



CSE Form 2A

Listing Statement

May 19, 2015

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APPENDIX A - MINERAL PROJECTS

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Forward-Looking Statements

Unless otherwise indicated, (i) use of the term “Issuer” refers to **Expedition Mining Inc.**

The information provided in this listing statement (the “Listing Statement”), including information incorporated by reference, may contain “forward-looking statements” about the Issuer. In addition, the Issuer may make or approve certain statements in future filings with the CSE or Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Issuer that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Issuer that address activities, events or developments that the Issuer expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal” or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the Issuer and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- The availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest; and
- Other risks described in this Listing Statement and described from time to time in documents filed by the Issuer with Canadian securities regulatory authorities.

Consequently, all forward-looking statements made in this Listing Statement and other documents of the Issuer are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Issuer. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Issuer and/or persons acting on its behalf may issue. The Issuer undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation. See *Section 16 – Risk Factors*.

PLEASE REFER TO APPENDIX B – GLOSSARY OF TERMS, FOR DEFINITIONS OF ALL CAPITALIZED TERMS THAT ARE NOT OTHERWISE DEFINED HEREIN.

1. Corporate Structure

- 1.1 *State the full corporate name of the Issuer or, if the Issuer is an unincorporated entity, the full name under which the entity exists and carries on business and the address(es) of the Issuer's head and registered office.*

Expedition Mining Inc. (the "Issuer")

Head office: 600 - 890 West Pender Street, Vancouver, BC V6C 1J9

Registered office: 1900 - 1040 West Georgia Street, Vancouver, BC V6E 4H3

- 1.2 *State the statute under which the Issuer is incorporated or continued or organized or, if the Issuer is an unincorporated entity, the laws of the jurisdiction or foreign jurisdiction under which the Issuer is established and exists. Describe the substance of any material amendments to the articles or other constating or establishing documents of the Issuer.*

The Issuer was incorporated on February 6, 1986 under the name Atlar Resources Ltd. under the British Columbia *Companies Act* (as it was then known). The Issuer changed its name to Tatlar Resources Ltd. on March 13, 1987, to Opact Resources Ltd. on July 22, 1991, to Blue Lightning Ventures Inc. on July 21, 1999, to Universal Uranium Ltd. on April 29, 2005, and to Expedition Mining Inc. on July 7, 2010.

The Issuer is a reporting issuer in the provinces of British Columbia and Alberta.

- 1.3 *Describe, by way of a diagram or otherwise, the intercorporate relationships among the Issuer and the Issuer's subsidiaries. For each subsidiary state*
- (a) *the percentage of votes attaching to all voting securities of the subsidiary represented by voting securities beneficially owned, or over which control or direction is exercised, by the Issuer;*
 - (b) *the place of incorporation or continuance; and*
 - (c) *the percentage of each class of restricted shares beneficially owned, or over which control or direction is exercised, by the Issuer.*

The Issuer has one subsidiary, Universal Uranium USA Corporation ("UUC"), which was incorporated in the State of Utah on April 14, 2006 (registration number 6183624-0142). UCC is wholly owned by the Issuer.

- 1.4 *If the Issuer is requalifying following a fundamental change or is proposing an acquisition, amalgamation, merger, reorganization or arrangement, describe by way of diagram or otherwise these intercorporate relationships both before and after the completion of the proposed transaction.*

The Issuer is not requalifying or proposing an acquisition, amalgamation, merger, reorganization or arrangement. The Issuer is transferring its listing from the TSX Venture Exchange to the CSE.

- 1.5 *Non-corporate Issuers and Issuers incorporated outside of Canada must describe how their governing legislation or constating documents differ materially from Canadian corporate legislation with respect to the corporate governance principles set out in Policy 4.*

Not applicable.

2. General Development of the Business

- 2.1 *Describe the general development of the Issuer's business over its three most recently completed financial years and any subsequent period. Include only major events or conditions that have influenced the general development of the Issuer's business. If the business consists of the production or distribution of more than one product or the rendering of more than one kind of service, describe the principal products or services. Also discuss changes in the business of the Issuer that are expected to occur during the current financial year of the Issuer.*

Over the Issuer's three most recently completed fiscal years and any subsequent period, the Issuer has been engaged in locating, acquiring, exploring and, if warranted, developing gold properties located in favourable geo-political climates. In 2011 and 2012, the Issuer acquired various interests in mineral properties in Nevada U.S.A. and in the Yukon Territory in Canada. All these properties were in the exploration stage, and after conducting various work programs on the properties, the Issuer has terminated some of its mineral interests; however, maintains its interests in the Mt. Mervyn Property (Yukon, Canada). As of September 30, 2014 the Issuer has written down all of its mineral property interests to nominal amounts, for accounting purposes, due to the uncertainty of such properties ever being placed into production.

Mt. Mervyn Property Yukon Territory, Canada

In April 2011, the Issuer entered into an option agreement to acquire a 100% interest in the Mt. Mervyn gold property. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 unpatented mining claims. The claims were subsequently acquired by the Issuer having paid an aggregate of \$150,000 and having issued 1,000,000 Common Shares.

During fiscal 2013 the Issuer expended a total of \$6,556 toward exploration work on the Mt. Mervyn property (\$108,397 in fiscal 2012), primarily toward soil sampling and assaying. No additional amounts have been spent during the 2014 fiscal year.

The Issuer considers its Mt. Mervyn property to be its only "material property" (as defined in NI 43-101). The Issuer has written down its investment in each of the properties to a nominal value of \$1.00, from an accounting point of view, due to the Issuer's limited resources to fully explore the properties. However, the Issuer will continue to maintain its interest in the Mt. Mervyn property, which is in good standing until August 31, 2015. On January 31, 2015 the Issuer received an NI 43-101 compliant technical report on the Mt. Mervyn property, a summary of which is set out in Appendix "A" hereto.

On September 23, 2014, the Issuer announced its intention to seek out opportunities in the medical and recreational cannabis field, as well as possible projects in the hemp industry in both Canada and the United States. On March 3, 2015 the Issuer announced it has signed a letter of intent with MMJ Medical Marijuana Solutions Inc. ("MMJ"), whereby the Issuer would acquire all the right, title and interest in and to certain intellectual property owned by MMJ, in consideration of it receiving 6,000,000 common shares in the capital of the Issuer. Following a due diligence review, the parties announced on March 6, 2015 that they had mutually agreed not to proceed with the proposed transaction.

As of the date of this Listing Statement, no other projects have been identified.

2.2 *Disclose:*

- (1)
 - (a) *any significant acquisition completed by the Issuer or any significant probable acquisition proposed by the Issuer, for which financial statements would be required under National Instrument 41-101 General Prospectus Requirements if this Listing Statement were a prospectus; and*
 - (b) *any significant disposition completed by the Issuer during the most recently completed financial year or the current financial year for which pro forma financial statements would be required under National Instrument 41-101 General Prospectus Requirements if this Listing Statement were a prospectus.*
- (2) *Under paragraph (1) include particulars of*
 - (a) *the nature of the assets acquired or disposed of or to be acquired or disposed of;*
 - (b) *the actual or proposed date of each significant acquisition or significant disposition;*
 - (c) *the consideration, both monetary and non-monetary paid, or to be paid, to or by the Issuer;*
 - (d) *any material obligations that must be complied with to keep any significant acquisition or significant disposition agreement in good standing;*
 - (e) *the effect of the significant acquisition or significant disposition on the operating results and financial position of the Issuer;*
 - (f) *any valuation opinion obtained within the last 12 months required under Canadian securities legislation, a directive of a Canadian securities regulatory authority, or a requirement of a Canadian stock exchange or other Canadian market to support the value of the consideration received or paid by the Issuer or any of its subsidiaries for the assets, including the name of the author, the date of the opinion, the assets to which the opinion relates and the value attributed to the assets; and*
 - (g) *whether the transaction is with a Related Party of the Issuer and if so, disclose the identity of the other parties and the relationship of the other parties to the Issuer.*

Not applicable.

- 2.3 *Discuss any trend, commitment, event or uncertainty that is both presently known to management and reasonably expected to have a material effect on the Issuer's business, financial condition or results of operations, providing forward-looking information based on the Issuer's expectations as of the date of the Listing Statement.*

See Risk Factors below in item 16, and the Issuer's MD&A attached hereto.

3. Narrative Description of the Business

3.1 General

- (1) *Describe the business of the Issuer with reference to the reportable operating segments as defined in the Handbook and the Issuer's business in general. Include the following for each reportable operating segment of the Issuer:*
 - (a) *state the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;*
- The Mt. Mervyn Property in the Yukon Territory is in good standing until August 31, 2015. The Technical Report recommends a \$66,550 work program on the property consisting primarily of detailed mapping, sampling and trenching for the purpose of targeting anomalous areas.
 - The Issuer intends to review and evaluate opportunities in the medical and recreational cannabis field, as well as possible projects in the hemp industry, both in Canada and the U.S. If such opportunities are uncovered, the Issuer will consider pursuing a change in direction. Any change of business will likely

involve the Issuer raising additional equity financing. There is no assurance the Issuer will change its business focus in the manner outlined above.

- (b) *describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;*

The above milestones are dependent upon the Issuer raising debt or equity capital. The Issuer has sufficient funds on hand for its general and administrative expenses, but insufficient funds to carry out the recommended work program on its Mt. Mervyn property. Neither does it have sufficient funds to fully pursue any opportunity that it may uncover in the cannabis field or projects in the hemp industry.

- (c) *disclose the total funds available to the Issuer and the following breakdown of those funds:*
 - (i) *the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and*

As of March 31, 2015, the Issuer had available working capital of approximately \$106,746.

- (ii) *the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and*

The Issuer has no other sources of funds; and will need to raise additional debt or equity capital to achieve its objectives and milestones, and anticipates doing so by way of a private placement financing.

- (d) *describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.*

It is anticipated current available funds will be used for general and administrative expenses over the next several months. The working capital figure in 3.1(1)(c) above excludes \$86,427 of accrued salaries and fees payable to management, which is being deferred until the Issuer raises sufficient funds to pay the same. Additional funds will be required to advance the exploration of the Issuer's mineral projects, or to become involved in alternative business ventures.

- (2) *For principal products or services describe:* **Not applicable.**

- (a) *the methods of their distribution and their principal markets;*
- (b) *as dollar amounts or as percentages, for each of the two most recently completed financial years, the revenues for each category of principal products or services that accounted for 15 per cent or more of total consolidated revenues for the applicable financial year derived from:*
 - (i) *sales or transfers to joint ventures in which your company is a participant or to entities in which your company has an investment accounted for by the equity method,*
 - (ii) *sales to customers, other than those referred to in clause (i), outside the consolidated entity,*
 - (iii) *sales or transfers to controlling shareholders; and*

- (iv) *sales or transfers to investees.*
 - (c) *if not fully developed, the stage of development of the principal products or services and, if the products are not at the commercial production stage,*
 - (v) *the timing and stage of research and development programs,*
 - (vi) *the major components of the proposed programs, including an estimate of anticipated costs,*
 - (vii) *whether the Issuer is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods, and*
 - (viii) *the additional steps required to reach commercial production and an estimate of costs and timing.*
 - (3) **Concerning production and sales, disclose: *Not applicable.***
 - (a) *the actual or proposed method of production of products and if the Issuer provides services, the actual or proposed method of providing services;*
 - (b) *the payment terms, expiration dates and terms of any renewal options of any material leases or mortgages, whether they are in good standing and, if applicable, that the landlord or mortgagee is a Related Person of the Issuer;*
 - (c) *specialized skill and knowledge requirements and the extent that the skill and knowledge are available to the Issuer;*
 - (d) *the sources, pricing and availability of raw materials, component parts or finished products;*
 - (e) *the importance, duration and effect on the segment of identifiable intangible properties such as brand names, circulation lists, copyrights, franchises, licences, patents, software, subscription lists and trademarks;*
 - (f) *the extent to which the business of the segment is cyclical or seasonal;*
 - (g) *a description of any aspect of the Issuer's business that may be affected in the 12 months following the date of the Listing Statement by renegotiation or termination of contracts or sub-contracts and the likely effect;*
 - (h) *the financial and operational effects of environmental protection requirements on the capital expenditures, earnings and competitive position of the Issuer in the current financial year and the expected effect, on future years;*
 - (i) *the number of employees, as at the most recent financial year end or as an average over that year, whichever is more relevant;*
 - (j) *any risks associated with foreign operations of the Issuer and any dependence of the segments upon the foreign operations;*
 - (k) *a description of any contract upon which your company's business is substantially dependent, such as a contract to sell the major part of your company's products or services or to purchase the major part of your company's requirements for goods, services or raw materials, or any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which your company's business depends;*
 - (l) *a description of any aspect of your company's business that you reasonably expect to be affected in the current financial year by renegotiation or termination of contracts or sub-contracts, and the likely effect.*
 - (4) *Describe the competitive conditions in the principal markets and geographic areas in which the Issuer operates, including, if reasonably possible, an assessment of the Issuer's competitive position.*
- See Risk Factors below.
- (5) *With respect to lending operations of an Issuer's business, describe the investment policies and lending and investment restrictions.*

Not applicable.

- (6) *Disclose the nature and results of any bankruptcy, or any receivership or similar proceedings against the Issuer or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Issuer or any of its subsidiaries, within the three most recently completed financial years or the current financial year.*

Not applicable.

- (7) *Disclose the nature and results of any material restructuring transaction of the Issuer within the three most recently completed financial years or completed during or proposed for the current financial year.*

In June 2014 the Issuer implemented a consolidation of its issued and outstanding share capital on the basis of one new share for every five (5) outstanding shares. The Issuer's authorized share capital remained at an unlimited number of common shares without par value; however the 58,336,789 issued and outstanding shares were consolidated to 11,667,367 shares.

- (8) *If the Issuer has implemented social or environmental policies that are fundamental to the Issuer's operations, such as policies regarding the Issuer's relationship with the environment or with the communities in which the Issuer does business, or human rights policies, describe them and the steps the Issuer has taken to implement them.*

Not applicable.

Companies with Asset-backed Securities Outstanding

3.2 In respect of any outstanding asset-backed securities, disclose the following information:

- (1) *Payment Factors - A description of any events, covenants, standards or preconditions that may reasonably be expected to affect the timing or amount of any payments or distributions to be made under the asset-backed securities.*
- (2) *Underlying Pool of Assets - For the three most recently completed financial years of your company or the lesser period commencing on the first date on which your company had asset-backed securities outstanding, information on the pool of financial assets servicing the asset-backed securities relating to*
- (a) the composition of the pool as of the end of each financial year or partial period;*
 - (b) income and losses from the pool on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of assets;*
 - (c) the payment, prepayment and collection experience of the pool on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of assets;*
 - (d) servicing and other administrative fees; and*
 - (e) any significant variances experienced in the matters referred to in paragraphs (a), (b), (c), or (d).*
- (3) *Investment Parameters - The investment parameters applicable to investments of any cash flow surpluses.*
- (4) *Payment History - The amount of payments made during the three most recently completed financial years or the lesser period commencing on the first date on which your company had asset-backed securities outstanding, in respect of principal and interest or capital and yield, each stated separately, on asset-backed securities of your company outstanding.*
- (5) *Acceleration Event - The occurrence of any event that has led to, or with the passage of time could lead to, the accelerated payment of principal, interest or capital of asset-backed securities.*
- (6) *Principal Obligors - The identity of any principal obligors for the outstanding asset-backed securities of your company, the percentage of the pool of financial assets servicing the asset-*

backed securities represented by obligations of each principal obligor and whether the principal obligor has filed an AIF in any jurisdiction or a Form 10-K, Form 10-KSB or Form 20F in the United States.

Not applicable.

- 3.3 *For Issuers with a mineral project, disclose and insert here the information required by Appendix A for each property material to the Issuer.*

The Issuer has interests in the Mt. Mervyn mineral property in the Yukon Territory, which is considered “material” (as defined in NI 43-101) to the Issuer. See Appendix A for a summary of the Technical Report pertaining to the Mt. Mervyn property.

- 3.4 *For Issuers with Oil and Gas Operations disclose and insert here the information required by Appendix B (in tabular form, if appropriate).*

Not applicable.

4. Selected Consolidated Financial Information

- 4.1 *Annual Information — Provide the following financial data for the Issuer in summary form for each of the last three completed financial years and any period subsequent to the most recent financial year end for which financial statements have been prepared, accompanied by a discussion of the factors affecting the comparability of the data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions and major changes in the direction of the Issuer's business:*
- (a) *net sales or total revenues;*
 - (b) *income from continuing operations, in total and on a per share basis and fully diluted per share basis, calculated in accordance with the Handbook;*
 - (c) *net income or loss, in total and on a per share and fully diluted per share basis, calculated in accordance with the Handbook;*
 - (d) *total assets;*
 - (e) *total long-term financial liabilities as defined in the Handbook;*
 - (f) *cash dividends declared per share for each class of share; and*
 - (g) *such other information as would enhance an investor's understanding of the Issuer's financial condition and results of operations and would highlight other trends in financial condition and results of operations.*

	Three Months ended Dec 31/14 (unaudited)	Year Ended Sept 30/14 (audited)	Year Ended Sept 30/13 (audited)	Year Ended Sept 30/12 (audited)
Revenue	\$Nil	\$Nil	\$Nil	\$Nil
G&A Expenses	(\$106,186)	(\$550,597)	(\$502,940)	(\$525,184)
Property Write-downs	\$Nil	(\$1,452,889)	(\$77,237)	(\$1,341,120)
Stock based Compensation	\$Nil	(\$6,476)	(\$52,333)	(\$108,537)
Other items	\$276	(\$4,398)	\$139,137 ¹	\$81,901 ²
Income/(loss)	(\$105,910)	(\$2,014,360)	(\$493,373)	(\$1,892,940)
Loss per share	(\$0.01)	(\$0.17)	(\$0.01)	(\$0.03)
Current Assets	\$209,510	\$285,818	\$1,016,617	\$1,615,336
Mineral Property Assets	\$1	\$1.00	\$1,251,689	\$1,090,722

Other non-current assets	\$14,997	\$15,115	\$18,560	\$16,024
Total Assets	\$244,508	\$300,934	\$2,286,866	\$2,722,082
Current Liabilities	\$103,651	\$74,167	(\$53,215)	(\$51,391)
Long-term liabilities	\$Nil	\$Nil	\$Nil	\$Nil
Cash dividends	\$Nil	\$Nil	\$Nil	\$Nil
Shareholders' Equity	\$120,857	\$226,767	\$2,233,651	\$2,670,691

1. Includes \$122,494 of other income attributed to recovery of asset backed commercial paper.
2. Includes \$67,459 of other income attributed to expense recovery.
3. Includes \$434,627 gain on the sale of certain assets, and (\$91,697) write-off of certain receivables.

There were no factors affecting the comparability of the above data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions or major changes in the direction of the Issuer's business, other than:

1. The write-down of certain mineral property interests in the fiscal years ended September 30, 2014 (\$1,452,889), 2013 (\$77,237) and 2012 (\$1,341,120);
2. The amount of stock based compensation expense pertaining to the grant of incentive stock options each year; and
3. The "Other Items" as noted in the table above.

