CANADIAN IMPERIAL VENTURE CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE THREE AND SIX MONTH PERIODS ENDED MAY 31, 2015
(Unaudited – Prepared by Management)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim financial statements of Canadian Imperial Venture Corp. were prepared by management in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Therefore, these financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting". Management acknowledges responsibility for the preparation and presentation of the unaudited interim financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements and (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor. The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

CANADIAN IMPERIAL VENTURE CORP.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	May 31, 2015	November 30, 2014
ASSETS		
Current		
Cash	$ 7,231	$ 7,595
Accounts receivable	-	14,901
Reclamation deposit (Notes 4, 12)	20,241	57,273
Prepaid expenses and deposits	9,711	10,778
Total current assets	37,183	90,547
Non-current assets		
Equipment (Note 6)	-	3,887
Total non-current assets	-	3,887
Total assets	$ 37,183	$ 94,434
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current		
Trade payables and accrued liabilities	$ 247,107	$ 226,039
Due to related party	34,000	3,000
Total liabilities	281,107	229,039
Shareholders' equity (deficiency)		
Share capital (Note 7)	14,714,917	14,714,917
Reserves (Note 7)	2,661,740	2,661,740
Deficit	(17,620,581)	(17,511,262)
Total shareholders' equity (deficiency)	(243,924)	(134,605)
Total liabilities and shareholders' equity (deficiency)	$ 37,183	$ 94,434

Nature of operations and going concern (Note 1)
Basis of presentation (Note 2)

"Gerard Edwards" Director *"George Langdon"* Director

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

CANADIAN IMPERIAL VENTURE CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Three months ended May 31, 2015	Three months ended May 31, 2014	Six months ended May 31, 2015	Six months ended May 31, 2014
EXPENSES				
Depreciation (Note 6)	$ -	$ 447	$ 257	$ 787
Finance expense	728	232	853	347
Other operating expenses (Note 8)	38,673	91,675	107,436	209,686
	(39,401)	(92,354)	(108,546)	(210,820)
Finance and other income	(924)	139	(773)	300
Loss and comprehensive loss for the period	$ (40,325)	$ (92,215)	$ (109,319)	$ (210,520)
Loss per common share, basic and diluted			$ (0.001)	$ (0.003)
Weighted average number of common shares outstanding, basic and diluted			62,596,238	62,596,238

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

CANADIAN IMPERIAL VENTURE CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Three months ended May 31, 2015	Three months ended May 31, 2014	Six months ended May 31, 2015	Six months ended May 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	$ (40,325)	$ (92,215)	$ (109,319)	$ (210,520)
Items not affecting cash:				
Depreciation	-	447	257	787
Loss on write-down of equipment	3,629	-	3,629	-
Changes in non-cash working capital items:				
Decrease (increase) in accounts receivable	6,146	668	14,901	15,909
Decrease in prepaid expenses	3,067	3,459	1,067	7,052
Decrease in trade payables and accrued liabilities	(30,948)	27,656	21,069	75,017
Increase in reclamation deposits	37,183	(139)	37,032	(300)
Net cash used in operating activities	(21,248)	(60,124)	(31,364)	(112,055)
CASH FLOWS FROM INVESTING ACTIVITIES				
E&E costs recovered (incurred)	-	20,000	-	20,000
Equipment addition	-	(635)	-	(635)
Proceeds from sale of investments	-	-	-	40,000
Net cash provided by investing activities	-	19,365	-	59,365
CASH FLOWS FROM FINANCING ACTIVITIES				
Loan from related party	17,000	-	31,000	-
Change in cash for the period	(4,248)	(40,759)	(364)	(52,690)
Cash, beginning of period	11,479	105,819	7,595	117,750
Cash, end of period	$ 7,231	$ 65,060	$ 7,231	$ 65,060

