preference over the common shares as may be determined for any series authorized to be issued.

There were no Series A or Series B shares issued as at September 30, 2013 or September 30, 2012

The Company did not issue any shares during the periods ended September 30, 2013 and September 30, 2012.

During the period, 2,500,000 shares issued with respect to the Marietta option agreement were returned to treasury for cancellation and share capital was reduced by $247,000, representing the issuance value.

10. STOCK OPTIONS

The total number of stock options granted according to the employee stock option plan may not exceed 10% of the issued and outstanding shares of the Company at the date of grant. The option price per share and vesting periods shall be determined by the Board of Directors at the date the option is granted. The exercise prices are determined by the estimated market price on the date of the grant.

As at September 30, 2013 and September 30, 2012, the Company had not granted any stock options under the plan.

11. WARRANTS

During the period the expiration dates were extended for the following: warrants to purchase 2,500,000 shares at $0.25 per share, having an expiration date of May 28, 2014 were extended to May 28, 2015; warrants to purchase 10,231,740 shares at $0.15 per share, having an expiration date of June 30, 2014 were extended to June 30, 2015; warrants to purchase 750,000 shares at $0.20, having an expiration date of October 9, 2014 had the exercise price reduced to $0.10 per share; and warrants to purchase 1,185,000 shares at $0.25 per share, having an expiration date of October 9, 2014 were extended to October 9, 2015 at a reduced exercise price of $0.20 per share.

No warrants were issued during the periods ended September 30, 2013 and September 30, 2012.

Warrants Outstanding and Exercisable	Exercise Price CAD	Expiry Date
2,500,000	$0.25	May 28, 2015
10,231,740	$0.15	June 30, 2015
750,000	$0.10	October 9, 2014
1,185,000	$0.20	October 9, 2015
3,000,000	USD$0.10	2 years from commencement of trading
17,666,740	$0.16	

12. SUPPLEMENTAL DISCLOSURES

Income Statement Presentation

The Company's statement of operations and comprehensive loss is prepared by nature of expense with financing expenses separated into its own section.

Cash Flow Statement Presentation

The following table provides a detailed breakdown of certain line items contained within the cash flow from operating activities.

	3 months		9 months	
	2013	2012	2013	2012
Trade and other receivables	$ 5,282	$ (6)	$ 5,760	$ 4,143
Prepaid expenses	--	3,851	(174)	(76,320)
Trade and other payables	5,232	77,419	67,824	175,525
	$ 10,514	$ 81,264	$ 73,410	$ 103,348

13. SEGMENTED INFORMATION

The Company has the following geographical segments:	Canada	United States
		September 30, 2013
Identifiable assets	$ 3,405	$ 516,515
Exploration expenditures	$ --	$ 4,602
		December 31, 2012
Identifiable assets	$ 8,883	$ 516,515
Exploration expenditures	$ --	$ 27,396

14. FINANCIAL INSTRUMENTS

The Company is exposed to a variety of financial risks including credit risk, liquidity risk, and market risk.

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Fair value of financial instruments	Carrying value	September 30, 2013 Fair value	Carrying value	December 31, 2012 Fair value
Financial assets				
Cash and receivables				
Cash and cash equivalents	$ 2,965	$ 2,965	$ 2,857	$ 2,857
Trade and other receivables	266	266	6,026	6,026
	$ 3,231	$ 3,231	$ 8,883	$ 8,883
Financial liabilities				
Financial liabilities measured at amortized cost				
Trade and other payables	$ 315,476	$ 315,476	$ 593,745	$ 593,745
Due to related parties	--	--	147,424	147,424
Dividends payable	131,373	131,373	143,560	143,560
Long-term debt	336,593	336,593	--	--
Due to related parties non-current	307,313	307,313	45,392	45,392
	$ 1,090,755	$ 1,090,755	$ 930,121	$ 930,121

14. FINANCIAL INSTRUMENTS - continued

The carrying amount of cash and cash equivalents, trade and other receivables, trade and other payables and shareholder loans approximate fair value due to the short term nature of these instruments.