4.2 *Quarterly Information — For each of the eight most recently completed quarters ending at the end of the most recently completed financial year, provide the information required in paragraphs (a), (b) and (c) of Section 4.1.*

	Q4 30-Sep-14	Q3 30-Jun-14	Q2 31-Mar-14	Q1 31-Dec-13	Q4 30-Sep-13	Q3 30-Jun-13	Q2 31-Mar-13	Q1 31-Dec-12
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Income (Loss)	(1,418,150)	(406,765)	(98,970)	(90,475)	(64,903)	(165,316)	(126,891)	(136,263)
Income (Loss) per share	(0.14)	(0.03)	0.00	0.00	0.00	(0.005)	0.00	(0.005)

4.3 *Dividends – disclose:*

- (a) *any restriction that could prevent the Issuer from paying dividends; and*

There are no restrictions in the Issuer constating documents on its ability to pay dividends. However, (i) the Issuer has never paid a dividend nor made a distribution on any of its securities, (ii) the Issuer has no history of income or sources of funds from which to pay dividends, and (iii) given the stage of the Issuer's development, it could be a long period of time before the Issuer could be in a position to pay dividends or make distributions to its shareholders.

- (b) *the Issuer's dividend policy and, if a decision has been made to change the dividend policy, the intended change in dividend policy.*

The payment of any future dividends by the Issuer will be at the sole discretion of the Board. In this regard, the Issuer expects it will retain any earnings to finance further growth of the Issuer.

- 4.4 *Foreign GAAP — An Issuer may present the selected consolidated financial information required in this section on the basis of foreign GAAP if:*
- (a) *the Issuer's primary financial statements have been prepared using foreign GAAP; and*
 - (b) *if the Issuer is required under applicable securities legislation to have reconciled its financial statements to Canadian GAAP at the time of filing its financial statements or the Issuer has otherwise done so, a cross reference to the notes to the financial statements containing the reconciliation of the financial statements to Canadian GAAP is included.*

Not applicable.

5. Management's Discussion and Analysis

Annual MD&A

- 5.1 *Date - Specify the date of the MD&A. The date of the MD&A must be no earlier than the date of the auditor's report on the financial statements for the Issuer's most recently completed financial year.*

The MD&A for the year ended September, 2014 was prepared as of January 27, 2015.

- 5.2 *Overall Performance - Provide an analysis of the Issuer's financial condition, results of operations and cash flows. Discuss known trends, demands, commitments, events or uncertainties that are reasonably likely to have an effect on the Issuer's business. Compare the Issuer's performance in the most recently completed financial year to the prior year's performance. The analysis should address at least the following:*
- (a) *operating segments that are reportable segments as those terms are used in the Handbook;*
 - (b) *other parts of the business if*
 - (i) *they have a disproportionate effect on revenues, income or cash needs, or*
 - (ii) *there are any legal or other restrictions on the flow of funds from one part of the Issuer's business to another;*
 - (c) *industry and economic factors affecting the Issuer's performance;*
 - (d) *why changes have occurred or expected changes have not occurred in the Issuer's financial condition and results of operations; and*
 - (e) *the effect of discontinued operations on current operations.*

Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

Selected Annual Financial Information

- 5.3 *Provide the following financial data derived from the Issuer's financial statements for each of the three most recently completed financial years:*
- (a) *net sales or total revenues;*
 - (b) *income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis;*
 - (c) *net income or loss, in total and on a per-share and diluted per-share basis;*
 - (d) *total assets;*
 - (e) *total long-term financial liabilities; and*
 - (f) *cash dividends declared per-share for each class of share.*

The table set out in item 4.1 above provides a summary of selected financial information from the Issuer's annual audited financial statements for fiscal years ended September 30, 2014, 2013 and 2012.

- 5.4 *Variations - Discuss the factors that have caused period to period variations including discontinued operations, changes in accounting policies, significant acquisitions or dispositions and changes in the direction of the Issuer's business, and any other information the Issuer believes would enhance an understanding of, and would highlight trends in, financial condition and results of operations.*

Variations in period to period amounts are the result of one or more of the following factors:

1. *Expenditures toward work on mineral properties:* The amount expended by the Issuer on all of its mineral properties varied widely during the past three fiscal years. In fiscal 2012 the Issuer expended a total of \$970,553 toward work on its properties; in fiscal 2013 the Issuer expended a total of \$234,204; and in fiscal 2014 the Issuer expended \$201,201. The amounts expended in fiscal 2013 and 2014 dropped as a result of a decrease in available cash resources.
2. *Property Write-downs:* A material variation over the past three fiscal years pertains to the Issuer writing down its capitalized cost of work on certain of its mineral property interests. In fiscal 2012 the Issuer wrote off a total of \$1,341,120 of acquisition costs and exploration expenditures on certain of its properties; in fiscal 2013 it wrote-down \$77,237 of its Canadian and Nevada mineral properties; and in fiscal 2014 it wrote down a total of \$1,452,889 of prior expenditures.
3. *Share Based Compensation:* A material variation over the past three fiscal years is due to the Issuer incurring share based compensation expense related to the granting of options, of \$108,537 during fiscal 2012, \$52,333 in fiscal 2013, and \$6,476 in fiscal 2014.
4. *Other items:* In fiscal year 2013, the Issuer reported recovery of \$122,494 related to investments written-off in fiscal 2008.

- 5.5 *Results of Operations - Discuss management's analysis of the Issuer's operations for the most recently completed financial year, including:*

- (a) *net sales or total revenues by operating business segment, including any changes in such amounts caused by selling prices, volume or quantity of goods or services being sold, or the introduction of new products or services;*
- (b) *any other significant factors that caused changes in net sales or total revenues;*
- (c) *cost of sales or gross profit;*
- (d) *for Issuers that have significant projects that have not yet generated operating revenue, describe each project, including the Issuer's plan for the project and the status of the project relative to that plan, and expenditures made and how these relate to anticipated timing and costs to take the project to the next stage of the project plan;*
- (e) *for resource Issuers with producing mines, identify milestones such as mine expansion plans, productivity improvements, or plans to develop a new deposit;*
- (f) *factors that caused a change in the relationship between costs and revenues, including changes in costs of labour or materials, price changes or inventory adjustments;*
- (g) *commitments, events, risks or uncertainties that you reasonably believe will materially affect the Issuer's future performance including net sales, total revenue and income or loss before discontinued operations and extraordinary items;*
- (h) *effect of inflation and specific price changes on the Issuer's net sales and total revenues and on income or loss before discontinued operations and extraordinary items;*
- (i) *a comparison in tabular form of disclosure you previously made about how the Issuer was going to use proceeds (other than working capital) from any financing, an explanation of variances and the impact of the variances, if any, on the Issuer's ability to achieve its business objectives and milestones; and*
- (j) *unusual or infrequent events or transactions.*

Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

5.6 *Summary of Quarterly Results - Provide the following information in summary form, derived from the Issuer's financial statements, for each of the eight most recently completed quarters:*

- (a) *net sales or total revenues;*
- (b) *income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis; and*
- (c) *net income or loss, in total and on a per-share and diluted per-share basis.*

Discuss the factors that have caused variations over the quarters necessary to understand general trends that have developed and the seasonality of the business.

A summary of quarterly results for the past eight most recently completed quarters ended September 30, 2014 is set out in the table in item 4.2 above. During the three months ended December 31, 2014 the Issuer had \$nil revenue, and a net loss of (\$105,910) equating to a loss per share of (\$0.01).

General and administrative expenses during each of the most recent eight completed quarters are relatively consistent, except for share based compensation expenses and the write-down of past mineral property expenditures (see item 5.4 above).

5.7 *Liquidity - Provide an analysis of the Issuer's liquidity, including:*

- (a) *its ability to generate sufficient amounts of cash and cash equivalents, in the short term and the long term, to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;*
- (b) *trends or expected fluctuations in the Issuer's liquidity, taking into account demands, commitments, events or uncertainties;*
- (c) *its working capital requirements;*
- (d) *liquidity risks associated with financial instruments;*
- (e) *if the Issuer has or expects to have a working capital deficiency, discuss its ability to meet obligations as they become due and how you expect it to remedy the deficiency;*
- (f) *balance sheet conditions or income or cash flow items that may affect the Issuer's liquidity;*
- (g) *legal or practical restrictions on the ability of subsidiaries to transfer funds to the Issuer and the effect these restrictions have had or may have on the ability of the Issuer to meet its obligations; and*
- (h) *defaults or arrears or anticipated defaults or arrears on*
 - (i) *dividend payments, lease payments, interest or principal payment on debt,*
 - (ii) *debt covenants during the most recently completed financial year, and*
 - (iii) *redemption or retraction or sinking fund payments; and**details on how the Issuer intends to cure the default or arrears.*

Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

The Issuer's liquidity depends on its ability to raise equity or debt financing to pay for property exploration and general and administrative expenses.

The Issuer's working capital deficit as of September 30, 2014 was approximately \$272,258; and as at December 31, 2014, it had positive working capital of \$105,859. It is the Issuer's intention to undertake a private placement to finance future developments; however there is no assurance such placement will occur.

5.8 *Capital Resources - Provide an analysis of the Issuer's capital resources, including*

- (a) *commitments for capital expenditures as of the date of the Issuer's financial statements including:*
 - (i) *the amount, nature and purpose of these commitments,*
 - (ii) *the expected source of funds to meet these commitments, and*
 - (iii) *expenditures not yet committed but required to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;*
- (b) *known trends or expected fluctuations in the Issuer's capital resources, including expected changes in the mix and relative cost of these resources; and*
- (c) *sources of financing that the Issuer has arranged but not yet used.*

Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

The Issuer has no commitments for capital expenditures in the near future.

The Issuer will continue to rely on raising debt and equity financing to fund its ongoing operations. There are no present sources of financing that the Issuer has arranged but not yet used.

5.9 *Off-Balance Sheet Arrangements - Discuss any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Issuer including, without limitation, such considerations as liquidity and capital resources. This discussion shall include their business purpose and activities, their economic substance, risks associated with the arrangements, and the key terms and conditions associated with any commitments, including:*

- (a) *a description of the other contracting part(ies);*
- (b) *the effects of terminating the arrangement;*
- (c) *the amounts receivable or payable, revenues, expenses and cash flows resulting from the arrangement;*
- (d) *the nature and amounts of any other obligations or liabilities arising from the arrangement that could require the Issuer to provide funding under the arrangement and the triggering events or circumstances that could cause them to arise; and*
- (e) *any known event, commitment, trend or uncertainty that may affect the availability or benefits of the arrangement (including any termination) and the course of action that management has taken, or proposes to take, in response to any such circumstances.*

The Issuer does not have any off-balance sheet arrangements.

5.10 *Transactions with Related Parties - Discuss all transactions involving related parties as defined by the Handbook.*

Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein. In summary, in each of the last two fiscal years, the Issuer has paid:

- (a) Fiscal 2014 - \$133,191 (2013 - \$124,655) in management fees to its President.
- (b) Fiscal 2014 - \$61,355 (2013 - \$65,875) in professional fees to its CFO.
- (c) Fiscal 2014 - \$78,000 (2013 - \$78,000) in consulting fees for shareholder communication to the Vice-President of the Issuer.
- (d) Fiscal 2014 - \$29,300 (2013 - \$41,850) for geological consulting fees to a director of the Issuer.

(e) Fiscal 2014 - \$21,750 (2013 - \$24,000) as directors fees to all independent directors.

- 5.11 *Fourth Quarter - Discuss and analyze fourth quarter events or items that affected the Issuer's financial condition, cash flows or results of operations, including extraordinary items, year-end and other adjustments, seasonal aspects of the Issuer's business and dispositions of business segments.*

There were no material fourth quarter events or items in the fourth quarter of the fiscal year ended September 30, 2014.

- 5.12 *Proposed Transactions - Discuss the expected effect on financial condition, results of operations and cash flows of any proposed asset or business acquisition or disposition if the Issuer's board of directors, or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with the transaction. Include the status of any required shareholder or regulatory approvals.*

The Issuer has previously announced its intention to investigate alternative business opportunities in the pharmaceutical industry. On September 3, 2014 the Issuer stated in a news release: "while the mining industry is in a downward trend right now, the new laws in various American states, as well as the new Health Canada regulatory changes, have opened an entire new industry which we would like to explore for the benefit of our shareholders. As an emerging industry, both the medical and recreational use of cannabis will provide exceptional business opportunities for years to come." No definitive acquisition or transaction has been negotiated or settled, and there is no assurance any new business will be acquired or followed. Any entry into a new industry will require the Issuer to raise new financing.

- 5.13 *Changes in Accounting Policies including Initial Adoption - Discuss and analyze any changes in the Issuer's accounting policies, including:*

- (a) *for any accounting policies that management has adopted or expects to adopt subsequent to the end of the most recently completed financial year, including changes management has made or expects to make voluntarily and those due to a change in an accounting standard or a new accounting standard that you do not have to adopt until a future date:*
- (i) *describe the new standard, the date the Issuer required to adopt it and, if determined, the date the Issuer plans to adopt it,*
 - (ii) *disclose the methods of adoption permitted by the accounting standard and the method management expects to use,*
 - (iii) *discuss the expected effect on the Issuer's financial statements, or if applicable, state that management cannot reasonably estimate the effect, and*
 - (iv) *discuss the potential effect on the Issuer's business, for example technical violations or default of debt covenants or changes in business practices; and*

Please refer to Note 2 of the Issuer's September 30, 2014 financial statements attached hereto in Appendix C, and the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

- (b) *for any accounting policies that management has initially adopted during the most recently completed financial year,*
- (i) *describe the events or transactions that gave rise to the initial adoption of an accounting policy,*
 - (ii) *describe the accounting principle that has been adopted and the method of applying that principle,*
 - (iii) *discuss the effect resulting from the initial adoption of the accounting policy on the Issuer's financial condition, changes in financial condition and results of operations,*
 - (iv) *if the Issuer is permitted a choice among acceptable accounting principles,*
 - (A) *state that management made a choice among acceptable alternatives,*

- (B) identify the alternatives,
- (C) describe why management made the choice that you did, and
- (D) discuss the effect, where material, on the Issuer's financial condition, changes in financial condition and results of operations under the alternatives not chosen; and
- (v) if no accounting literature exists that covers the accounting for the events or transactions giving rise to management's initial adoption of the accounting policy, explain management's decision regarding which accounting principle to use and the method of applying that principle.

Please refer to Note 3 of the Issuer's September 30, 2014 financial statements attached hereto in Appendix C, and the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

5.14 Financial Instruments and Other Instruments - For financial instruments and other instruments:

- (a) discuss the nature and extent of the Issuer's use of, including relationships among, the instruments and the business purposes that they serve;
- (b) describe and analyze the risks associated with the instruments;
- (c) describe how management manages the risks in paragraph (b), including a discussion of the objectives, general strategies and instruments used to manage the risks, including any hedging activities;
- (d) disclose the financial statement classification and amounts of income, expenses, gains and losses associated with the instrument; and
- (e) discuss the significant assumptions made in determining the fair value of financial instruments, the total amount and financial statement classification of the change in fair value of financial instruments recognized in income for the period, and the total amount and financial statement classification of deferred or unrecognized gains and losses on financial instruments.

Please refer to Note 16 of the Issuer's September 30, 2014 financial statements attached hereto in Appendix C, and the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

Interim MD&A

5.15 Date - Specify the date of the interim MD&A.

The interim MD&A for the three month period ended December 31, 2014 was prepared as of February 25, 2015. Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

5.16 Updated Disclosure - Interim MD&A must update the Issuer's annual MD&A for all disclosure required by sections 5.2 to 5.14 except sections 5.3 and 5.4. This disclosure must include:

- (a) a discussion of management's analysis of
 - (i) current quarter and year-to-date results including a comparison of results of operations and cash flows to the corresponding periods in the previous year;
 - (ii) changes in results of operations and elements of income or loss that are not related to ongoing business operations;
 - (iii) any seasonal aspects of the Issuer's business that affect its financial condition, results of operations or cash flows; and
- (b) a comparison of the Issuer's interim financial condition to the Issuer's financial condition as at the most recently completed financial year-end.

The interim MD&A of financial condition and results of operations for the three month period ended December 31, 2014 is set out in the attached Appendix D.

5.17 Additional Disclosure for Issuers without Significant Revenue:

- (a) unless the information is disclosed in the financial statements to which the annual or interim MD&A relates, an Issuer that has not had significant revenue from operations in either of its last two financial years must disclose a breakdown of material components of:*
 - (i) capitalized or expensed exploration and development costs,*
 - (ii) expensed research and development costs,*
 - (iii) deferred development costs,*
 - (iv) general and administration expenses, and*
 - (v) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (i) through (iv);*
- (b) if the Issuer's business primarily involves mining exploration and development, the analysis of capitalized or expensed exploration and development costs must be presented on a property-by-property basis; and*
- (c) the disclosure in the annual MD&A must be for the two most recently completed financial years and the disclosure in the interim MD&A for the each year-to-date interim period and the comparative period presented in the interim statements.*

Please refer to the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

5.18 Description of Securities:

- (a) disclose the designation and number or principal amount of:*
 - (i) each class and series of voting or equity securities of the Issuer for which there are securities outstanding,*
 - (ii) each class and series of securities of the Issuer for which there are securities outstanding if the securities are convertible into, or exercisable or exchangeable for, voting or equity securities of the Issuer, and*
 - (iii) subject to subsection (b), each class and series of voting or equity securities of the Issuer that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer;*
- (b) if the exact number or principal amount of voting or equity securities of the Issuer that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer is not determinable, the Issuer must disclose the maximum number or principal amount of each class and series of voting or equity securities that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer and, if that maximum number or principal amount is not determinable, the Issuer must describe the exchange or conversion features and the manner in which the number or principal amount of voting or equity securities will be determined; and*
- (c) the disclosure under subsections (a) and (b) must be prepared as of the latest practicable date.*

As at the date of this Listing Statement, the Issuer has the following securities issued and outstanding:

1. 11,667,367 Common Shares (post-consolidated since June 23, 2014); and
2. Stock Options to acquire an aggregate 1,051,000 Common Shares (see section 13.3 below).

5.19 Provide Breakdown:

- (a) if the Issuer has not had significant revenue from operations in either of its last two financial years, disclose a breakdown of material components of:*

- (i) capitalized or expensed exploration and development costs,
- (ii) expensed research and development costs,
- (iii) deferred development costs,
- (iv) general and administrative expenses, and
- (v) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (i) through (iv);
- (b) present the analysis of capitalized or expensed exploration and development costs required by subsection (a) on a property-by-property basis, if the Issuer's business primarily involves mining exploration and development; and
- (c) provide the disclosure in subsection (a) for the following periods:
 - (i) the two most recently completed financial years, and
 - (ii) the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial statements included, if any.

Subsection (a) does not apply if the information required under that subsection has been disclosed in the financial statements.

Please refer to item 5.17 above, and the MD&A set out in Appendix D attached hereto and incorporated by reference herein.

5.20 Negative cash-flow - If the Issuer had negative operating cash flow in its most recently completed financial year for which financial statements have been included, disclose:

- (a) the period of time the proceeds raised are expected to fund operations;
- (b) the estimated total operating costs necessary for the Issuer to achieve its stated business objectives during that period of time; and
- (c) the estimated amount of other material capital expenditures during that period of time.

As at, December 31, 2014 the Issuer had approximately \$187,860 of available cash resources (\$272,376 as at September 30, 2014). The Issuer estimates it has sufficient current assets to sustain the Issuer's general and administrative expenses for at least 12 months. The Issuer has no material capital expenditures planned or financial commitments with respect to its mineral properties.

As stated in Item 3.1 above, each of the Issuer's milestones is dependent upon the Issuer raising debt or equity capital.