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

CANADIAN IMPERIAL VENTURE CORP.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	Share Capital				
	Number of Common Shares	Amount	Reserves	Deficit	Total
Balance, November 30, 2013	62,596,238	$ 14,714,917	$ 2,661,74	$(16,625,491)	$ 751,166
Loss for the period	-	-	-	(210,520)	(210,520)
Balance, May 31, 2014	62,596,238	14,714,917	2,661,74	(16,836,011)	540,646
Balance, November 30, 2014	62,596,238	14,714,917	2,661,74	(17,511,262)	(134,605)
Loss for the period	-	-	-	(109,319)	(109,319)
Balance, May 31, 2015	62,596,238	$ 14,714,917	$ 2,661,74	$(17,620,581)	$ (243,924)

The accompanying notes are an integral part of these Condensed Interim Financial Statement

1. NATURE OF OPERATIONS AND GOING CONCERN

Canadian Imperial Venture Corp.'s (the "Company") business activity is the exploration and evaluation of resource properties in Canada. The Company was incorporated under the Canada Business Corporations Act of British Columbia. The Company is currently listed on the NEX division of the TSX Venture Exchange, having the symbol CQV.H The Company's head office is located at 233 Duckworth Street, Suite 205, St. John's, NL. On May 15, 2015, trading in the shares of the Company were suspended.

The Company is in the exploration stage and the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures.

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to raise adequate financing through the capital markets.

The current market conditions and volatility increases the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds. These items cast a significant doubt upon the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the Company's statement of financial position.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and critical estimates applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended November 30, 2014. The condensed interim financial statements do not include all of the information required for full annual financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of changes in the Company's financial position and performance since the last financial statements. Certain amounts in the prior period have been reclassified to conform with the presentation in the current period.

These unaudited interim financial statements of the Company for the period ended May 31, 2015 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 26, 2016.

2. BASIS OF PRESENTATION (continued):

Use of estimates and judgments

The preparation of these unaudited interim financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year.

Recovery of deferred tax assets
Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

The Company has not recorded any deferred tax assets.

Recoverability of evaluation and exploration properties
The Company is in the process of exploring its exploration properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation properties are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future production or proceeds from the disposition thereof.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in these financial statements include the following:

Determination of functional currency
In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, management has determined that the functional currency of the Company and its subsidiary is the Canadian dollar.

Evaluation of going concern
The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, unless otherwise indicated.

a) Cash

Cash includes cash on hand and deposits held with financial institutions.

b) Exploration and evaluation expenditures

Pre-exploration costs

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

Exploration and evaluation assets

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

The Company may occasionally enter into option arrangements, whereby the Company will transfer part of a resource property interest, as consideration, for an agreement by the optionee to meet certain E&E expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the E&E asset, with any excess cash accounted for as a gain on the statement of loss and comprehensive loss.

When a project is determined to no longer have commercially viable prospects to the Company, E&E expenditures in respect of that project are considered to be impaired. As a result, those E&E expenditure costs, in excess of estimated recoveries, are written off to the statement of loss and comprehensive loss.

The Company assesses E&E assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

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c) Reclamation deposits

Cash which is subject to contractual restrictions on use is classified separately as reclamation deposits. Reclamation deposits are classified as loans and receivables.

d) Equipment

Recognition and measurement

On initial recognition equipment is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

d) Equipment (continued):

Equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses.

Gains and losses

Gains and losses on disposal of equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within other income in profit or loss.

Depreciation

Depreciation is recognized in profit or loss and is calculated using the declining balance method for the following classes of equipment at the following rates per annum:

Office Furniture	20% declining balance
Computer Equipment	100% declining balance
Computer Software	100% declining balance

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. In the year of acquisition, depreciation is recorded at one-half the normal rate.

e) Impairment of non-financial assets

At each reporting date the carrying amounts of the Company's long-lived assets, which are comprised of equipment and E&E assets, are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be
derived from the asset or its related cash generating unit. For purposes of impairment testing, assets are grouped at the lowest levels that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

f) Financial instruments

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss ("FVTPL"), (2) loans and receivables, (3) financial assets available-for-sale, (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities at FVTPL are subsequently measured at fair value with changes in those fair values recognized in net earnings. Financial assets "available-for-sale" are subsequently measured at fair value with changes in fair value recognized in other comprehensive income (loss), net of tax.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

f) Financial instruments (continued):