Financial risk

a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, and trade and other receivables. Cash is held with reputable chartered banks from which management believes the risk of loss is minimal. Included in trade and other receivables are taxes receivable from Canadian government authorities. Management believes that the credit risk concentration with respect to financial instruments is minimal. The maximum credit risk exposure associated with the Company's financial assets is the carrying value.

b) Liquidity risk

Liquidity risk is that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient resources to meet liabilities when due. As at September 30, 2013, the Company had a net working capital deficiency of $443,444 (December 31, 2012 - $875,846). Management is continuously monitoring its working capital position and will raise funds through the equity markets as they are required. However, there is no certainty that the Company will be able to obtain funding by share issuances in the future.

The following amounts are the contractual maturities of financial liabilities and other commitments as at September 30, 2013:

	Total	2013	Thereafter
Trade and other payables	$ 652,069	$ 339,430	$ 312,639
Due to related parties	307,313	--	307,313
Dividends payable	131,373	131,373	--
	$ 1,090,755	$ 470,803	$ 619,952

c) Market risk

Market risk is the risk of loss that may arise from changes in the market factors such as interest rates, commodity and equity prices and foreign currency rates.

i. Interest rate risk

The Company has cash balances and its current policy is to invest excess cash in investment-grade short-term money market accounts. The Company periodically monitors the investments it makes and is satisfied with the credit worthiness of its investments. Interest rate risk is minimal as interest rates are anticipated to remain at historically low levels with little fluctuation and any excess cash is invested in money market funds. Fluctuations in interest rates do not materially affect the Company as it does not have significant interest-bearing instruments.

ii. Foreign currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company is exposed to foreign currency exchange risk on cash held in U.S. funds. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Foreign currency risk could adversely affect the Company, in particular the Company's ability to operate in foreign markets. Foreign currency exchange rates have fluctuated greatly in recent years. There is no assurance that the current exchange rates will mirror rates in the future. The Company currently has minimal foreign currency risk although in the future foreign currency risk may affect the level of operations of the Company. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

As the Company currently holds minimal United States currency a change in the exchange rate between the US dollar and the Canadian dollar would not have a significant effect on the Company liquidity or working capital.

15. COMMITMENTS

The Corporation has the following commitments for the next 12-month period:

Clayton property - $650, related to property taxes.

16. CAPITAL MANAGEMENT

The Company's objectives in managing its capital are:

i) To have sufficient capital to ensure that the Company can continue to meet its commitments with respect to its mineral exploration properties and to meet its day-to-day operating requirements in order to continue as a going concern; and

ii) To provide a long-term adequate return to shareholders.

The Company's capital structure is comprised of shareholders' equity.

The Company is an exploration stage company which involves a high degree of risk. The Company has not determined whether its proposed properties contain economically recoverable reserves of ore and currently will not earn any revenue from its mineral properties and therefore will not generate cash flow from operations. The Company's primary source of funds will come from the issuance of capital stock. The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments.

The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the Company. The Company has no long-term debt and is not subject to externally imposed capital requirements. There have been no changes in the Company's capital management in the current year.

17. SUBSEQUENT EVENTS

Subsequent to September 30, 2013 the Company entered into an agreement to settle $215,044 in debt by the issuance of 1,000,000 common shares at a deemed price of $0.10 per share, deferral of payment of $50,000 to July 1, 2015, bearing an interest rate of 6% per annum, and the forgiveness of $65,044 of debt.

Subsequent to September 30, 2013, the Company entered into agreements to settle $197,595 of debt by the issuance of 1,975,950 common shares at a deemed price of $0.10 per share.

Subsequent to September 30, 2013, the Company issued to management and directors options to purchase 2,200,000 common shares at a price of $0.10 per share. The options vest as to one-third immediately and one-third on each of the first and second anniversaries of the date of the grant, and will be exercisable for a term of five years expiring on October 8, 2018.

18. RECLASSIFICATION

Certain amounts disclosed for the prior periods have been reclassified to conform with current period presentation.