5.21 Additional disclosure for Issuers with significant equity investees:

- (a) if the Issuer has a significant equity investee
 - (i) summarized information as to the assets, liabilities and results of operations of the equity investee, and
 - (ii) the Issuer's proportionate interest in the equity investee and any contingent issuance of securities by the equity investee that might significantly affect the Issuer's share of earnings; and
- (b) provide the disclosure in subsection (a) for the following periods
 - (i) the two most recently completed financial years, and
 - (ii) the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial statements included in the Listing Statement, if any.
- (c) Subsection (a) does not apply if:
 - (i) the information required under that subsection has been disclosed in the financial statements included, or
 - (ii) the Issuer includes separate financial statements of the equity investee for the periods referred to in subsection (b).

Not applicable.

6. Market for Securities

- 6.1 *Identify the exchange(s) and quotation and trade reporting system(s) on which the Issuer's securities are listed and posted for trading or quoted.*

The Issuer's Common Shares are listed and posted for trading on the TSX Venture Exchange ("TSXV") under the symbol "EXU". The Issuer has made application to the TSXV for voluntary delisting of its Common Shares and has received conditional approval to list its Common Shares on the CSE.

7. Consolidated Capitalization

- 7.1 *Describe any material change in, and the effect of the material change on, the share and loan capital of the Issuer, on a consolidated basis, since the date of the comparative financial statements for the Issuer's most recently completed financial year contained in the Listing Statement.*

The Issuer is authorized to issue an unlimited number of Common Shares.

The following table is a summary of the change in the issued and outstanding Common Shares of the Issuer to date compared with the two most recently completed financial years:

	December 31, 2014 ¹	September 30, 2014 ¹	September 30, 2013
Common Shares	11,667,367	11,667,367	58,286,789
Stock options	1,051,000	1,061,000	5,640,000
Warrants	Nil	Nil	Nil

1. Reflects a share consolidation on June 23, 2014 on the basis of one new share for every five old shares.

8. Options to Purchase Securities

- 8.1 *State, in tabular form, as at a specified date not more than 30 days before the date of the Listing Statement, information as to options to purchase securities of the Issuer or a subsidiary of the Issuer that are held by:*
- (a) *all executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers as a group, indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies, without naming them;*
 - (b) *all executive officers and past executive officers of all subsidiaries of the Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, in each case, without naming them and excluding individuals referred to in paragraph (a), indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies;*
 - (c) *all other employees and past employees of the Issuer as a group, without naming them;*
 - (d) *all other employees and past employees of subsidiaries of the Issuer as a group, without naming them;*
 - (e) *all consultants of the Issuer as a group, without naming them; and*
 - (f) *any other person or company, including the underwriter, naming each person or company.*

As of the date hereof, an aggregate 1,051,000 stock options to purchase Common Shares of the Issuer are issued and outstanding as follows:

Optionee	No. of Optionees	No. of stock options	Exercise Price per Share	Expiry Date
NEOs	2	40,000	\$0.50	June 10, 2015
	2	80,000	\$2.00	April 21, 2016
	2	28,000	\$0.75	Mar 20, 2017
	2	40,000	\$0.50	May 23, 2017
	2	30,000	\$0.50	Dec 14, 2017
	2	45,000	\$0.50	May 15, 2018
	2	30,000	\$0.055	July 23, 2019
Directors	2	40,000	\$0.50	June 10, 2015
	2	64,000	\$0.50	July 28, 2015
	3	120,000	\$2.00	April 21, 2016
	1	20,000	\$2.00	July 11, 2016
	1	10,000	\$0.75	Jan 12, 2017
	2	47,000	\$0.75	Mar 20, 2017
	4	80,000	\$0.50	May 23, 2017
	4	80,000	\$0.50	Dec 14, 2017
	4	100,000	\$0.50	May 15, 2018
	4	80,000	\$0.055	July 23, 2019
Employees & Consultants	2	7,000	\$0.50	July 28, 2015
	1	10,000	\$0.75	Sep 21, 2015
	7	43,000	\$2.00	April 21, 2016
	7	37,000	\$0.50	May 23, 2017
	3	12,000	\$0.50	May 15, 2018
	3	8,000	\$0.055	July 23, 2019
Total		1,051,000		

9. Description of the Securities

9.1 General - State the description or the designation of each class of equity securities and describe all material attributes and characteristics, including:

- (a) dividend rights;
- (b) voting rights;
- (c) rights upon dissolution or winding-up;
- (d) pre-emptive rights;
- (e) conversion or exchange rights;
- (f) redemption, retraction, purchase for cancellation or surrender provisions;
- (g) sinking or purchase fund provisions;
- (h) provisions permitting or restricting the issuance of additional securities and any other material restrictions; and
- (i) provisions requiring a securityholder to contribute additional capital.

The Issuer is authorized to issue an unlimited number of Common Shares.

Each holder of a Common Share is entitled to: (i) one vote at all meetings of shareholders; (ii) a pro rata share of any dividends or other distributions declared payable by the Board; and (iii) a pro rata share of any distribution of the Issuer's assets on any winding up or dissolution of the Issuer. There are no pre-emptive rights; conversion or exchange rights; redemption, retraction, purchase for cancellation or surrender provisions; sinking or purchase fund provisions; provisions permitting or restricting the issuance of additional securities; or any other material restrictions provisions requiring a security holder to contribute additional capital, which are applicable to the Issuer's Common Shares.

- 9.2 *Debt securities - If debt securities are being listed, describe all material attributes and characteristics of the indebtedness and the security, if any, for the debt, including:*
- (a) *provisions for interest rate, maturity and premium, if any;*
 - (b) *conversion or exchange rights;*
 - (c) *redemption, retraction, purchase for cancellation or surrender provisions,*
 - (d) *sinking or purchase fund provisions;*
 - (e) *the nature and priority of any security for the debt securities, briefly identifying the principal properties subject to lien or charge;*
 - (f) *provisions permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants, including restrictions against payment of dividends and restrictions against giving security on the assets of the Issuer or its subsidiaries, and provisions as to the release or substitution of assets securing the debt securities;*
 - (g) *the name of the trustee under any indenture relating to the Issuer and*
 - (h) *any financial arrangements between the Issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.*

Not Applicable – no debt securities are being listed.

- 9.3 *Other securities - If securities other than equity securities or debt securities are being listed, describe fully the material attributes and characteristics of those securities.*

Not applicable – no other securities are being listed.

- 9.4 *Modification of terms:*

- (a) *describe provisions about the modification, amendment or variation of any rights attached to the securities being listed; and*
- (b) *if the rights of holders of securities may be modified otherwise than in accordance with the provisions attached to the securities or the provisions of the governing statute relating to the securities, explain briefly.*

Not applicable.

- 9.5 *Other attributes:*

- (a) *if the rights attaching to the securities being listed are materially limited or qualified by the rights of any other class of securities, or if any other class of securities ranks ahead of or equally with the securities being listed, include information about the other securities that will enable investors to understand the rights attaching to the securities being listed; and*
- (b) *if securities of the class being listed may be partially redeemed or repurchased, state the manner of selecting the securities to be redeemed or repurchased.*

Not applicable.

- 9.6 *Prior Sales - State the prices at which securities of the same class as the securities to be listed have been sold within the 12 months before the date of the Listing Statement, or are to be sold, by the Issuer or any Related Person and the number of securities of the class sold or to be sold at each price.*

During the 12 months prior to the date of this Listing Statement, no Common Shares were issued. The last issuance of Common Shares was:

Date of Issuance	Number and type of security issued¹	Deemed Value¹	Purpose
December 2, 2013	10,000 shares	\$0.10	Property payment (Long Canyon property)

1. Reflects post-consolidation shares and value. On June 24, 2014, the Issuer's shares were consolidated on the basis of 5 old shares for one new share.

9.7 **Stock Exchange Price:**

- (a) if shares of the same class as the shares to be listed were or are listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the Canadian stock exchange or market on which the greatest volume of trading generally occurs;
- (b) if shares of the same class as the shares to be listed were or are not listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the foreign stock exchange or market on which the greatest volume of trading generally occurs; and
- (c) information is to be provided on a monthly basis for each month or, if applicable, part month, of the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding seven quarters.

The Issuer's Common Shares are currently listed on the TSX Venture Exchange. The trading information chart below chronicles the Issuer's trading history for the past two years:

Period	High	Low	Volume
February 28, 2015 ¹	\$0.03	\$0.025	121,226
January 31, 2015 ¹	\$0.04	\$0.03	20,013
December 2014 ¹	\$0.04	\$0.03	154,472
November 2014 ¹	\$0.04	\$0.03	114,792
October 2014 ¹	\$0.06	\$0.03	132,401
September 2014 ¹	\$0.06	\$0.04	341,300
August 2014 ¹	\$0.06	\$0.05	61,000
July 2014 ¹	\$0.08	\$0.06	405,800
Q3 – Jun 30/14	\$0.08	\$0.01	2,663,800
Q2 – Mar 31/14	\$0.04	\$0.01	4,600,400
Q1 – Dec 31/13	\$0.02	\$0.01	414,900
Q4 – Sep 30/13	\$0.04	\$0.02	95,800
Q3 – Jun 30/13	\$0.05	\$0.03	447,900
Q2 – Mar 31/13	\$0.05	\$0.02	884,100

1. Post consolidated. Consolidation occurred on June 23, 2014.

10. Escrowed Securities

- 10.1 State as of a specified date within 30 days before the date of the Listing Statement, in substantially the following tabular form, the number of securities of each class of securities of the Issuer held, to the knowledge of the Issuer, in escrow (which, for the purposes of this Form includes any securities subject to a pooling agreement) and the percentage that number represents of the outstanding securities of that class. In a note to the table, disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow.

As of the date hereof, there are no securities of the Issuer held in escrow.

11. Principal Shareholders

- 11.1 (1) Provide the following information for each principal shareholder of the Issuer as of a specified date not more than 30 days before the date of the Listing Statement:
- (a) Name;
 - (b) The number or amount of securities owned of the class to be listed;
 - (c) Whether the securities referred to in subsection 11.1(b) are owned both of record and beneficially, of record only, or beneficially only; and
 - (d) The percentages of each class of securities known by the Issuer to be owned.
- (2) If the Issuer is requalifying following a fundamental change or has proposed an acquisition, amalgamation, merger, reorganization or arrangement, indicate, to the extent known, the holding of each person of company described in paragraph (1) that will exist after giving effect to the transaction.
- (3) If, to the knowledge of the Issuer, more than 10 per cent of any class of voting securities of the Issuer is held, or is to be held, subject to any voting trust or other similar agreement, disclose, to the extent known, the designation of the securities, the number or amount of the securities held or to be held subject to the agreement and the duration of the agreement. State the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.
- (4) If, to the knowledge of the Issuer, any principal shareholder is an associate or affiliate of another person or company named as a principal shareholder, disclose, to the extent known, the material facts of the relationship, including any basis for influence over the Issuer held by the person or company other than the holding of voting securities of the Issuer.
- (5) In addition to the above, include in a footnote to the table, the required calculation(s) on a fully-diluted basis.

To the knowledge of the Issuer, as of the date hereof, (i) no person beneficially owns or exercises control or direction over Common Shares of the Issuer carrying more than 10% of the votes attached to the Issuer's Common Shares, (ii) no Common Shares are held, or are to be held, subject to any voting trust or other similar agreement; and (iii) no persons act jointly or in concert in connection with the voting or direction of their Common Shares.

12. Directors and Officers

- 12.1 List the name and municipality of residence of each director and executive officer of the Issuer and indicate their respective positions and offices held with the Issuer and their respective principal occupations within the five preceding years.
- 12.2 State the period or periods during which each director has served as a director and when his or her term of office will expire.

Name, Municipality of Residence and Offices Held	Date Appointed ¹	Principal Occupation
Steven Chan Surrey, B.C. Director	December 2, 2004	Consultant to public companies in areas of financing and public relations
James Chapman Vancouver, BC Director	January 12, 2012	Self-employed consulting geologist since 1982

Name, Municipality of Residence and Offices Held	Date Appointed¹	Principal Occupation
William Galine Reno, Nevada <i>Director, Interim CEO</i>	September 17, 2014	Interim CEO of the Issuer (previously Executive Vice President and Secretary of the Issuer)
Robert Lunde Vancouver, BC <i>Director</i>	February 23, 2015	President of Rolar Consulting Inc.
Jorge Avelino Coquitlam, BC <i>Chief Financial Officer</i>	January 1, 2007	Managing Partner of Javell International, a private firm providing financial management since 1988

1. Each director's term expires at the earlier of the next annual general meeting of shareholders, or the date of resignation.

- 12.3 *State the number and percentage of securities of each class of voting securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control or direction is exercised by all directors and executive officers of the Issuer as a group.*

The directors and officers of the Issuer as a group, beneficially own, directly or indirectly, or exercise control or direction over a total of 58,760 Common Shares, representing approximately 0.50% of the total votes attached to the Issuer's issued and outstanding Common Shares.

- 12.4 *Disclose the board committees of the Issuer and identify the members of each committee.*

The Issuer has two committees – an Audit Committee and a Compensation and Corporate Governance Committee, comprised of:

Audit Committee:

Steven Chan (Chairman)
William Galine
James Chapman

Compensation & Corporate Governance Committee:

Steven Chan (Chairman)
William Galine
James Chapman

- 12.5 *If the principal occupation of a director or officer of the Issuer is acting as an officer of a person or company other than the Issuer, disclose the fact and state the principal business of the person or company.*

See items 12.1 above and 12.11 below for information regarding the principal occupations of the Issuer's directors and officers.

- 12.6 *Disclose if a director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:*

- (a) *was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;*
- (b) *was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a*

- period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;*
- (c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or*
 - (d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.*

Not applicable.

- 12.7 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has:*
- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or*
 - (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.*

Not Applicable.

- 12.8 Despite section 12.7, no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be important to a reasonable investor in making an investment decision.*

Not Applicable.

- 12.9 If a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.*

Not Applicable.

- 12.10 Disclose particulars of existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director or officer of the Issuer or a subsidiary of the Issuer.*

The directors and officers of the Issuer may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of the directors and officers may conflict with the interests of the Issuer. In the event that such a conflict of interest arises at a meeting of the directors of the Issuer, a director is required to disclose the conflict of interest and to abstain from voting on the matter.

- 12.11 Management — In addition to the above provide the following information for each member of management:*
- (a) state the individual's name, age, position and responsibilities with the Issuer and relevant educational background;*

- (b) *state whether the individual works full time for the Issuer or what proportion of the individual's time will be devoted to the Issuer;*
- (c) *state whether the individual is an employee or independent contractor of the Issuer;*
- (d) *state the individual's principal occupations or employment during the five years prior to the date of the Listing Statement, disclosing with respect to each organization as of the time such occupation or employment was carried on:*
 - (i) *its name and principal business,*
 - (ii) *if applicable, that the organization was an affiliate of the Issuer,*
 - (iii) *positions held by the individual, and*
- (iv) *whether it is still carrying on business, if known to the individual;*
- (e) *describe the individual's experience in the Issuer's industry; and*
- (f) *state whether the individual has entered into a non-competition or non-disclosure agreement with the Issuer.*

The Issuer's management team is comprised of Bill Galine, (Interim CEO) and Jorge Avelino (CFO).

Bill Galine, Age 64, Interim CEO, Secretary,

Bill Galine, a graduate of San Diego University, has been involved for the past 21 years in corporate finance and marketing. He has worked in public relations and corporate communications since 1984 as a business owner and as a consultant to public companies. At this time he also serves as president of Toro Resources Corp. He brings to Expedition Mining Inc. his combined experience and knowledge in the area of investor relations and business

Mr. Galine has a management agreement with the Issuer, effective since July 1, 2010, where he is paid a fee of \$6,500 per month for acting as Executive Vice-President of the Issuer. He will devote 70% of his time to the Issuer. Mr. Galine is working for the Issuer on a contractual basis and has not entered into a non-competition agreement with the Issuer.

Jorge Avelino, Age 64, CFO

Mr. Avelino has a Business Administration degree from the University of Ateneo and over 25 years of accounting and financial management experience in both the private and public sectors. Since 1986, Mr. Avelino has dealt with start-up ventures and public companies involved in the resource sector and high tech enterprises. Mr. Avelino also deals with pre-exploration companies listed with the SEC. Prior to dealing with public companies, Mr. Avelino was the general accountant for a Vancouver manufacturing & retail company in the forest industry. He has served as a director or officer of various companies.

Mr. Avelino is working for the Issuer on a contractual basis and has not entered into a non-competition agreement with the Issuer.

13. Capitalization

13.1 Prepare and file the following chart for each class of securities to be listed:

Each of the tables in this section 13 refer only to the Issuer's Common Shares.

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	11,667,367	12,718,367 ⁽¹⁾		
Held by Related Persons ⁽²⁾ (B)	58,760	612,760	0.05%	4.86%
Total Public Float (A-B)	11,608,607	12,105,607	99.95%	95.14%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions ⁽³⁾ (C)	nil	nil	nil%	nil%
Total Tradeable Float (A-C)	11,667,367	12,718,367	100.0%	100.0%

(1) Includes 1,051,000 incentive stock options.

(2) Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held). See below.

(3) Includes restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders.

The following securities are held by Related Persons:

Name	Common Shares	Options
Steven Chan	25,900	120,000
James Chapman	0	100,000
William Galine	18,860	231,000
Jorge Avelino	14,000	103,000
Robert Lunde	0	0
Totals	58,760	554,000

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	2	124
100 – 499 securities	1	133
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities		
	3	257

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	33	1,326
100 – 499 securities	172	42,875
500 – 999 securities	66	37,356
1,000 or more securities	328	4,849,779
Unable to confirm		6,677,271
Totals	597	11,608,607

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	3	58,760
	3	58,760

- 13.2 *Provide the following details for any securities convertible or exchangeable into any class of Common Shares.*

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of Common Shares upon conversion / exercise
Stock Options:		
Exercisable @ \$0.50 per Share to June 10, 2015	80,000	80,000
Exercisable @ \$0.50 per Share to July 28, 2015	71,000	71,000
Exercisable @ \$0.75 per Share to September 21, 2015	10,000	10,000
Exercisable @ \$2.00 per Share to April 21, 2016	243,000	243,000
Exercisable @ \$2.00 per Share to July 11, 2016	20,000	20,000
Exercisable @ \$0.75 per Share to January 12, 2017	10,000	10,000
Exercisable @ \$0.75 per Share to March 20, 2017	75,000	75,000
Exercisable @ \$0.50 per Share to May 23, 2017	157,000	157,000
Exercisable @ \$0.50 per Share to December 14, 2017	110,000	110,000
Exercisable @ \$0.50 per Share to May 15, 2018	157,000	157,000
Exercisable @ \$0.055 per Share to July 23, 2019	118,000	118,000
Total	1,051,000	1,051,000

- 13.3 *Provide details of any listed securities reserved for issuance that are not included in section 13.2.*

Not Applicable.

14. Executive Compensation

- 14.1 *Attach a Statement of Executive Compensation from Form 51-102F6 or any successor instrument and describe any intention to make any material changes to that compensation.*

Please see Appendix E attached hereto.