Financial assets “held-to-maturity”, “loans and receivables”, and “other financial liabilities” are subsequently measured at amortized cost using the effective interest method. The Company’s financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	FVTPL	Fair value
Amounts receivable	Loans and receivables	Amortized cost
Reclamation deposit	Held to maturity	Amortized cost
Accounts payables and accrued liabilities	Other liabilities	Amortized cost
Due to director	Other liabilities	Amortized cost

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash has been measured at fair value using Level 1 inputs and the investment is measured using Level 2 inputs.

g) Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The present value of the future obligation is calculated by discounting the amount of the future expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the time value of money and risks specific to the liability. The nature of the rehabilitation activities include restoration, reclamation and re-vegetation of the affected exploration sites.

A rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized to the related asset. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

The Company’s estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

g) Rehabilitation provision (continued):

expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. Changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur.

h) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

i) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, common share warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new common shares, common share warrants, or stock options are shown in equity as a deduction, net of tax, from the proceeds.

Basic loss per share has been calculated using the weighted average number of common shares outstanding during the year.

Diluted loss per share has been calculated using the weighted average number of common shares that would have been outstanding during the respective period had all of the stock options and warrants outstanding at year-end having a dilutive effect been converted into shares at the beginning of the year and the proceeds used to repurchase the Company's common shares at the average market price for the year. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

j) Share-based compensation

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to capital stock.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

k) New standards, interpretations and amendments not yet effective

Effective December 1, 2014, the following standard was adopted but had no material impact on the financial statements:

i) IAS 32 (Amendment): Standard amended to clarify requirements for offsetting financial assets and financial liabilities for annual periods on or after January 1, 2014.

New standards and interpretations not yet adopted

Certain new standards issued that may impact the Company are described below. The Company intends to adopt these standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

ii) IFRS 7 (Amendment): This standard was amended to require additional disclosure on the transition from IAS 39 to IFRS 9. It is effective for annual periods beginning on or after January 1, 2015.

iii) IFRS 9: New standard that replaced IAS 39 for classification and measurement of financial assets, effective for annual periods beginning on or after January 1, 2018;

iv) IFRS 15: New standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*. This standard is effective for annual periods beginning on or after January 1, 2018.

The Company is currently assessing the impact of these standards on its financial statements.

The condensed interim financial statements are presented in Canadian dollars, which is also the Company's functional currency.

(Expressed in Canadian Dollars)

4. RECLAMATION DEPOSIT

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations. The reclamation deposits represent collateral for possible reclamation activities necessary on E&E assets in connection with the permits required for exploration activities by the Company.

During the three month period ended May 31, 2015, the Company was refunded $37,016 from the Alberta Energy Resources Conservation Board in relation to reclamation work requirements.

5. EXPLORATION AND EVALUATION ASSETS

	Mineral Exploration and Evaluation		
	Acquisition	Exploration and evaluation	Total
Balance at November 30, 2012	$ 130,000	$ 81,633	$211,633
Exploration costs	-	287,678	287,678
Option payment cash	60,000	-	60,000
Option payment shares	12,500	-	12,500
Balance at November 30, 2013	202,500	369,311	571,811
Cost recovery	-	(20,000)	(20,000)
Write-down of exploration and evaluation assets	(202,500)	(349,311)	(551,811)
Balance at November 30, 2014 and May 31, 2015	$ -	$ -	$ -

Mineral exploration and evaluation assets

In September 2012 the Company executed an option agreement (the “Option Agreement”) between the Company, Carina Energy Inc. (“Carina”), a private mining exploration company based in Toronto, Ontario and OziasTheriault (“Theriault”) whereby the Company was granted an option by Carina and Theriault to acquire a 55% interest in the Little Bear Lake gold property (the “Property”) which is located in the Lac du Bonnet Mining Division in Manitoba.