15. Indebtedness of Directors and Executive Officers

15.1 Aggregate Indebtedness

- (1) *Complete the above table for the aggregate indebtedness outstanding as at a date within 30 days before the date of the information circular entered into in connection with:*
 - (a) *a purchase of securities; and*
 - (b) *all other indebtedness.*
- (2) *Report separately the indebtedness to:*
 - (a) *the Issuer or any of its subsidiaries (column (b)); and*
 - (b) *another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries (column (c)),*
of all officers, directors, employees and former officers, directors and employees of the Issuer or any of its subsidiaries.
- (3) *"Support agreement" includes, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower.*

No officer or director (i) has been indebted to the Issuer at any time during the most recently completed financial year or is currently indebted to the Issuer, or (ii) is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding.

15.2 *Indebtedness of Directors and Executive Officers under (1) Securities Purchase and (2) Other Programs*

Not applicable.

- (1) *Complete the above table for each individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Issuer, each proposed nominee for election as a director of the Issuer, and each associate of any such director, executive officer or proposed nominee,*
- (a) *who is, or at any time since the beginning of the most recently completed financial year of the Issuer has been, indebted to the Issuer or any of its subsidiaries, or*
 - (b) *whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries,*
- and separately disclose the indebtedness for security purchase programs and all other programs.*
- (2) *Note the following:*
- Column (a) – disclose the name and principal position of the borrower. If the borrower was, during the year, but no longer is a director or executive officer, state that fact. If the borrower is a proposed nominee for election as a director, state that fact. If the borrower is included as an associate, describe briefly the relationship of the borrower to an individual who is or, during the year, was a director or executive officer or who is a proposed nominee for election as a director, name that individual and provide the information required by this subparagraph for that individual.*
- Column (b) – disclose whether the Issuer or a subsidiary of the Issuer is the lender or the provider of a guarantee, support agreement, letter of credit or similar arrangement or understanding.*
- Column (c) – disclose the largest aggregate amount of the indebtedness outstanding at any time during the last completed financial year.*
- Column (d) – disclose the aggregate amount of indebtedness outstanding as at a date within thirty days before the date of the information circular.*
- Column (e) – disclose separately for each class or series of securities, the sum of the number of securities purchased during the last completed financial year with the financial assistance (security purchase programs only).*
- Column (f) – disclose the security for the indebtedness, if any, provided to the Issuer, any of its subsidiaries or the other entity (security purchase programs only).*
- Column (g) – disclose the total amount of indebtedness that was forgiven at any time during the last completed financial year.*
- (3) *Supplement the above table with a summary discussion of:*
- (a) *the material terms of each incidence of indebtedness and, if applicable, of each guarantee, support agreement, letter of credit or other similar arrangement or understanding, including:*
 - (i) *the nature of the transaction in which the indebtedness was incurred,*
 - (ii) *the rate of interest,*
 - (iii) *the term to maturity,*
 - (iv) *any understanding, agreement or intention to limit recourse, and*
 - (v) *any security for the indebtedness;*
 - (b) *any material adjustment or amendment made during the most recently completed financial year to the terms of the indebtedness and, if applicable, the guarantee, support agreement, letter of credit or similar arrangement or understanding. Forgiveness of indebtedness reported in column (g) of the above table should be explained; and*
 - (c) *the class or series of the securities purchased with financial assistance or held as security*

for the indebtedness and, if the class or series of securities is not publicly traded, all material terms of the securities, including the provisions for exchange, conversion, exercise, redemption, retraction and dividends.

16. Risk Factors

- 16.1 Disclose risk factors relating to the Issuer and its business, such as cash flow and liquidity problems, if any, experience of management, the general risks inherent in the business carried on by the Issuer, environmental and health risks, reliance on key personnel, regulatory constraints, economic or political conditions and financial history and any other matter that would be likely to influence an investor's decision to purchase securities of the Issuer.*

The Issuer's business, operating results and financial condition could be adversely affected by any of the risks outlined below. These risks and uncertainties are not the only ones facing the Issuer. Additional risks and uncertainties not currently known to the Issuer, or that the Issuer currently deems immaterial, may also impair the operations of the Issuer. If any such risks actually occur, the financial condition, liquidity and results of operations of the Issuer could be materially adversely affected and the ability of the Issuer to implement its growth plans could be adversely affected.

An investment in the Issuer's Shares is speculative and will be subject to certain material risks and investors should not invest in securities of the Issuer unless they can afford to lose their entire investment.

Exploration, Development and Mine Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. With respect to seeking out prospective properties, few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will prove to be accurate or economically recoverable. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Issuer's resource base.

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development, production and processing of minerals. These include unusual and unexpected geological formations, rock falls, seismic activities, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

Mineral Resources and Reserves

The Issuer has not been able to demonstrate, to date, any mineral resources or reserves on any of its mineral property interests. Unless otherwise indicated, mineralization figures later presented will be based upon estimates made by the Issuer, personnel and independent geologists. These estimates may be imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Because the Issuer has not defined any proven or probable reserves on any of its properties, future mineralization estimates for the Issuer's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Any future resource estimates will likely be determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Issuer's control including the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation. Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted.

Domestic and International Competition

The Issuer faces competition in the domestic and international markets in which it operates. The Issuer's ability to compete depends on, among other things, knowledgeable personnel, high product quality, competitive pricing and range of product offerings. Increased competition may require the Issuer to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations.

Licenses and Permits, Laws and Regulations

The Issuer's operations and development activities, including mine, mill, road and other facilities, require permits and approvals from various government authorities and are subject to extensive provincial, state, federal and local laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, such changes can be retroactive, can become more stringent and compliance can therefore become more costly. The Issuer may be required to obtain additional licenses and permits from various governmental authorities to continue and expand its exploration and development activities. There can be no guarantee that the Issuer will be able to maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time consuming process. Title to, and the area of, mineral properties may be disputed. The Issuer cannot give assurance that title to its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify.

Environmental Risks

The environmental protection laws and regulations in Canada and the United States relate to environmental protection, prevention and control of atmospheric and water pollution. There are prescribed standards relating to the discharge of wastes, effluent and gases. These regulations authorize applicable governments to impose penalties on companies that do not comply with the

relevant requirements. All phases of the mining business present environmental risks and hazards and are subject to environmental regulations pursuant to a variety of conventions, local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. Compliance with such laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Capital Requirements and Liquidity

Additional funds for the continuation of the Issuer's planned operations may be required. The Issuer has no cash flow from its operations. No assurance can be given that the Issuer will be able to raise additional funding required for its activities. Revenues, taxes, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financings may be dilutive to shareholders. Debt financing, if undertaken, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Issuer or at all. If the Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Reliance on Management and Dependence on Key Personnel

The success of the Issuer will be largely dependent upon the performance of the directors and officers and their ability to attract and retain key personnel on an ongoing basis. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. The Issuer will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Issuer can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects. The Issuer does not have employment contracts with its key personnel and does not have any key man insurance.

Regulatory Requirements

The current or future operations of the Issuer may require permits from various governmental authorities, and such operations will be governed by laws and regulations governing production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Issuer may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any project which the Issuer might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Amendments to current laws, regulations and permits governing operations and activities of companies such as the Issuer, or more stringent implementation thereof, could have a material adverse impact on the Issuer and cause increases in capital expenditures or costs or requirement abandonment or delays in the development of new projects.

Uninsurable Risks

Exploration, development, production and processing involves numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Issuer's results of operations and financial condition and could cause a decline in the value of the Issuer's Common Shares.

Limited Operating History

The Issuer has no history of mineral production, revenue generation or earnings.

Conflicts of Interest

Certain of the directors and officers of the Issuer may be engaged in, and may continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Issuer may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the company, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that such conflicts arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Issuer in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

Potential Dilution of Present and Prospective Shareholdings

In order to finance future operations and development efforts, the Issuer may raise funds through the issue of Common Shares or the issue of securities convertible into or exercisable for Common Shares. The Issuer cannot predict the size of future issues of Common Shares or the issue of securities convertible into or exercisable for Common Shares or the effect, if any, that future issues and sales of the Common Shares will have on the market price of the Common Shares outstanding prior to such events. Any transaction involving the issue of previously unissued Shares, or securities convertible into or exercisable for Shares, would result in dilution, which may be substantial, to existing holders of Common Shares.

Possible Change of Business

The Issuer has announced its intention to seek business opportunities outside of the mineral exploration industry, specifically in the medical and recreational cannabis field, as well as possible projects in the hemp industry in both Canada and the United States. There is no assurance that any such project or business will be identified on terms acceptable to the Issuer, or at all. Any new business may involve material expenses to implement (including regulatory and shareholder approvals), may take several months to complete, may involve a change of management, and may involve the Issuer raising additional equity financing. There is no assurance that any new business venture will prove to be profitable.

Tax Risk

Income tax consequences will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisors prior to purchasing Common Shares of the Issuer.

- 16.2 *If there is a risk that security holders of the Issuer may become liable to make an additional contribution beyond the price of the security, disclose that risk.*

There is no such risk.

- 16.3 *Describe any risk factors material to the Issuer that a reasonable investor would consider relevant to an investment in the securities being listed and that are not otherwise described under section 16.1 or 16.2.*

Please refer to the Issuer's MD&A attached hereto for additional risk factors.

17. Promoters

- 17.1 *For a person or company that is, or has been within the two years immediately preceding the date of the Listing Statement, a promoter of the Issuer or of a subsidiary of the Issuer, state:*

- (a) *the person or company's name;*
- (b) *the number and percentage of each class of voting securities and equity securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control is exercised;*
- (c) *the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter directly or indirectly from the Issuer or from a subsidiary of the Issuer, and the nature and amount of any assets, services or other consideration therefor received or to be received by the Issuer or a subsidiary of the Issuer in return; and*
- (d) *for an asset acquired within the two years before the date of the Listing Statement or thereafter, or to be acquired, by the Issuer or by a subsidiary of the Issuer from a promoter:*
 - (i) *the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,*
 - (ii) *the person or company making the determination referred to in subparagraph (i) and the person or company's relationship with the Issuer, the promoter, or an associate or affiliate of the Issuer or of the promoter, and*
 - (iii) *the date that the asset was acquired by the promoter and the cost of the asset to the promoter.*

Ron Atlas, the former CEO, President and a director of the Issuer may be considered to have been a promoter of the Issuer. Mr. Atlas passed away in February 2015. Mr. Atlas owned 748,800 Common Shares or 6.4% of the Issuer's current issued and outstanding Common Shares. In the past two years preceding the date of this Listing Statement, Mr. Atlas (i) received the salary and

stock options as set out in the Executive Compensation disclosure in Schedule "E" hereto, and (ii) did not sell or transfer any property or assets to the Issuer.

- 17.2 (1) *If a promoter referred to in section 17.1 is, as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer, or chief financial officer of any person or company that:*
- (a) *was subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer; or*
 - (b) *was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer,*
- state the fact and describe the basis on which the order was made and whether the order is still in effect.*
- (2) *For the purposes of section 17.2(1), "order" means:*
- (a) *a cease trade order;*
 - (b) *an order similar to a cease trade order; or*
 - (c) *an order that denied the relevant person or company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.*
- (3) *If a promoter referred to in section 17.2(1):*
- (a) *is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any person or company that, while the promoter was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or*
 - (b) *has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter, state the fact.*
- (4) *Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter referred to in section 17.2(1) has been subject to:*
- (a) *any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement agreement with a provincial and territorial securities regulatory authority; or*
 - (b) *any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.*
- (5) *Despite section 17.2(4), no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be considered important to a reasonable investor in making an investment decision.*

Not applicable.

18. Legal Proceedings

- 18.1 *Describe any legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and any such proceedings known to the Issuer to be contemplated, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.*

The Issuer is not a party to any material legal proceedings, nor are any of its properties the subject matter of any proceedings, and none are contemplated.

18.2 Regulatory actions - Describe any:

- (a) *penalties or sanctions imposed against the Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof;*
- (b) *other penalties or sanctions imposed by a court or regulatory body against the Issuer necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; and*
- (c) *settlement agreements the Issuer entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.*

Not Applicable.

19. Interest of Management and Others in Material Transactions

19.1 Describe, and state the approximate amount of any material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years before the date of the Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer:

- (a) *any director or executive officer of the Issuer;*
- (b) *a person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class or series of your outstanding voting securities; and*
- (c) *an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).*

The only material transaction involving the Issuer's officers and directors is that they have all agreed to defer some of their salaries or fees until such time as the Issuer is properly funded. The former CEO, and the CFO, have each agreed to defer 50% of their fees, the interim CEO will defer 20% of his fees, and the independent directors will defer all of their director fees. All deferred fees will be reported as accounts payable.

20. Auditors, Transfer Agents and Registrars

20.1 State the name and address of the auditor of the Issuer.

The Issuer's auditor is De Visser Gray LLP, Chartered Accountants of 401 - 905 West Pender Street, Vancouver, B.C. V7Y 1G6.

20.2 For each class of securities, state the name of any transfer agent, registrar, trustee, or other agent appointed by the Issuer to maintain the securities register and the register of transfers for such securities and indicate the location (by municipality) of each of the offices of the Issuer or transfer agent, registrar, trustee or other agent where the securities register and register of transfers are maintained or transfers of securities are recorded.

The Issuer's transfer agent and registrar of its Common Shares is Computershare Trust Company of Canada at 3rd Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9.

21. Material Contracts

- 21.1 *Give particulars of every material contract, other than contracts entered into in the ordinary course of business that was entered into within the two years before the date of Listing Statement by the Issuer or a subsidiary of the Issuer.*

During the two years preceding the date of this Listing Statement, other than contracts entered into in the ordinary course of business or the agreements described elsewhere in this Listing Statement, the Issuer has not entered into any material agreements.

- 21.2 *If applicable, attach a copy of any co-tenancy, unitholders' or limited partnership agreement.*

Not applicable.

22. Interest of Experts

- 22.1 *Disclose all direct or indirect interests in the property of the Issuer or of a Related Person of the Issuer received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.*
- 22.2 *Disclose the beneficial ownership, direct or indirect, by a person or company referred to in section 22.1 of any securities of the Issuer or any Related Person of the Issuer.*
- 22.3 *For the purpose of section 22.2, if the ownership is less than one per cent, a general statement to that effect shall be sufficient.*
- 22.4 *If a person, or a director, officer or employee of a person or company referred to in section 22.1 is or is expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associate or affiliate of the Issuer, disclose the fact or expectation.*

Not Applicable.

23. Other Material Facts

- 23.1 *Give particulars of any material facts about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.*

There are no other material facts that are not disclosed under the preceding items and that are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

24. Financial Statements

- 24.1 *Provide the following audited financial statement for the Issuer:*
- (a) *copies of all financial statements including the auditor's reports required to be prepared and filed under applicable securities legislation for the preceding three years as if the Issuer were subject to such law; and*
 - (b) *a copy of financial statements for any completed interim period of the current fiscal year.*

Attached hereto in Appendix C are copies of the Issuer's audited financial statements for the fiscal years ended September 30, 2014, 2013 and 2012; and interim unaudited financial statements for the three month period ended December 31, 2014.

24.2 *For Issuers re-qualifying for listing following a fundamental change provide*

- (a) the information required in sections 4.1 to 4.3 for the target;*
- (b) financial statement for the target prepared in accordance with the requirements of National Instrument 41-101 General Prospectus Requirements as if the target were the Issuer;*
- (c) pro-forma consolidated financial statements for the New Issuer giving effect to the transaction for:*
 - (i) the last full fiscal year of the Issuer, and*
 - (ii) any completed interim period of the current fiscal year.*

Not applicable.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **EXPEDITION MINING INC.** hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to **EXPEDITION MINING INC.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated this 19th day of May, 2015.

"William Galine"

William Galine
Director

"Steve Chan"

Steve Chan
Director

"Robert Lunde"

Robert Lunde
Director

APPENDIX A

MINERAL PROJECTS

The Issuer has one material mineral project, being the Mt. Mervyn Gold Project in Yukon, Canada.

The following information is extracted from a report entitled “NI 43-101 TECHNICAL REPORT – MT. MERVYN GOLD PROJECT” dated January 31, 2015; prepared for the Issuer by J. Chapman, P. Geo, filed on SEDAR. The report is incorporated by reference herein, and readers are encouraged to review the report in its entirety. The following is a summary only of the report.

Location and Ownership

The Mt. Mervyn property is located approximately 105kms northeast of Mayo, within the Mayo Mining District, Yukon Territory. Access to the property area is by helicopter from Mayo, or fixed wing aircraft to the Rakla strip located approximately 45kms northeast of the property. The claims lie along the southern edge of the area known as the Rakla Gold Belt. The Mount Mervyn property consists of 314 claims staked in March 2011, which are active until March 15, 2017. All claims are owned by Amritpaul Dadwal.

Geology and Mineralization

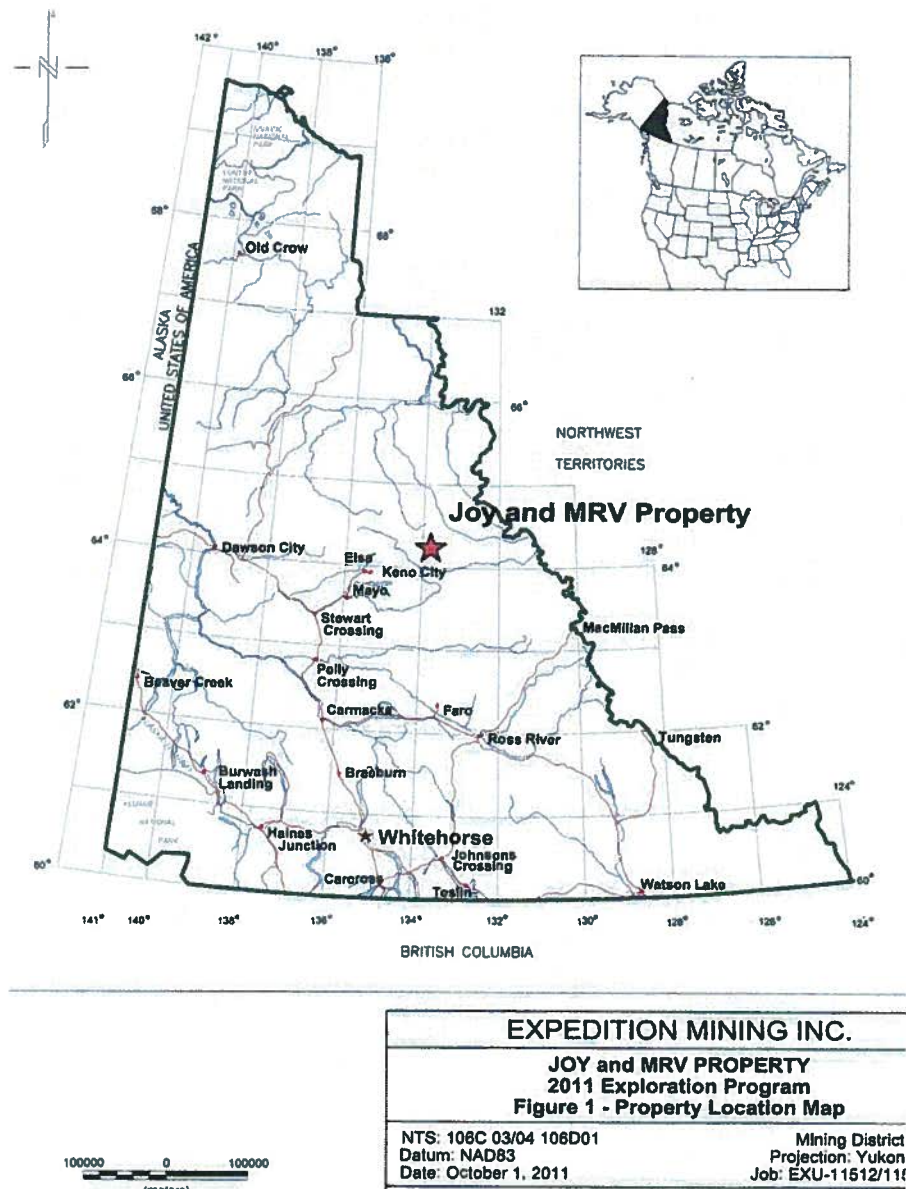
The Mt. Mervyn property located on NTS Map Sheet 106D/ 01 has only been mapped at the 1:250K scale by the Yukon Geological Survey. Regional geology indicates that the Mt. Mervyn block is located south of the Dawson Thrust and is mainly comprised of Devonian-Mississippian limestones. The Mount Mervyn map sheet is underlain by Proterozoic and Paleozoic siliciclastic and carbonate rocks that have been deformed into an east-trending fold-and-thrust belt. Regional soil geochemical data coupled with bedrock observations highlight new areas of mineral potential (i.e., Ni and Au) that have not been previously identified.