Pursuant to the terms of the Option Agreement:

- The Company has issued to Carina 600,000 common shares on September 24, 2012 (the “Closing Date”) and on the first anniversary of the Closing Date (September 24, 2013) the Company will deliver an additional 500,000 common shares to Carina.
- The Company is required to spend $600,000 of expenditures on the Property within two years of the Closing Date (September 24, 2014).
- The Company is responsible for cash payments to Theriault for the sum of $20,000 payable on execution of the Option Agreement (paid) and $10,000 per month commencing on October 1, 2012 until June 1, 2014 for aggregate payments totaling $200,000.
- The Company is required to make two advanced royalty payments of $50,000 each to Theriault. The payments are due on November 12, 2013 and November 12, 2014, respectively.
- The property is subject to a 2.5% net smelter royalty.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued):

Mineral exploration and evaluation assets (continued):

On August 16, 2013, the Company announced that it had entered into an Amendment Agreement to the Option Agreement dated August 16, 2012. The Amendment Agreement grants the Company an extension to the payment requirements for its acquisition of its 55% interest in the Property.

As consideration for the amendments made to the Option Agreement and upon approval from the TSX Venture Exchange, the Company made the following:

- a cash payment of $20,000 to Theriault; and
- the issuance of 500,000 common shares in the capital of the Company to Theriault.

Subject to the terms and conditions set out in the Option Agreement and Amendment Agreement, Theriault and Carina grant to the Company, the sole and exclusive right and option (the “Option”) to acquire an undivided 55% right, title and interest in the Property by the Company making the following payments and share issuances:

- On the first day of each month commencing October 1, 2012, pay to Theriault $10,000 per month until March 1, 2013 for a total payment of $60,000 (paid);
- on the first day of each month, commencing on July 1, 2015, pay to Theriault $10,000 per month until August 1, 2016 for additional payments totalling $140,000;
- on September 24, 2015, issue to Carina 500,000 common shares in the capital of the Company to Carina;
- prior to September 24, 2016, make expenditures of $600,000 conducting exploration of the Property (qualifying expenditures made to-date - $466,565); and
- on or before November 12, 2016, pay to Theriault $50,000 and on or before November 12, 2017, pay to Theriault $50,000, in payment of the first two advance royalty payments to Theriault under the Amendment Agreement (said payments to be shared by Carina and the Company according to their respective interests in the Property).

During the year ended November 30, 2014, all capitalized costs were written off as management had no further plans to explore the property.

6. EQUIPMENT

		Equipment
Cost at November 30, 2014	$	23,733
Write-off of equipment		(23,733)
Cost at May 31, 2015		-
Accumulated depreciation at November 30, 2013	$	18,166
Depreciation		1,680
Accumulated depreciation at November 30, 2014	$	19,846
Depreciation		258
Write-off of equipment		(20,104)
Accumulated depreciation at May 31, 2015	$	-
Net book value at November 30, 2014	$	3,887
Net book value at May 31, 2015	$	-

7. SHARE C

APSHARE CAPITAL AND RESERVES

(Expressed in Canadian Dollars)

a) Common shares

The Company is authorized to issue an unlimited number of common shares without par value, issuable in series.

b) Preferred shares

The Company is authorized to issue an unlimited number of preference shares, issuable in series. No preferred shares have been issued since the Company's inception.

c) Reserves

The reserves recorded in shareholders' equity on the Company's statement of financial position include amounts recorded for share-based compensation. When the stock options are exercised, the amount previously recorded into reserves are reclassified into share capital.

d) Share purchase warrants

The following is a summary of changes in warrants:

	Warrants
Outstanding warrants at November 30, 2014	10,137,400
Expired April 22, 2015	(10,137,400)
Outstanding warrants at May 31, 2015	-

e) Stock Option Plan

The Company has a rolling Stock Option Plan ("the Plan") under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or service providers of the Company.