Historic Exploration and Data

In 2010, a regional ridge and spur soil sampling campaign was carried out by the Yukon Geological Survey in parallel with bedrock mapping in Mount Mervyn map area (106C/04) known as the South Wernecke mapping project (SWP). No other work is known for the property. Prospecting, stream, soil and rock sampling carried out by Aurora Geosciences on behalf of Expedition during 2011 identified gold/mercury/arsenic/antimony anomalies potentially associated with Carlin type formations. An initial stream sampling program was carried out from June 9 to July 2, 2011, and a soil sampling program between August 3 and September 18, 2011. Prospecting was carried out in conjunction with both programs and a total of 60 rock samples collected. Sixty nine stream samples were collected along with 1778 soil samples.

Conclusions and Recommendations

Multi element geochemical anomalies have been identified on the Mt. Mervyn property that may indicate the presence of Carlin style gold mineralization. Permissive calcareous rocks were identified during the mapping portion of the field program. Additional detailed mapping, grid soil sampling and trenching would be required to follow up the preliminary findings of the 2011 work programs.



A program of mapping, hand trenching and grid based soil sampling is recommended for the Mt. Mervyn property as detailed below.

Detailed Mapping,	30days @ \$400/day	\$12,000
Surface trenching		\$20,000
Analyses – 500 samples	@ \$30/sample	\$15,000
Support	45 days @ \$300/day	\$13,500
Contingencies @ 10%		\$ 6,050
Total		\$66,550

APPENDIX B
GLOSSARY OF TERMS

Unless otherwise indicated or the context otherwise indicates, the following definitions are used in this Listing Statement. In the event of a conflict between a term defined herein and a term defined in the CSE Policies, the CSE definition will govern.

“Board” means the board of directors of the Issuer;

“BCBCA” means the *Business Corporations Act* (British Columbia);

“Common Share” or **“Share”** means a post-consolidated common share in the capital of the Issuer as exists as of the date of this Listing Statement;

“Issuer” means Expedition Mining Inc., a company incorporated under the provisions of the BCBCA;

“CSE” means the Canadian Stock Exchange;

“Eligible Persons” means directors, officers, employees, consultants or advisors of the Issuer or its affiliates and including the personal holding company of such individuals to whom stock options can be granted under the Issuer’s Stock Option Plan;

“Listing Statement” means this CSE listing statement dated May 19, 2015;

“Listing Date” means the date that Common Shares are listed on the CSE;

“MD&A” means Management’s Discussion and Analysis for the Issuer, as filed on SEDAR under the Issuer’s profile;

“NI 43-101” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, adopted by the Canadian Securities Administrators;

“Optionee” means the Eligible Person to whom an option to acquire Common Shares was granted in accordance with the terms of the Issuer’s Stock Option Plan;

“SEDAR” means the System for Electronic Document Analysis and Retrieval developed by Canadian Securities Administrators which is accessible at www.sedar.com;

“Shareholder” means a registered or beneficial holder of Common Shares or, if the context requires, other securities of the Issuer;

“Stock Option Plan” means the stock option plan of the Issuer adopted by the Issuer’s Board, as amended from time to time, and approved by the Issuer’s Shareholders annually at the Issuer’s annual general meeting;

“Technical Report” means that independent report entitled “*NI 43-101 Technical Report on the Mt. Mervyn Gold Property*” dated January 31, 2015, as prepared by J. Chapman, P. Geo. for the Issuer; and

“Transfer Agent” means Computershare Trust Issuer of Canada.

APPENDIX C

**FINANCIAL STATEMENTS FOR THE YEARS ENDED
SEPTEMBER 30, 2014, 2013 AND 2012**

**INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTH PERIOD ENDED
DECEMBER 31, 2014**

EXPEDITION MINING INC.
CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2014

and

September 30, 2013

(Expressed in Canadian Dollars)

Corporate Head Office
Suite 600, 890 West Pender St.
Vancouver, BC V6C 1L9
Tel: 604 662-3903

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Expedition Mining Inc.,

We have audited the accompanying consolidated financial statements of Expedition Mining Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at September 30, 2014 and 2013 and the consolidated statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Expedition Mining Inc. and its subsidiaries as at September 30, 2014 and 2013 and their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

De Visser Gray LLP

CHARTERED ACCOUNTANTS
Vancouver, Canada
January 27, 2015

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	September 30, 2014	September 30, 2013
	\$	\$
ASSETS		
Current assets		
Cash (Note 3)	272,376	937,742
Receivables and prepaids (Notes 4 & 6)	7,692	73,125
Security deposits	<u>5,750</u>	<u>5,750</u>
	285,818	1,016,617
 Equipment (Note 5)	 1,574	 13,800
Reclamation bond (Note 6)	13,541	4,760
Exploration and evaluation assets (Notes 6 and 9)	<u>1</u>	<u>1,251,689</u>
	<u>300,934</u>	<u>2,286,866</u>
 LIABILITIES & SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 7 & 8)	<u>74,167</u>	<u>53,215</u>
 Shareholders' equity		
Share capital (Note 9)	25,527,873	25,526,873
Share-based payment reserve (Note 9e)	3,919,385	3,912,909
Deficit	<u>(29,220,491)</u>	<u>(27,206,131)</u>
	226,767	2,233,651
	<u>300,934</u>	<u>2,286,866</u>
 Nature and continuance operations (Note 1)		
Basis of presentation (Note 2)		

Approved on behalf of the Board of Directors:

"Ronald Atlas", Director

"Steve Chan", Director

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the Years Ended September 30

	2014	2013
	\$	\$
General and administrative expenses:		
Bank charges and interest	943	975
Consulting fees	-	16,000
Corporate and administration fees	9,293	36,548
Directors' fees	21,750	24,000
Filing and transfer agent fees	22,238	16,269
Legal & accounting fees (Note 8)	90,034	93,901
Management fees (Note 8)	211,191	202,655
Office, rent and insurance	44,868	66,947
Property investigation	125,000	800
Shareholders' communication, & promotion	17,975	27,559
Travel, meals & entertainment	7,305	17,286
	<u>(550,597)</u>	<u>(502,940)</u>
Other items:		
Amortization	(12,226)	(4,472)
Interest income	7,973	14,879
Other income (Recovery of Asset backed commercial paper)	-	122,494
Foreign exchange loss	(145)	-
Share-based payments (Note 9e)	(6,476)	(52,333)
Expenses recovered	-	6,236
Write-down exploration & evaluation assets	(998,256)	-
Write-off exploration & evaluation assets	<u>(454,633)</u>	<u>(77,237)</u>
Loss before income tax	<u>(2,014,360)</u>	<u>(493,373)</u>
Net loss and comprehensive loss	<u>(2,014,360)</u>	<u>(493,373)</u>
Basic and diluted loss per share	<u>(0.17)</u>	<u>(0.04)</u>
Weighted average – number of shares outstanding	<u>11,665,659</u>	<u>11,642,962</u>

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended September 30

	2014	2013
	\$	\$
Cash provided by (used for):		
Operating activities		
Net loss for the year	(2,014,360)	(493,373)
Adjustments which do not affect cash:		
Amortization	12,226	4,472
Stock-based compensation	6,476	52,333
Write-down of exploration & evaluation assets	998,256	-
Write-off of exploration & evaluation assets	454,633	77,237
	<u>(542,769)</u>	<u>(359,331)</u>
Net changes in non-cash working capital items:		
Amounts receivable	65,433	(52,948)
Prepaid expense	-	6,595
Accounts payable and accrued liabilities	20,952	1,824
	<u>(456,384)</u>	<u>(403,860)</u>
Investing activities		
Purchase of capital assets	-	(2,248)
Exploration and evaluation assets	(200,201)	(234,204)
Reclamation bond	(8,781)	(4,760)
	<u>(208,982)</u>	<u>(241,212)</u>
Decrease in cash	(665,366)	(645,072)
Cash - beginning of year	937,742	1,582,814
Cash - end of year	<u>272,376</u>	<u>937,742</u>
<u>Supplementary disclosures:</u>		
Interest income received	7,973	14,500
Note 10 – Non-cash transactions		

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Issued Share Capital		Share- Based Payment Reserve	Deficit	Total
	Number of Shares	Amount			
Balance, September 30, 2012	11,637,367	25,522,873	3,860,576	(26,712,758)	2,670,691
Issued pursuant to property agreement	20,000	4,000	-	-	4,000
Fair-value of options granted	-	-	52,333	-	52,333
Loss for the year	-	-	-	(493,373)	(493,373)
Balance, September 30, 2013	11,657,367	\$ 25,526,873	\$ 3,912,909	\$ (27,206,131)	\$ 2,233,651
Issued pursuant to property agreement	10,000	1,000	-	-	1,000
Fair-value of options granted	-	-	6,476	-	6,476
Loss for the year	-	-	-	(2,014,360)	(2,014,360)
Balance, September 30, 2014	11,667,367	\$ 25,527,873	\$ 3,919,385	\$ (29,220,491)	\$ 226,767

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS
For the Years Ended September 30, 2014 and September 30, 2013

	Balance October 1, 2012 \$	Additions \$	Write-off/ Write- down \$	Balance September 30, 2013 \$	Additions \$	Write-off/ Write-down \$	Balance September 30, 2014 \$
Joy Property (Yukon)							
Acquisition costs	-	-	-	-	-	-	-
Exploration costs:							
Camp	-	-	-	-	-	-	-
Consulting - geology	-	-	-	-	-	-	-
Data acquisition	-	-	-	-	-	-	-
Fieldwork & supplies	-	-	-	-	-	-	-
Geochem and geophysics	-	-	-	-	-	-	-
Helicopter	-	-	-	-	-	-	-
Legal	-	-	-	-	-	-	-
Mobilization	-	4,091	(4,091)	-	-	-	-
Soil sampling, trenching & assays	-	-	-	-	-	-	-
	-	4,091	(4,091)	-	-	-	-
Mt. Mervyn Property (Yukon)							
Acquisition costs	360,000	-	-	360,000	-	(359,999)	1
Exploration costs:							
Camp	18,748	-	-	18,748	-	(18,748)	-
Consulting - geology	10,296	-	-	10,296	-	(10,296)	-
Data acquisition	105,570	-	-	105,570	-	(105,570)	-
Fieldwork & supplies	57,421	-	-	57,421	-	(57,421)	-
Geochem and geophysics	146,242	-	-	146,242	-	(146,242)	-
Helicopter	100,191	-	-	100,191	-	(100,191)	-
Legal	11,019	342	-	11,361	-	(11,361)	-
Mobilization	43,355	-	-	43,355	-	(43,355)	-
Soil sampling, trenching & assays	138,859	6,214	-	145,073	-	(145,073)	-
	991,701	6,556	-	998,257	-	(998,256)	1

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS
For the Years Ended September 30, 2014 and September 30, 2013

	Balance October 1, 2012 \$	Additions \$	Write-off/ Write- down \$	Balance September 30, 2013 \$	Additions \$	Write-off/ Write- down \$	Balance September 30, 2014 \$
Jenny Hill Project (Nevada)							
Acquisition costs	25,923	22,598	-	48,521	-	(48,521)	-
Exploration costs:							
Advances	16,635	(16,635)	-	-	-	-	-
Assays	-	38,036	-	38,036	-	(38,036)	-
Claims maintenance	13,693	10,892	-	24,585	-	(24,585)	-
Consulting - geology	10,514	14,975	-	25,489	-	(25,849)	-
Maps & reports	300	506	-	806	-	(806)	-
Site visits	655	2,584	-	3,239	-	(3,239)	-
Soil sampling & trenching	-	34,041	-	34,041	-	(34,041)	-
	67,720	106,997	-	174,717	-	(174,717)	-
Slate Project (Nevada)							
Acquisition costs	9,962	-	(9,962)	-	-	-	-
Exploration costs:							
Advances	16,635	(16,635)	-	-	-	-	-
Assays	-	17,982	(17,982)	-	-	-	-
Consulting - geology	3,750	4,000	(7,750)	-	-	-	-
Maps & reports	300	244	(544)	-	-	-	-
Site visits	654	2,212	(2,866)	-	-	-	-
Soil sampling & trenching	-	34,042	(34,042)	-	-	-	-
	31,301	41,845	(73,146)	-	-	-	-
Long Canyon (Nevada)							
Acquisition costs	-	17,530	-	17,530	22,498	(40,028)	-
Exploration costs:							
Assays	-	14,317	-	14,317	19,810	(34,127)	-
Claims maintenance	-	6,017	-	6,017	7,731	(13,748)	-
Consulting - geology	-	28,104	-	28,104	29,500	(57,604)	-
Drilling	-	-	-	-	99,271	(99,271)	-
Field supplies	-	-	-	-	822	(822)	-
Legal	-	441	-	441	-	(441)	-
Maps & reports	-	3,169	-	3,169	7,132	(10,301)	-
Site visits	-	9,137	-	9,137	14,437	(23,574)	-
	-	78,715	-	78,715	201,201	(279,916)	-
TOTALS	1,090,722	238,204	(77,237)	1,251,689	201,201	(1,452,889)	1

See notes to consolidated financial statements

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2014 and 2013

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company is incorporated in the Province of British Columbia and its principal business activity is the acquisition and exploration of resource properties. The Company is currently in the exploration stage of developing its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable.

These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and has an accumulated operating deficit of \$29,220,491 at September 30, 2014 (\$27,206,131 at September 30, 2013). The ability of the Company to continue as a going-concern depends upon its capacity in the near-term to raise additional equity financing and ultimately to develop profitable commercial operations.

There can be no assurance that the Company will be able to continue to raise funds in the future 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 statement of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's consolidated financial statements, including comparatives, have been prepared in accordance with and using accounting policies in full compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

The policies applied in these consolidated financial statements are presented in Note 2 and are based on IFRS issued and outstanding as of **January 27, 2015**, the date the Board of Directors approved the annual consolidated financial statements.

These consolidated financial statements are presented in the Company's reporting currency on a historical cost basis, modified by the revaluation of available-for-sale financial assets. Functional currencies are detailed in Note 2.

Financial instruments

(i) Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the income statement.

EXPEDITION MINING INC.
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash and cash equivalence and security deposits at fair value through profit and loss. The Company's accounts receivables are classified as loans and receivables.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following categories:

Other financial liabilities - Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable and accrued liabilities.

Derivative financial liabilities - Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit and loss. Derivative financial liabilities include warrants issued by the Company denominated in a currency other than the Company's functional currency.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Expedition Mining USA Inc. All significant inter-company transactions have been eliminated.

Property and equipment

Property and equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use, along with the future cost of dismantling and removing the asset.

When parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The cost of major overhauls of parts of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of plant and equipment are recognized in profit or loss as incurred.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment (continued)

Equipment is amortized using the declining-balance method at a rate of 20% per annum for furniture and fixtures and telephone equipment and 30% per annum for computer equipment.

Foreign currency translation

The reporting currency of the Company is the Canadian dollar.

The functional currency of each of the parent Company and its subsidiary entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of both subsidiaries is the Canadian dollar.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the nonmonetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Exploration and evaluation assets

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation and classified as a component of property, plant and equipment.

Exploration expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Management reviews the carrying value of capitalized exploration costs at least annually. In the case of undeveloped projects, there may be only inferred resources to form a basis for the impairment review. The review is based on a status report regarding the Company's intentions for development of the undeveloped property. In some cases, the undeveloped properties are regarded as successors to ore bodies currently in production. Where this is the case, it is intended that these will be developed and go into production when the current source of minerals is exhausted or to replace the reduced output.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within property, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If put into production, the costs of acquisition and exploration will be amortized over the life of the property, based on estimated economic reserves. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Decommissioning provision

The Company records a liability based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate and the liability is recognized at the time environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The provision for closure and reclamation liabilities is estimated using expected cash flows, based on engineering and environmental reports prepared by third party industry specialists, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgements and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows.

Changes in closure and reclamation estimates are accounted for as a change in the corresponding capitalized cost.

Costs of rehabilitation projects for which a provision has been recorded are recorded directly against the provision as incurred, most of which are incurred at the end of the life of mine.

Loss per share

The Company uses the treasury stock method of calculating diluted per share amounts whereby any proceeds from the exercise of stock options or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. The assumed conversion of outstanding common share options and warrants has an anti-dilutive impact in 2014 and 2013. Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

Share capital

- i) The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company.
- ii) Commissions paid to underwriters, and other related share issue costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital.

Income taxes

The Company uses the balance sheet method of accounting for income taxes. Under the balance sheet method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share-based payments

The Company accounts for stock options granted to directors, officers, employees and nonemployees at fair value. Accordingly, the fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to share-based payment reserve, over the vesting periods. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payments *(continued)*

period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Estimates and judgment

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statement of financial position.
- ii) The valuation of share-based payments.

Critical judgment is applied for the determination of the functional currency for each entity of the Company. Management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction as well as the currency in which funds from financing activities are denominated.

Measurement uncertainty

The future recovery of the recorded cost of the exploration and evaluation assets, and the provision for a future asset retirement obligations are based on estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrants.

Impairment of long-lived assets

Management evaluates non-current assets at least annually for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in income to the extent that the carrying amount exceeds the recoverable amount.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Exploration tax credits

The Company recognizes exploration tax credit amounts when the Company's application is approved by the taxation authorities or when the amount to be received can be reasonably estimated and collection is reasonably assured. The amount of the exploration tax credits would reduce the Company's deferred exploration costs through a credit to recoveries.

Flow-through shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid for the flow through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in profit or loss at the same time the qualifying expenditures are made.

Cash and cash equivalents

Cash and cash equivalents include cash in accounts and securities that on acquisition are convertible to cash within three months. These investments are highly liquid marketable securities.

New standards not yet adopted

Effective October 1, 2013, the Company adopted the following new and revised IFRS that were issued by the IASB:

- Amendments to IAS 1, Presentation of Items of Other Comprehensive Income
- IFRS 7, Financial Instruments: Disclosures
- IFRS 11, Joint Arrangements
- IFRS 12, Disclosure of Interests in Other Entities
- IFRS 13, Fair Value Measurement
- IAS 19, Employee Benefits
- IAS 27, Separate Financial Statements
- IAS 28, Investments in Associates and Joint Ventures

The application of these new and revised IFRS has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

New standards amendments and interpretations to existing standards not yet effective

Effective for annual reporting periods beginning on or after January 1, 2014

- IAS 32, Offsetting Financial Assets and Financial Liabilities
- IAS 36, Recoverable Amount Disclosure for Non-Financial Assets

The Company has not early adopted these new and amended standards and is currently assessing the impact that these standards will have on the Company's financial statements.

EXPEDITION MINING INC.
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3. CASH AND CASH EQUIVALENTS

	September 30, 2014 \$	September 30, 2013 \$
Canadian chartered bank		
- Deposits	25,769	146,788
- Investments (GIC)	246,607	790,954
	272,376	937,742

4. RECEIVABLES

	September 30, 2014 \$	September 30, 2013 \$
GST/HST receivable	1,503	2,997
Interest receivable	189	379
Legal trust accounts	6,000	69,749
	7,692	73,125

5. EQUIPMENT

	Computer \$	Office Equipment \$	Total \$
Cost			
As at October 1, 2012	42,077	49,020	91,097
Additions during the year	2,248	-	2,248
As at September 30, 2013	44,325	49,020	93,345
Additions during the year	-	-	-
As at September 30, 2014	44,325	49,020	93,345
	Computer \$	Office Equipment \$	Total \$
Accumulated depreciation			
As at October 1, 2012	36,151	38,922	75,073
Amortization during the year	2,452	2,020	4,472
As at September 30, 2013	38,603	40,942	79,545
Amortization during the year	4,148	8,078	12,226
As at September 30, 2014	42,751	49,020	91,771
	Computer \$	Office Equipment \$	Total \$
Net book value			
As at October 1, 2012	5,926	10,098	16,024
As at September 30, 2013	5,722	8,078	13,800
As at September 30, 2014	1,574	-	1,574

6. EXPLORATION AND EVALUATION ASSETS

Title to mineral property interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral property interests. The Company has investigated title to all of its mineral property interests and, to the best of its knowledge, title to all of its properties are in good standing.

Jenny Hill & Black Hills Project
Nevada, USA

In March 2012, the Company entered into a lease and option agreement for the Jenny Hills ("JH") and Black Hills ("BH") properties.

The JH property consists of 25 unpatented lode claims and is located 100 miles (161kms) southeast of Reno, Nevada.

The BH property consists of 43 unpatented lode claims and is approximately 100 miles (161 kilometres) southeast of Reno, Nevada. The property is located about two miles south of the JH property. The property is situated on a major strand of the Walker Lane Fault and is midway between the past-producing Rawhide and Paradise Peak open pit gold mines in northeastern Mineral County.

The JH and BH agreement calls for lease payments to be made as follows:

<u>Date</u>	<u>Payment Amount (USD)</u>
March 1, 2012	\$ 20,000 (paid)
September 1, 2013	20,000 (paid)
September 1, 2014	25,000 (*)
September 1, 2015	30,000
September 1, 2016	35,000
September 1, 2017	40,000

and \$40,000 on September 1 of each subsequent year, until the expiry of the lease on August 31, 2022.

Expedition also has the option to acquire a 100% ownership of the claims, subject to a 2% net smelter return ("NSR") royalty by paying \$250,000 for either the JH or BH claims or \$400,000 for both claims. Expedition may exercise the option at any time before the expiration date of the agreement. One-half of the NSR may be purchased at any time for \$1 million.

In consideration of the Mining Lease and Option Agreement, Expedition shall issue and deliver to the owners 10,000 (post-consolidation) common shares on signing (issued) and 10,000 (post-consolidation) common shares on or before September 1, 2013 (issued).

* During the year ended September 30, 2014, the Company terminated the mining lease agreement and wrote-off all acquisition and exploration expenditures (\$174,717).

Long Canyon Project
Nevada, USA

In December 2012, the Company entered into a lease and option agreement for the Long Canyon property which consists of 37 unpatented lode claims within two blocks, 10 claims form the Long Canyon South block and 27 claims comprise the Long Canyon North block. The two blocks are located 200 kms southeast of Reno and 16 kms southeast of the community of Mina, Nevada. Under the agreement, the lease payments and issuance of shares to be made are as follows:

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6. EXPLORATION AND EVALUATION ASSETS (continued)

Long Canyon Project (continued)
Nevada, USA

<u>Date</u>	<u>Payment Amount (USD)</u>
December 6, 2012	\$15,000 (paid)
December 6, 2013	\$20,000 (paid)
December 6, 2014	\$25,000 (*)
December 6, 2015	\$30,000
December 6, 2016	\$35,000
December 6, 2017	\$40,000

and \$40,000 on December 6 of each subsequent year, until the expiry of the lease on November 30, 2022.

Expedition also has the option to acquire a 100% ownership of the claims, subject to a 2% net smelter return ("NSR") royalty by paying \$300,000. Expedition may exercise the option at any time before the expiration date of the agreement. One-half of the NSR may be purchased at any time for \$1.5 million.

In consideration of the mining lease and option agreement, Expedition shall issue and deliver to the owners 50,000 common shares on signing (issued) and 50,000 common shares on or before December 6, 2013 (issued)

On July 30, 2013, the Company paid a cash reclamation bond of \$4,760 (US\$4,301) with the Bureau of Land Management ("BLM"). On March 20, 2014, an additional cash reclamation bond of \$8,781 (US\$7,720) was paid to the BLM, for a total of \$13,541 (US\$12,021). The Company has recorded this amount in the Balance Sheet under Receivables.

* During the year ended September 30, 2014, the Company terminated the mining lease agreement and wrote-off all acquisition and exploration expenditures (\$279,916).

Mt. Mervyn Property
Yukon Territory, Canada

In April 2011, the Company entered into an option agreement to acquire a 100% interest in the Mt. Mervyn gold property. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 unpatented mining claims.

In order to exercise its option, the Company must make payments and issue shares as set below.

Cash:

\$75,000 within five business days after Exchange Acceptance Date (paid)

\$75,000 on or before June 1, 2011 (paid)

Common Shares:

50,000 (post-consolidation) within business days after Exchange Acceptance Date (issued)

50,000 (post-consolidation) on or before June 1, 2011 (issued)

50,000 (post-consolidation) on or before October 1, 2011 (issued)

50,000 (post-consolidation) on or before March 31, 2012 (issued)

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6. EXPLORATION AND EVALUATION ASSETS (continued)

Mt. Mervyn Property (continued)
Yukon Territory, Canada

Net Smelter Return ("NSR") Royalty:

The optionor has a 2% NSR royalty on the property. The NSR may be reduced to 1% by the payment of \$1 million to the optionor.

The Company has met the cash requirements of \$150,000 and has issued an aggregate of 250,000 (post-consolidation) shares to the vendor of the property, thereby completing the acquisition of a 100% interest in the Mt. Mervyn Property.

During the year ended September 30, 2014, due to the inability to finance the property, the Company wrote-down the property to a nominal amount of \$1.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2014	September 30, 2013
	\$	\$
Trade accounts payable	11,181	1,811
Accrued liabilities	25,000	30,000
Due to related parties	37,986	21,404
	74,167	53,215

8. RELATED PARTY TRANSACTIONS

During the year ended September 30, 2014, the Company paid or accrued \$323,596 (2013 - \$334,380) to directors and officers or companies controlled by directors and officers of the Company, for management, accounting, geological consulting fees, and directors fees incurred by the Company. In addition, the Company granted 110,000 options with exercise price of \$0.055 to directors and officers. The fair value of the options granted was \$0.055 for total share-based payment of \$6,039. Included in accounts payable are directors fees payable of \$37,986 (2013 - \$21,404), which are non-interest bearing, unsecured, and payable on demand. Fair value cannot be reliably determined.

Related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

9. SHARE CAPITAL

a) Authorized: Unlimited number of common shares

b) Issued and outstanding:

During the year ended September 30, 2014, the Company issued the following shares related to two different property agreements:

- 10,000 (post-consolidation) shares with a fair value of \$0.10 per share with respect to the Long Canyon property agreement.

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9. **SHARE CAPITAL (Continued)**

b) Issued and outstanding:

On June 19, 2014, the TSX Venture Exchange approved the consolidation of the Company's share capital on the basis of every five (5) shares of the Company being consolidated to one share to be effective June 23, 2014. The Company currently has 11,667,367 shares issued and outstanding

c) Stock options:

The continuity of share purchase options (post-consolidation) is as follows:

Expiry Date	Exercise Price	30-Sep-13	Granted	Exercised	Expired/ Cancelled	30-Sep-14
29-Apr-14	0.75	105,000	-	-	(105,000)	-
*15-Oct-14	0.75	10,000	-	-	-	10,000
10-Jun-15	0.50	80,000	-	-	-	80,000
28-Jul-15	0.50	71,000	-	-	-	71,000
21-Sep-15	0.75	10,000	-	-	-	10,000
21-Apr-16	2.00	243,000	-	-	-	243,000
11-Jul-16	2.00	20,000	-	-	-	20,000
12-Jan-17	0.75	40,000	-	-	(30,000)	10,000
20-Mar-17	0.75	75,000	-	-	-	75,000
23-May-17	0.50	177,000	-	-	(20,000)	157,000
14-Dec-17	0.50	130,000	-	-	(20,000)	110,000
15-May-18	0.50	167,000	-	-	(10,000)	157,000
23-Jul-19	0.055	-	118,000	-	-	118,000
		1,128,000	118,000	-	(185,000)	1,061,000
Weighted average exercise price		\$ 0.90	\$ 0.055	-	\$ 0.68	\$ 0.84

* stock options expired subsequent to year-end.

Expiry Date	Exercise Price	30-Sep-12	Granted	Exercised	Expired/ Cancelled	30-Sep-13
01-Dec-12	0.75	90,000	-	-	(90,000)	-
23-Apr-13	0.75	97,000	-	-	(97,000)	-
29-Apr-14	0.75	105,000	-	-	-	105,000
15-Oct-14	0.75	10,000	-	-	-	10,000
10-Jun-15	0.50	80,000	-	-	-	80,000
28-Jul-15	0.50	71,000	-	-	-	71,000
21-Sep-15	0.75	10,000	-	-	-	10,000
21-Apr-16	2.00	243,000	-	-	-	243,000
11-Jul-16	2.00	20,000	-	-	-	20,000
12-Jan-17	0.75	40,000	-	-	-	40,000
20-Mar-17	0.75	75,000	-	-	-	75,000
23-May-17	0.50	177,000	-	-	-	177,000
14-Dec-17	0.50	-	130,000	-	-	130,000
15-May-18	0.50	-	167,000	-	-	167,000
		1,018,000	297,000	-	(187,000)	1,128,000
Weighted average exercise price		\$ 1.00	\$ 0.50	-	\$ 0.75	\$ 0.90

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9. **SHARE CAPITAL** (continued)

c) **Stock options:** (continued)

The weighted average remaining contractual life of the above stock options as of September 30, 2014 was 2.5 years (2013—3.01 years).

During the year ended September 30, 2014, the Company granted 118,000 stock options (post-consolidation) to directors and consultants (297,000 – September 30, 2013). The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions and resulting values:

	30-Sep-14	30-Sep-13
	Total or Average	Total or Average
Number of options	118,000	297,000
Risk-free interest rate	1.54%	2.13%
Expected life	5.0	4.5
Vesting period	-	-
Share price at date of grant	\$0.06	\$0.22
Option exercise price	\$0.055	\$0.50
Expected volatility	150.4%	129.51%
Option fair value	\$0.0549	\$0.1763
Compensation costs	\$6,476	\$52,333

d) **Share purchase warrants**

There were no outstanding share purchase warrants as at the years ended September 30, 2014 and 2013.

e) **Share-based payment reserve**

September 30, 2012	\$	3,860,576
Fair-value of stock options granted		52,333
September 30, 2013	\$	3,912,909
Fair-value of stock options granted		6,476
September 30, 2014	\$	3,919,385

10. **NON CASH TRANSACATIONS**

The following non-cash transactions were recorded:

	September 30, 2014	September 30, 2013
Financing activities		
Shares issued for exploration and evaluation assets	\$ 1,000	\$ 4,000

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11. INCOME TAXES

A reconciliation of Canadian income taxes at statutory rates is as follows:

	2014	2013
Net loss for the year	\$ (2,014,360)	\$ (493,373)
Expected income tax recovery	\$ (523,734)	\$ (123,343)
Net adjustment for amortization and non-deductible amounts	376,894	33,702
Unrecognized benefit of non-capital losses	146,840	89,641
Total income taxes	\$ -	\$ -

The significant components of the Company's deferred income tax assets are as follows:

	2014	2013
Deferred income tax assets:		
Mineral properties	\$ 3,323,168	\$ 2,832,132
Non-capital loss carry-forwards	921,339	745,268
Share issue costs	5,867	11,282
Equipment	24,410	20,415
Capital loss carry-forwards	403,967	388,430
	4,678,751	3,997,527
Valuation allowance	(4,678,751)	(3,997,527)
Net deferred tax assets	\$ -	\$ -

The Company has non-capital losses of approximately \$3.5 million which may be carried forward and applied against taxable income in future years. These losses, if not utilized, will expire through to 2034. Subject to certain restrictions, the Company also has mineral property expenditures of approximately \$12.8 million available to reduce taxable income in future years. Future tax benefits which may arise as a result of these losses and resource deductions have not been recognized in these financial statements and have been offset by a valuation allowance.

Year of Origin	Year of Expiry	Non Capital Losses
2008	2028	\$ 2,000
2009	2029	793,000
2010	2030	676,000
2011	2031	610,000
2012	2032	520,000
2013	2033	380,000
2014	2034	560,000
		<u>\$ 3,541,000</u>

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2014 and 2013

12. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS

(a) Capital Management Objectives

The Company's primary objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders, and to have sufficient liquidity available to fund suitable business opportunities as they arise.

The Company considers the components of shareholders' equity, as well as its cash and equivalents as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk of characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue equity, sell assets, or return capital to shareholders as well as issue or repay debt. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

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

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets, which are updated as necessary and are reviewed and approved by the Company's Board of Directors. In addition, the Company may issue new equity, incur additional debt, or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

There were no changes in the Company's approach to capital management during the year ended September 30, 2014.

(b) Carrying Amounts and Fair Values of Financial Instruments

The fair value of a financial instrument is the price at which a party would accept the rights and/or obligations of the financial instruments from an independent third party. Given the varying influencing factors, the reported fair values are only indicators of the prices that may actually be realized for these financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2—Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3—Inputs that are not based on observable market data

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at September 30, 2014.

	Level 1	Level 2	Level 3	Total
Cash	\$ 272,376	\$ —	\$ —	\$ 272,376
Security deposits	\$ 5,750	\$ —	\$ —	\$ 5,750

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2014 and 2013

12. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

(c) Carrying Amounts and Fair Values of Financial Instruments (continued)

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at September 30, 2013.

	Level 1	Level 2	Level 3	Total
Cash	\$ 937,742	\$ —	\$ —	\$ 937,742
Security deposits	\$ 5,750	\$ —	\$ —	\$ 5,750

EXPEDITION MINING INC.
CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2013

and

September 30, 2012

(Expressed in Canadian Dollars)

Corporate Head Office
Suite 600, 595 Howe St.
Vancouver, BC V6C 2T5
Tel: 604 662-3903

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Expedition Mining Inc.,

We have audited the accompanying consolidated financial statements of Expedition Mining Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at September 30, 2013 and 2012 and the consolidated statements of loss and comprehensive loss, cash flows, and consolidated statements of changes in shareholders' equity for the years ended September 30, 2013 and 2012, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Expedition Mining Inc. and its subsidiaries as at September 30, 2013 and 2012 and their financial performance and their cash flows for the years ended September 30, 2013 and 2012 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

De Visser Gray LLP

CHARTERED ACCOUNTANTS
Vancouver, Canada
January 27, 2014

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	September 30, 2013	September 30, 2012
	\$	\$
ASSETS		
Current assets		
Cash (Note 3)	937,742	1,582,814
Receivables (Note 4)	73,125	20,177
Security deposits	5,750	5,750
Prepaid expense	-	6,595
	<u>1,016,617</u>	<u>1,615,336</u>
Equipment (Note 5)	13,800	16,024
Reclamation bond (Note 6)	4,760	-
Exploration and evaluation assets (Notes 6 and 9)	<u>1,251,689</u>	<u>1,090,722</u>
	<u>2,286,866</u>	<u>2,722,082</u>
LIABILITIES & SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 7 & 8)	<u>53,215</u>	<u>51,391</u>
Shareholders' equity		
Share capital (Note 9)	25,526,873	25,522,873
Share-based payment reserve (Note 9e)	3,912,909	3,860,576
Deficit	<u>(27,206,131)</u>	<u>(26,712,758)</u>
	<u>2,233,651</u>	<u>2,670,691</u>
	<u>2,286,866</u>	<u>2,722,082</u>
Nature and continuance operations (Note 1)		
Basis of presentation (Note 2)		
Subsequent events (Note 13)		

Approved on behalf of the Board of Directors:

"Ronald Atlas", Director

"John Watt", Director

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the Years Ended September 30

	2013	2012
	\$	\$
General and administrative expenses:		
Bank charges and interest	975	1,012
Consulting fees	16,000	14,000
Corporate and administration fees	36,548	36,515
Directors' fees	24,000	21,500
Filing and transfer agent fees	16,269	20,801
Legal & accounting fees (Note 8)	93,901	94,018
Management fees (Note 8)	202,655	200,820
Office, rent and insurance	66,947	74,872
Property investigation	800	-
Shareholders' communication, & promotion	27,559	32,843
Travel, meals & entertainment	17,286	28,803
	<u>(502,940)</u>	<u>(525,184)</u>
Other items:		
Amortization	(4,472)	(5,064)
Interest income	14,879	19,693
Other income (Recovery of Asset backed commercial paper)	122,494	-
Foreign exchange loss	-	(187)
Share-based payments (Note 9e)	(52,333)	(108,537)
Expenses recovered	6,236	67,459
Write-off exploration & evaluation assets	<u>(77,237)</u>	<u>(1,341,120)</u>
Loss before income tax	<u>(493,373)</u>	<u>(1,892,940)</u>
Net loss and comprehensive loss	<u>(493,373)</u>	<u>(1,892,940)</u>
Basic and diluted loss per share	<u>(0.01)</u>	<u>(0.03)</u>
Weighted average – number of shares outstanding	<u>58,221,447</u>	<u>57,355,127</u>

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended September 30

	2013	2012
	\$	\$
Cash provided by (used for):		
Operating activities		
Net loss for the year	(493,373)	(1,892,940)
Adjustments which do not affect cash:		
Amortization	4,472	5,064
Stock-based compensation	52,333	108,537
Write-off exploration & evaluation assets	77,237	1,341,120
	<u>(359,331)</u>	<u>(438,219)</u>
Net changes in non-cash working capital items:		
Amounts receivable	(52,948)	65,111
Prepaid expense	6,595	4,475
Accounts payable and accrued liabilities	1,824	4,252
	<u>(403,860)</u>	<u>(364,381)</u>
Investing activities		
Purchase of capital assets	(2,248)	(899)
Exploration and evaluation assets	(234,204)	(970,553)
Reclamation bond	(4,760)	-
	<u>(241,212)</u>	<u>(971,452)</u>
Decrease in cash	(645,072)	(1,335,833)
Cash - beginning of year	1,582,814	2,918,647
Cash - end of year	<u>937,742</u>	<u>1,582,814</u>
 <u>Supplementary disclosures:</u>		
Interest income received	14,500	19,156
Note 10 – Non-cash transactions		

See notes to consolidated financial statements

EXPEDITION MINING INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Issued Share Capital		Share-Based Payment Reserve		Deficit	Total
	Number of shares	Amount				
Balance, September 30, 2011	56,710,318	\$ 25,389,373	\$ 3,752,039	\$ (24,819,818)	\$	4,321,594
Issued pursuant to property agreement	1,476,471	133,500	-	-		133,500
Fair-value of options granted	-	-	108,537	-		108,537
Loss for the year	-	-	-	(1,892,940)		(1,892,940)
Balance, September 30, 2012	58,186,789	25,522,873	3,860,576	(26,712,758)		2,670,691
Issued pursuant to property agreement	100,000	4,000	-	-		4,000
Fair-value of options granted	-	-	52,333	-		52,333
Loss for the year	-	-	-	(493,373)		(493,373)
Balance, September 30, 2013	58,286,789	\$ 25,526,873	\$ 3,912,909	\$ (27,206,131)	\$	2,233,651

See notes to consolidated financial statements

EXPEDITION MINING INC.

CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS

For the Years Ended September 30, 2013 and September 30, 2012

	Balance October 1, 2011 \$	Additions \$	Write-off \$	Balance September 30, 2012 \$	Additions \$	Write-off \$	Balance September 30, 2013 \$
Joy Property (Yukon)							
Acquisition costs	325,000	200,000	(525,000)	-	-	-	-
Exploration costs:							
Camp	12,499	-	(12,499)	-	-	-	-
Consulting - geology	6,321	4,975	(11,296)	-	-	-	-
Data acquisition	70,380	-	(70,380)	-	-	-	-
Fieldwork & supplies	29,113	13,960	(43,073)	-	-	-	-
Geochem and geophysics	34,473	2,576	(37,049)	-	-	-	-
Helicopter	174,058	65,400	(239,458)	-	-	-	-
Legal	14,996	201	(15,197)	-	-	-	-
Mobilization	30,742	9,396	(40,138)	-	4,091	(4,091)	-
Soil sampling, trenching & assays	176,421	170,609	(347,030)	-	-	-	-
	874,003	467,117	(1,341,120)	-	4,091	(4,091)	-
Mt. Mervyn Property (Yukon)							
Acquisition costs	332,500	27,500	-	360,000	-	-	360,000
Exploration costs:							
Camp	18,748	-	-	18,748	-	-	18,748
Consulting - geology	6,371	3,925	-	10,296	-	-	10,296
Data acquisition	105,570	-	-	105,570	-	-	105,570
Fieldwork & supplies	55,750	1,671	-	57,421	-	-	57,421
Geochem and geophysics	110,577	35,665	-	146,242	-	-	146,242
Helicopter	100,191	-	-	100,191	-	-	100,191
Legal	10,818	201	-	11,019	342	-	11,361
Mobilization	46,113	(2,758)	-	43,355	-	-	43,355
Soil sampling, trenching & assays	96,666	42,193	-	138,859	6,214	-	145,073
	883,304	108,397	-	991,701	6,556	-	998,257

See notes to consolidated financial statements

EXPEDITION MINING INC.

CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS

For the Years Ended September 30, 2013 and September 30, 2012

	Balance October 1, 2011 \$	Additions \$	Write-off \$	Balance September 30, 2012 \$	Additions \$	Write-off \$	Balance September 30, 2013 \$
Jenny Hill Project (Nevada)							
Acquisition costs	-	25,923	-	25,923	22,598	-	48,521
Exploration costs:							
Advances	-	16,635	-	16,635	(16,635)	-	-
Assays	-	-	-	-	38,036	-	38,036
Claims maintenance	-	13,693	-	13,693	10,892	-	24,585
Consulting - geology	-	10,514	-	10,514	14,975	-	25,489
Maps & reports	-	300	-	300	506	-	806
Site visits	-	655	-	655	2,584	-	3,239
Soil sampling & trenching	-	-	-	-	34,041	-	34,041
	-	67,720	-	67,720	106,997	-	174,717
Slate Project (Nevada)							
Acquisition costs	-	9,962	-	9,962	-	(9,962)	-
Exploration costs:							
Advances	-	16,635	-	16,635	(16,635)	-	-
Assays	-	-	-	-	17,982	(17,982)	-
Consulting - geology	-	3,750	-	3,750	4,000	(7,750)	-
Maps & reports	-	300	-	300	244	(544)	-
Site visits	-	654	-	654	2,212	(2,866)	-
Soil sampling & trenching	-	-	-	-	34,042	(34,042)	-
	-	31,301	-	31,301	41,845	(73,146)	-
Long Canyon (Nevada)							
Acquisition costs	-	-	-	-	17,530	-	17,530
Exploration costs:							
Assays	-	-	-	-	14,317	-	14,317
Claims maintenance	-	-	-	-	6,017	-	6,017
Consulting - geology	-	-	-	-	28,104	-	28,104
Legal	-	-	-	-	441	-	441
Maps & reports	-	-	-	-	3,169	-	3,169
Site visits	-	-	-	-	9,137	-	9,137
	-	-	-	-	78,715	-	78,715
TOTALS	1,757,307	674,535	(1,341,120)	1,090,722	238,204	(77,237)	1,251,689

See notes to consolidated financial statements

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company is incorporated in the Province of British Columbia and its principal business activity is the acquisition and exploration of resource properties. The Company is currently in the exploration stage of developing its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable.

These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and has an accumulated operating deficit of \$27,206,131 at September 30, 2013 (\$26,712,758 at September 30, 2012). The ability of the Company to continue as a going-concern depends upon its capacity in the near-term to raise additional equity financing and ultimately to develop profitable commercial operations.

There can be no assurance that the Company will be able to continue to raise funds in the future 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 statement of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's consolidated financial statements, including comparatives, have been prepared in accordance with and using accounting policies in full compliance with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

The policies applied in these consolidated financial statements are presented in Note 2 and are based on IFRS issued and outstanding as of January 27, 2014, the date the Board of Directors approved the annual consolidated financial statements.

These consolidated financial statements are presented in the Company's reporting currency on a historical cost basis, modified by the revaluation of available-for-sale financial assets. Functional currencies are detailed in Note 2.

Financial instruments

(i) Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the income statement.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash and cash equivalence and security deposits at fair value through profit and loss. The Company's accounts receivables are classified as loans and receivables.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following categories:

Other financial liabilities - Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable and accrued liabilities.

Derivative financial liabilities - Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit and loss. Derivative financial liabilities include warrants issued by the Company denominated in a currency other than the Company's functional currency.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Expedition Mining USA Inc. All significant inter-company transactions have been eliminated.

Property and equipment

Property and equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use, along with the future cost of dismantling and removing the asset.

When parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The cost of major overhauls of parts of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of plant and equipment are recognized in profit or loss as incurred.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property and equipment *(continued)*

Equipment is amortized using the declining-balance method at a rate of 20% per annum for furniture and fixtures and telephone equipment and 30% per annum for computer equipment.

Foreign currency translation

The reporting currency of the Company is the Canadian dollar.

The functional currency of each of the parent Company and its subsidiary entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of both subsidiaries is the Canadian dollar.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the nonmonetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Exploration and evaluation assets

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation and classified as a component of property, plant and equipment.

Exploration expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Management reviews the carrying value of capitalized exploration costs at least annually. In the case of undeveloped projects, there may be only inferred resources to form a basis for the impairment review. The review is based on a status report regarding the Company's intentions for development of the undeveloped property. In some cases, the undeveloped properties are regarded as successors to ore bodies currently in production. Where this is the case, it is intended that these will be developed and go into production when the current source of minerals is exhausted or to replace the reduced output.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within property, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If put into production, the costs of acquisition and exploration will be amortized over the life of the property, based on estimated economic reserves. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Decommissioning provision

The Company records a liability based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate and the liability is recognized at the time environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The provision for closure and reclamation liabilities is estimated using expected cash flows, based on engineering and environmental reports prepared by third party industry specialists, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgements and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows.

Changes in closure and reclamation estimates are accounted for as a change in the corresponding capitalized cost.

Costs of rehabilitation projects for which a provision has been recorded are recorded directly against the provision as incurred, most of which are incurred at the end of the life of mine.

Loss per share

The Company uses the treasury stock method of calculating diluted per share amounts whereby any proceeds from the exercise of stock options or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. The assumed conversion of outstanding common share options and warrants has an anti-dilutive impact in 2013 and 2012. Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

Share capital

- i) The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company.
- ii) Commissions paid to underwriters, and other related share issue costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital.

Income taxes

The Company uses the balance sheet method of accounting for income taxes. Under the balance sheet method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share-based payments

The Company accounts for stock options granted to directors, officers, employees and nonemployees at fair value. Accordingly, the fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to share-based payment reserve, over the vesting periods. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payments *(continued)*

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Estimates and judgment

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statement of financial position.
- ii) The valuation of share-based payments.

Critical judgment is applied for the determination of the functional currency for each entity of the Company. Management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction as well as the currency in which funds from financing activities are denominated.

Measurement uncertainty

The future recovery of the recorded cost of the exploration and evaluation assets, and the provision for a future asset retirement obligations are based on estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrants.

Impairment of long-lived assets

Management evaluates non-current assets at least annually for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in income to the extent that the carrying amount exceeds the recoverable amount.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration tax credits

The Company recognizes exploration tax credit amounts when the Company's application is approved by the taxation authorities or when the amount to be received can be reasonably estimated and collection is reasonably assured. The amount of the exploration tax credits would reduce the Company's deferred exploration costs through a credit to recoveries.

Flow-through shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid for the flow through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in profit or loss at the same time the qualifying expenditures are made.

Cash and cash equivalents

Cash and cash equivalents include cash in accounts and securities that on acquisition are convertible to cash within three months. These investments are highly liquid marketable securities.

New standards not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended September 30, 2013:

- IFRS 9 New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets⁽ⁱⁱⁱ⁾
- IFRS 10 New standard to establish principles for the presentation and preparation of consolidated financial statements when an entity controls multiple entities⁽ⁱ⁾
- IFRS 11 New standard to account for the rights and obligations in accordance with a joint agreement⁽ⁱ⁾
- IFRS 12 New standard for the disclosure of interests in other entities not within the scope of IFRS 9/IAS 39⁽ⁱ⁾
- IFRS 13 New standard on the measurement and disclosure of fair value⁽ⁱ⁾
- IAS 28 New standard issued that supersedes IAS 28 (2003) to prescribe the accounting for investments in associates and joint ventures⁽ⁱ⁾
(Amendment)
- IAS 32 New standard that clarifies requirements for offsetting financial assets and financial liabilities⁽ⁱⁱ⁾
(Amendment)

(i) Effective for annual periods beginning on or after September 1, 2013

(ii) Effective for annual periods beginning on or after January 1, 2015

(iii) Effective for annual periods beginning on or after January 1, 2014

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

3. CASH AND CASH EQUIVALENTS

	September 30, 2013	September 30, 2012
	\$	\$
Canadian chartered bank		
- Deposits	146,788	102,172
- Investments (GIC)	790,954	1,480,642
	937,742	1,582,814

4. RECEIVABLES

	September 30, 2013	September 30, 2012
	\$	\$
GST/HST receivable	2,997	17,345
Interest receivable	379	538
Other receivable	69,749	2,294
	73,125	20,177

5. EQUIPMENT

	Computer	Office Equipment	Total
	\$	\$	\$
Cost			
As at October 1, 2011	41,178	49,020	90,198
Additions during the year	899	-	899
As at September 30, 2012	42,077	49,020	91,097
Additions during the year	2,248	-	2,248
As at September 30, 2013	44,325	49,020	93,345
	Computer	Office Equipment	Total
	\$	\$	\$
Accumulated depreciation			
As at October 1, 2011	33,611	36,398	70,009
Amortization during the year	2,540	2,524	5,064
As at September 30, 2012	36,151	38,922	75,073
Amortization during the year	2,452	2,020	4,472
As at September 30, 2013	38,603	40,942	79,545
	Computer	Office Equipment	Total
	\$	\$	\$
Net book value			
As at October 1, 2011	7,567	12,622	20,189
As at September 30, 2012	5,926	10,098	16,024
As at September 30, 2013	5,722	8,078	13,800

6. EXPLORATION AND EVALUATION ASSETS

Title to mineral property interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral property interests. The Company has investigated title to all of its mineral property interests and, to the best of its knowledge, title to all of its properties are in good standing.

Jenny Hill & Black Hills Project
Nevada, USA

In March 2012, the Company entered into a lease and option agreement for the Jenny Hills ("JH") and Black Hills ("BH") properties.

The JH property consists of 25 unpatented lode claims and is located 100 miles (161kms) southeast of Reno, Nevada.

The BH property consists of 43 unpatented lode claims and is approximately 100 miles (161 kilometres) southeast of Reno, Nevada. The property is located about two miles south of the JH property. The property is situated on a major strand of the Walker Lane Fault and is midway between the past-producing Rawhide and Paradise Peak open pit gold mines in northeastern Mineral County.

The JH and BH agreement calls for lease payments to be made as follows:

<u>Date</u>	<u>Payment Amount (USD)</u>
March 1, 2012	\$ 20,000 (paid)
September 1, 2013	20,000 (paid)
September 1, 2014	25,000
September 1, 2015	30,000
September 1, 2016	35,000
September 1, 2017	40,000

and \$40,000 on September 1 of each subsequent year, until the expiry of the lease on August 31, 2022.

Expedition also has the option to acquire a 100% ownership of the claims, subject to a 2% net smelter return ("NSR") royalty by paying \$250,000 for either the JH or BH claims or \$400,000 for both claims. Expedition may exercise the option at anytime before the expiration date of the agreement. One-half of the NSR may be purchased at anytime for \$1 million.

In consideration of the Mining Lease and Option Agreement, Expedition shall issue and deliver to the owners 50,000 common shares on signing (issued) and 50,000 common shares on or before September 1, 2013 (issued).

Long Canyon Project
Nevada, USA

In December 2012, the Company entered into a lease and option agreement for the Long Canyon property which consists of 37 unpatented lode claims within two blocks, 10 claims form the Long Canyon South block and 27 claims comprise the Long Canyon North block. The two blocks are located 200 kms southeast of Reno and 16 kms southeast of the community of Mina, Nevada. Under the agreement, the lease payments and issuance of shares to be made are as follows:

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

6. EXPLORATION AND EVALUATION ASSETS (continued)

Long Canyon Project (continued)
Nevada, USA

<u>Date</u>	<u>Payment Amount (USD)</u>
December 6, 2012	\$15,000 (paid)
December 6, 2013	\$20,000 (subsequently paid)
December 6, 2014	\$25,000
December 6, 2015	\$30,000
December 6, 2016	\$35,000
December 6, 2017	\$40,000

and \$40,000 on December 6 of each subsequent year, until the expiry of the lease on November 30, 2022.

Expedition also has the option to acquire a 100% ownership of the claims, subject to a 2% net smelter return ("NSR") royalty by paying \$300,000. Expedition may exercise the option at anytime before the expiration date of the agreement. One-half of the NSR may be purchased at anytime for \$1.5 million.

In consideration of the mining lease and option agreement, Expedition shall issue and deliver to the owners 50,000 common shares on signing (issued) and 50,000 common shares on or before December 6, 2013 (subsequently issued)

On July 30, 2013, the Company paid a cash reclamation bond of \$4,760 (US\$4,301) with the Bureau of Land Management.

Slate Hill Project
Nevada, USA

In March 2012, the Company entered into a lease and option agreement for the State Hill property. This property consists of 23 unpatented lode claims covering approximately 473 acres (190 hectares) and is 90 miles (145 kms) southeast of Reno, Nevada. The claim block is approximately 15 miles (24 kms) north of the Rawhide mine. The agreement called for lease payments to be made as follows:

<u>Date</u>	<u>Payment Amount (USD)</u>
March 1, 2012	\$ 10,000 (paid)
September 1, 2013	15,000 (lease terminated – see below)
September 1, 2014	20,000
September 1, 2015	25,000
September 1, 2016	30,000
September 1, 2017	35,000

and \$35,000 on September 1 of each subsequent year, until the expiry of the lease on August 31, 2022.

On July 31, 2013, the Company formally terminated the mining lease agreement. A total of \$73,146 in acquisition costs and deferred exploration costs were written off.

Mt. Mervyn Property
Yukon Territory, Canada

In April 2011, the Company entered into an option agreement to acquire a 100% interest in the Mt. Mervyn gold property. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 unpatented mining claims.

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

6. EXPLORATION AND EVALUATION ASSETS (continued)

Mt. Mervyn Property (continued)
Yukon Territory, Canada

In order to exercise its option, the Company must make payments and issue shares as set below.

Cash:

\$75,000 within five business days after Exchange Acceptance Date (paid)

\$75,000 on or before June 1, 2011 (paid)

Common Shares:

250,000 within business days after Exchange Acceptance Date (issued)

250,000 on or before June 1, 2011 (issued)

250,000 on or before October 1, 2011 (issued)

250,000 on or before March 31, 2012 (issued)

Net Smelter Return ("NSR") Royalty:

The optionor has a 2% NSR royalty on the property. The NSR may be reduced to 1% by the payment of \$1 million to the optionor.

The Company has met the cash requirements of \$150,000 and has issued an aggregate of 1,000,000 shares to the vendor of the property, thereby completing the acquisition of a 100% interest in the Mt. Mervyn Property.

Joy Property
Yukon Territory, Canada

The Company entered into an option agreement to acquire a 100% interest in the Joy Gold Property, located in the Mayo Mining District in the Yukon Territory. After completing the 2012 work program, the Company terminated the option agreement as at September 30, 2012 and wrote off all carrying costs related to the Property.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2013	September 30, 2012
	\$	\$
Trade accounts payable	1,811	8,061
Accrued liabilities	30,000	31,000
Due to related parties	21,404	12,330
	53,215	51,391

8. RELATED PARTY TRANSACTIONS

During the year ended September 30, 2012, the Company paid or accrued \$334,380 (2011- \$302,870) to directors and officers or companies controlled by directors and officers of the Company, for management, accounting, geological consulting fees, and directors fees incurred by the Company. In addition, the Company granted 1,425,000 options with exercise price of \$0.10 to directors and officers. The fair value of the options granted range from \$0.0311 to \$0.0406 and total stock-based compensation was \$45,803 (2012- \$97,738). Included in accounts payable are directors fees payable of \$21,404 (2011 - \$12,330), which are non-interest bearing, unsecured, and payable on demand. Fair value cannot be reliably determined.