Options granted must expire no later than a maximum of five years from the date of the grant while the Company's common shares are listed in Tier 2 of the TSX Venture Exchange ("TSX.V"). At such time as the Company's common shares are listed in Tier 1 of the TSX.V or the Toronto Stock Exchange ("TSX"), options granted must expire not later than a maximum of 10 years from the date of grant.

There were no stock options granted during the years ended November 30, 2015 and 2015.

7. SHARE CAPITAL AND RESERVES (continued):

e) Stock Option Plan (continued):

(Expressed in Canadian Dollars)

The following is a summary of stock options outstanding:

	Number of Options	Weighted Average Exercise Price
Outstanding, November 30, 2013, 2014	1,730,000	$ 1.00
Expired	(780,000)	$ 1.00
Outstanding, May 31, 2015	950,000	$ 1.00

Expiry date	Number of Options	Weighted Average Life Remaining
May 2, 2016	810,000	0.92
June 17, 2016	140,000	1.05
	950,000	0.94

There were no stock options granted during the six month periods ended May 31, 2015 and 2014 respectively.

There were no share-based payment transactions during the six month periods ended May 31, 2015 and 2014 respectively.

8. OTHER OPERATING EXPENSES

	Three month period ended May 31, 2015	**Three month period ended May 31, 2014**	**Six month period ended May 31, 2015**	**Six month period ended May 31, 2014**
Other operating expenses include:				
Office and shareholder information	$ 10,399	$ 24,011	$ 13,499	$41,088
Professional and filing fees	841	17,111	20,294	38,974
Promotion and travel	(4,732)	21,030	9,240	44,852
Service contracts and wages	32,165	29,523	64,403	84,772
	$ 38,673	**$ 91,675**	**$ 107,436**	**$ 209,686**

9. FINANCIAL RISK FACTORS

The fair value of the Company's receivables, accounts payable and accrued liabilities, loan, and due to director approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short terms to maturity. The Company's cash is measured at fair value, under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's investment is measured at fair value, based on level two prices, which is corroborated in the market place. The Company's other financial instrument, being the reclamation deposit, is measured at amortized cost.

9. FINANCIAL RISK FACTORS (continued):

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk. Receivables consists of input tax credits receivable from the Government of Canada.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2015, the Company had a cash balance of $7,231 to settle current liabilities of $281,107. The Company expects to fund these liabilities through the issuance of capital stock and advances from related parties.

Market risk

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

a) Interest rate risk
The Company has cash balances which are not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of May 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of various precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

10. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and development of exploration properties. 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 business.

The Company is largely dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

10. CAPITAL MANAGEMENT (continued):

(Expressed in Canadian Dollars)

There were no changes in the Company's approach to capital management during the period ended May 31, 2015. The Company is not subject to externally imposed capital requirements.

11. RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying Condensed Interim Financial Statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Three month period ended May 31, 2015	**Three month period ended May 31, 2014**	**Six month period ended May 31, 2015**	**Six month period ended May 31, 2014**
Short-term benefits	$ 30,114	$ 32,259	$ 59,633	$ 83,693

*includes base salaries pursuant to contractual employment, or consultancy arrangements. These have been recorded in service contracts and wages

Included in trade payables and accrued liabilities are Consulting fees and expenses payable of $170,558 (May 31, 2014 – $95,870) to directors for services performed during the period and a $34,000 loan payable to a director (May 31, 2014 - $nil). The amounts are unsecured, non-interest bearing and are expected to be repaid under normal terms of trade.

12. SUBSEQUENT EVENTS

Subsequent to the period ended May 31, 2015, the remaining balance of the reclamation deposit held by the Alberta Energy Resources Conservation Board was impaired to $nil as the Company does not have funds available to perform the remaining restoration work required to collect the deposit.

The Company is currently delinquent on its payments and share issuances for the Option Agreement as described in Note 6 (Exploration and Evaluation Assets) of these condensed interim financial statements. No Notice of Default has been received by the Company.