Related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

9. SHARE CAPITAL

a) Authorized: Unlimited number of common shares

b) Issued and outstanding:

During the year ended September 30, 2013, the Company issued the following shares related to two different property agreements:

- 50,000 shares with a fair value of \$0.05 per share with respect to the Long Canyon property agreement.
- 50,000 shares with a fair value of \$0.03 per share with respect to the Jenny Hill property agreement.

c) Stock options:

The continuity of share purchase options is as follows:

Expiry Date	Exercise Price	30-Sep-12	Granted	Exercised	Expired/ Cancelled	30-Sep-13
01-Dec-12	0.15	450,000	-	-	(450,000)	-
23-Apr-13	0.15	485,000	-	-	(485,000)	-
29-Apr-14	0.15	525,000	-	-	-	525,000
15-Oct-14	0.15	50,000	-	-	-	50,000
10-Jun-15	0.10	400,000	-	-	-	400,000
28-Jul-15	0.10	355,000	-	-	-	355,000
21-Sep-15	0.15	50,000	-	-	-	50,000
21-Apr-16	0.40	1,215,000	-	-	-	1,215,000
11-Jul-16	0.40	100,000	-	-	-	100,000
12-Jan-17	0.15	200,000	-	-	-	200,000
20-Mar-17	0.15	375,000	-	-	-	375,000
23-May-17	0.10	885,000	-	-	-	885,000
14-Dec-17	0.10	-	650,000	-	-	650,000
15-May-18	0.10	-	835,000	-	-	835,000
		5,090,000	1,485,000	-	(935,000)	5,640,000
Weighted average exercise price		\$ 0.20	\$ 0.10	-	\$ 0.15	\$ 0.18

Expiry Date	Exercise Price	30-Sep-11	Granted	Exercised	Expired/ Cancelled	30-Sep-12
13-Nov-11	0.15	150,000	-	-	(150,000)	-
19-Mar-12	0.15	475,000	-	-	(475,000)	-
01-Dec-12	0.15	550,000	-	-	(100,000)	450,000
23-Apr-13	0.15	585,000	-	-	(100,000)	485,000
29-Apr-14	0.15	525,000	-	-	-	525,000
15-Oct-14	0.15	50,000	-	-	-	50,000
10-Jun-15	0.10	600,000	-	-	(200,000)	400,000
28-Jul-15	0.10	355,000	-	-	-	355,000
21-Sep-15	0.15	50,000	-	-	-	50,000
21-Apr-16	0.40	1,515,000	-	-	(300,000)	1,215,000
11-Jul-16	0.40	100,000	-	-	-	100,000
12-Jan-17	0.15	-	200,000	-	-	200,000
20-Mar-17	0.15	-	375,000	-	-	375,000
23-May-17	0.10	-	885,000	-	-	885,000
		4,955,000	1,460,000	-	(1,325,000)	5,090,000
Weighted average exercise price		\$ 0.22	\$ 0.12	-	\$ 0.20	\$ 0.20

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

9. SHARE CAPITAL (continued)

c) Stock options: (continued)

The weighted average remaining contractual life of the above stock options as of September 30, 2013 was 3.01 years (2012—2.92 years)

During the year ended September 30, 2013, the Company granted 1,485,000 stock options to directors and consultants (1,460,000 – September 30, 2011). The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions and resulting values:

	30-Sep-13	30-Sep-12
	Total or Average	Total or Average
Number of options	1,485,000	1,460,000
Risk-free interest rate	2.13%	3.00%
Expected life	4.5	4.5
Vesting period	-	-
Share price at date of grant	\$0.04	\$0.09
Option exercise price	\$0.10	\$0.12
Expected volatility	129.51%	129.49%
Option fair value	\$0.0353	\$0.0743
Compensation costs	\$52,333	\$108,537

d) Share purchase warrants

There were no outstanding share purchase warrants as at the years ended September 30, 2013 and 2012.

e) Share-based payment reserve

September 30, 2011	\$	3,752,039
Fair-value of stock options granted		108,537
September 30, 2012	\$	3,860,576
Fair-value of stock options granted		52,333
September 30, 2013	\$	3,912,909

10. NON CASH TRANSACTIONS

The following non-cash transactions were recorded:

	September 30, 2013	September 30, 2012
Financing activities		
Shares issued for exploration and evaluation assets	\$ 4,000	\$ 133,500

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

11. INCOME TAXES

A reconciliation of Canadian income taxes at statutory rates is as follows:

	2013	2012
Net loss for the year	\$ (493,373)	\$ (1,892,940)
Expected income tax recovery	\$ (123,343)	\$ (473,235)
Net adjustment for amortization and non-deductible amounts	33,702	363,877
Unrecognized benefit of non-capital losses	89,641	109,359
Total income taxes	\$ -	\$ -

The significant components of the Company's deferred income tax assets are as follows:

	2013	2012
Deferred income tax assets:		
Mineral properties	\$ 2,832,132	\$ 2,906,689
Non-capital loss carry-forwards	745,268	580,469
Share issue costs	11,282	16,923
Equipment	20,415	19,297
Capital loss carry-forwards	388,430	388,430
	3,997,527	3,911,808
Valuation allowance	(3,997,527)	(3,911,808)
Net deferred tax assets	\$ -	\$ -

The Company has non-capital losses of approximately \$2.3 million which may be carried forward and applied against taxable income in future years. These losses, if not utilized, will expire through to 2032. Subject to certain restrictions, the Company also has mineral property expenditures of approximately \$13 million available to reduce taxable income in future years. Future tax benefits which may arise as a result of these losses and resource deductions have not been recognized in these financial statements and have been offset by a valuation allowance.

Year of Origin	Year of Expiry	Non Capital Losses
2008	2028	\$ 2,000
2009	2029	793,000
2010	2030	676,000
2011	2031	610,000
2012	2032	520,000
2013	2033	380,000
		<u>\$ 2,981,000</u>

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

12. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS

(a) Capital Management Objectives

The Company's primary objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders, and to have sufficient liquidity available to fund suitable business opportunities as they arise.

The Company considers the components of shareholders' equity, as well as its cash and equivalents as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk of characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue equity, sell assets, or return capital to shareholders as well as issue or repay debt. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

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

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets, which are updated as necessary and are reviewed and approved by the Company's Board of Directors. In addition, the Company may issue new equity, incur additional debt, or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

There were no changes in the Company's approach to capital management during the year ended September 30, 2013.

(b) Carrying Amounts and Fair Values of Financial Instruments

The fair value of a financial instrument is the price at which a party would accept the rights and/or obligations of the financial instruments from an independent third party. Given the varying influencing factors, the reported fair values are only indicators of the prices that may actually be realized for these financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2—Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3—Inputs that are not based on observable market data

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at September 30, 2013.

		Level 1	Level 2	Level 3	Total
Cash	\$	937,742	\$ —	\$ —	\$ 937,742
Security deposits	\$	5,750	\$ —	\$ —	\$ 5,750

EXPEDITION MINING INC.
Notes to the Consolidated Financial Statements
For the years ended September 30, 2013 and 2012

12. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

(c) Carrying Amounts and Fair Values of Financial Instruments (continued)

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at September 30, 2012.

		Level 1	Level 2	Level 3	Total
Cash	\$	1,582,814	\$ –	\$ –	\$ 1,582,814
Security deposits	\$	5,750	\$ –	\$ –	\$ 5,750

13. SUBSEQUENT EVENTS

Subsequent to the year ended September 30, 2013, the following events occurred:

- Recovered \$67,744 from the previously written-off Asset backed commercial paper.
- Issued 50,000 common shares and paid USD \$20,000 as per the Long Canyon Property agreement.

EXPEDITION MINING INC.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

(Expressed in Canadian Dollars)

Corporate Head Office
Suite 600, 890 West Pender St.
Vancouver, BC V6C 1L9
Tel: 604 662-3903

EXPEDITION MINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31, 2014	September 30, 2014
	\$	\$
A S S E T S		
Current assets		
Cash (Note 3)	187,860	272,376
Receivables and prepaids (Notes 4 & 6)	15,900	7,692
Security deposits	<u>5,750</u>	<u>5,750</u>
	209,510	285,818
Equipment (Note 5)	1,456	1,574
Reclamation bond (Note 6)	13,541	13,541
Exploration and evaluation assets (Notes 6 and 9)	<u>1</u>	<u>1</u>
	<u>244,508</u>	<u>300,934</u>
LIABILITIES & SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 7 & 8)	<u>103,651</u>	<u>74,167</u>
Shareholders' equity		
Share capital (Note 9)	25,527,873	25,527,873
Share-based payment reserve (Note 9e)	3,919,385	3,919,385
Deficit	<u>(29,326,401)</u>	<u>(29,220,491)</u>
	120,857	226,767
	<u>224,508</u>	<u>300,934</u>
Nature and continuance operations (Note 1)		
Basis of presentation (Note 2)		

Approved on behalf of the Board of Directors:

"Bill Galine", Director

"Steve Chan", Director

See notes to condensed consolidated financial statements

EXPEDITION MINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the Three Months Ended December 31

	2014	2013
	\$	\$
General and administrative expenses:		
Bank charges and interest	287	256
Corporate and administration fees	3,598	1,025
Directors' fees	3,000	6,000
Filing and transfer agent fees	2,143	893
Legal & accounting fees (Note 8)	22,325	15,510
Management fees (Note 8)	54,582	51,779
Office, rent and insurance	11,701	11,219
Property storage fees	546	-
Shareholders' communication, & promotion	2,809	3,545
Travel, meals & entertainment	5,195	1,245
	<u>(106,186)</u>	<u>(91,472)</u>
Other items:		
Amortization	(118)	(833)
Interest income	589	1,830
Foreign exchange loss	(195)	-
	<u>(105,910)</u>	<u>(90,475)</u>
Loss before income tax	<u>(105,910)</u>	<u>(90,475)</u>
Net loss and comprehensive loss	<u>(105,910)</u>	<u>(90,475)</u>
Basic and diluted loss per share	<u>(0.01)</u>	<u>(0.01)</u>
Weighted average – number of shares outstanding	<u>11,667,367</u>	<u>11,667,358</u>

See notes to condensed consolidated financial statements

EXPEDITION MINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three Months Ended December 31

	2014	2013
	\$	\$
Cash provided by (used for):		
Operating activities		
Net loss for the period	(105,910)	(90,475)
Adjustments which do not affect cash:		
Amortization	118	833
	(105,792)	(89,642)
Net changes in non-cash working capital items:		
Amounts receivable and prepaids	(8,208)	58,709
Accounts payable and accrued liabilities	29,484	(11,693)
	(84,516)	(42,626)
Investing activities		
Exploration and evaluation assets	-	(36,283)
	-	(36,283)
Decrease in cash	(84,516)	(78,909)
Cash - beginning of period	272,376	937,742
Cash - end of period	187,860	858,833
<u>Supplementary disclosures:</u>		
Interest income received	589	1,830
Note 10 – Non-cash transactions		

See notes to condensed consolidated financial statements

EXPEDITION MINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Issued Share Capital					
	Number of Shares	Amount	Share- Based Payment Reserve	Deficit	Total	
Balance, September 30, 2013	11,657,367	\$ 25,526,873	\$ 3,912,909	\$ (27,206,131)	\$ 2,233,651	
Issued pursuant to property agreement	10,000	1,000	-	-	1,000	
Fair-value of options granted	-	-	6,476	-	6,476	
Loss for the year	-	-	-	(2,014,360)	(2,014,360)	
Balance, September 30, 2014	11,667,367	\$ 25,527,873	\$ 3,919,385	\$ (29,220,491)	\$ 226,767	
Loss for the period	-	-	-	(105,910)	(105,910)	
Balance, December 31, 2014	11,667,367	\$ 25,527,873	\$ 3,919,385	\$ (29,326,401)	\$ 120,857	

See notes to condensed consolidated financial statements

EXPEDITION MINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS
For the Three Months Ended December 31, 2014 and 2013

	Balance October 1, 2014 \$	Additions \$	Write-off/ Write- down \$	Balance September 30, 2014 \$	Additions \$	Write-off/ Write-down \$	Balance December 31, 2014 \$
Mt. Mervyn Property (Yukon)							
Acquisition costs	360,000	-	(359,999)	1	-	-	1
Exploration costs:							
Camp	18,748	-	(18,748)	-	-	-	-
Consulting - geology	10,296	-	(10,296)	-	-	-	-
Data acquisition	105,570	-	(105,570)	-	-	-	-
Fieldwork & supplies	57,421	-	(57,421)	-	-	-	-
Geochem and geophysics	146,242	-	(146,242)	-	-	-	-
Helicopter	100,191	-	(100,191)	-	-	-	-
Legal	11,361	-	(11,361)	-	-	-	-
Mobilization	43,355	-	(43,355)	-	-	-	-
Soil sampling, trenching & assays	145,073	-	(145,073)	-	-	-	-
	998,257	-	(998,256)	1	-	-	1
Jenny Hill Project (Nevada)							
Acquisition costs	48,521	-	(48,521)	-	-	-	-
Exploration costs:							
Advances	-	-	-	-	-	-	-
Assays	38,036	-	(38,036)	-	-	-	-
Claims maintenance	24,585	-	(24,585)	-	-	-	-
Consulting - geology	25,489	-	(25,849)	-	-	-	-
Maps & reports	806	-	(806)	-	-	-	-
Site visits	3,239	-	(3,239)	-	-	-	-
Soil sampling & trenching	34,041	-	(34,041)	-	-	-	-
	174,717	-	(174,717)	-	-	-	-
Slate Project (Nevada)							
Acquisition costs	9,962	-	(9,962)	-	-	-	-
Exploration costs:							
Advances	16,635	(16,635)	-	-	-	-	-
Assays	-	17,982	(17,982)	-	-	-	-
Consulting - geology	3,750	4,000	(7,750)	-	-	-	-
Maps & reports	300	244	(544)	-	-	-	-
Site visits	654	2,212	(2,866)	-	-	-	-
Soil sampling & trenching	-	34,042	(34,042)	-	-	-	-
	31,301	41,845	(73,146)	-	-	-	-

See notes to condensed consolidated financial statements

EXPEDITION MINING INC.

CONDENSED CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS

For the Three Months Ended December 31, 2014 and 2013

	Balance October 1, 2014	Additions	Write-off/ Write- down	Balance September 30, 2014	Additions	Write-off/ Write-down	Balance December 31, 2014
	\$	\$	\$	\$	\$	\$	\$
Long Canyon (Nevada)							
Acquisition costs	17,530	22,498	(40,028)	-	-	-	-
Exploration costs:							
Assays	14,317	19,810	(34,127)	-	-	-	-
Claims maintenance	6,017	7,731	(13,748)	-	-	-	-
Consulting - geology	28,104	29,500	(57,604)	-	-	-	-
Drilling	-	99,271	(99,271)	-	-	-	-
Field supplies	-	822	(822)	-	-	-	-
Legal	441	-	(441)	-	-	-	-
Maps & reports	3,169	7,132	(10,301)	-	-	-	-
Site visits	9,137	14,437	(23,574)	-	-	-	-
	78,715	201,201	(279,916)	-	-	-	-
TOTALS	1,251,689	201,201	(1,452,889)	1	-	-	1

See notes to condensed consolidated financial statements

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company is incorporated in the Province of British Columbia and its principal business activity is the acquisition and exploration of resource properties. The Company is currently in the exploration stage of developing its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable.

These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and has an accumulated operating deficit of \$29,326,401 at December 31, 2014 (\$29,220,491 at September 30, 2014). The ability of the Company to continue as a going-concern depends upon its capacity in the near-term to raise additional equity financing and ultimately to develop profitable commercial operations.

There can be no assurance that the Company will be able to continue to raise funds in the future 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 statement of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's consolidated financial statements, including comparatives, have been prepared in accordance with and using accounting policies in full compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

The policies applied in these consolidated financial statements are presented in Note 2 and are based on IFRS issued and outstanding as of **February 20, 2015**, the date the Board of Directors approved the annual consolidated financial statements.

These consolidated financial statements are presented in the Company's reporting currency on a historical cost basis, modified by the revaluation of available-for-sale financial assets. Functional currencies are detailed in Note 2.

Financial instruments

(i) Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the income statement.

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash and cash equivalence and security deposits at fair value through profit and loss. The Company's accounts receivables are classified as loans and receivables.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following categories:

Other financial liabilities - Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable and accrued liabilities.

Derivative financial liabilities - Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit and loss. Derivative financial liabilities include warrants issued by the Company denominated in a currency other than the Company's functional currency.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Expedition Mining USA Inc. All significant inter-company transactions have been eliminated.

Property and equipment

Property and equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use, along with the future cost of dismantling and removing the asset.

When parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The cost of major overhauls of parts of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of plant and equipment are recognized in profit or loss as incurred.

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property and equipment *(continued)*

Equipment is amortized using the declining-balance method at a rate of 20% per annum for furniture and fixtures and telephone equipment and 30% per annum for computer equipment.

Foreign currency translation

The reporting currency of the Company is the Canadian dollar.

The functional currency of each of the parent Company and its subsidiary entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of both subsidiaries is the Canadian dollar.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the nonmonetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Exploration and evaluation assets

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation and classified as a component of property, plant and equipment.

Exploration expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Management reviews the carrying value of capitalized exploration costs at least annually. In the case of undeveloped projects, there may be only inferred resources to form a basis for the impairment review. The review is based on a status report regarding the Company's intentions for development of the undeveloped property. In some cases, the undeveloped properties are regarded as successors to ore bodies currently in production. Where this is the case, it is intended that these will be developed and go into production when the current source of minerals is exhausted or to replace the reduced output.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within property, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If put into production, the costs of acquisition and exploration will be amortized over the life of the property, based on estimated economic reserves. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Decommissioning provision

The Company records a liability based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate and the liability is recognized at the time environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The provision for closure and reclamation liabilities is estimated using expected cash flows, based on engineering and environmental reports prepared by third party industry specialists, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgements and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows.

Changes in closure and reclamation estimates are accounted for as a change in the corresponding capitalized cost.

Costs of rehabilitation projects for which a provision has been recorded are recorded directly against the provision as incurred, most of which are incurred at the end of the life of mine.

Loss per share

The Company uses the treasury stock method of calculating diluted per share amounts whereby any proceeds from the exercise of stock options or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. The assumed conversion of outstanding common share options and warrants has an anti-dilutive impact in 2014 and 2013. Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

Share capital

- i) The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company.
- ii) Commissions paid to underwriters, and other related share issue costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital.

Income taxes

The Company uses the balance sheet method of accounting for income taxes. Under the balance sheet method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share-based payments

The Company accounts for stock options granted to directors, officers, employees and nonemployees at fair value. Accordingly, the fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to share-based payment reserve, over the vesting periods. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payments *(continued)*

period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Estimates and judgment

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statement of financial position.
- ii) The valuation of share-based payments.

Critical judgment is applied for the determination of the functional currency for each entity of the Company. Management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction as well as the currency in which funds from financing activities are denominated.

Measurement uncertainty

The future recovery of the recorded cost of the exploration and evaluation assets, and the provision for a future asset retirement obligations are based on estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrants.

Impairment of long-lived assets

Management evaluates non-current assets at least annually for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in income to the extent that the carrying amount exceeds the recoverable amount.

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration tax credits

The Company recognizes exploration tax credit amounts when the Company's application is approved by the taxation authorities or when the amount to be received can be reasonably estimated and collection is reasonably assured. The amount of the exploration tax credits would reduce the Company's deferred exploration costs through a credit to recoveries.

Flow-through shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid for the flow through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in profit or loss at the same time the qualifying expenditures are made.

Cash and cash equivalents

Cash and cash equivalents include cash in accounts and securities that on acquisition are convertible to cash within three months. These investments are highly liquid marketable securities.

New standards not yet adopted

Effective October 1, 2013, the Company adopted the following new and revised IFRS that were issued by the IASB:

- Amendments to IAS 1, Presentation of Items of Other Comprehensive Income
- IFRS 7, Financial Instruments: Disclosures
- IFRS 11, Joint Arrangements
- IFRS 12, Disclosure of Interests in Other Entities
- IFRS 13, Fair Value Measurement
- IAS 19, Employee Benefits
- IAS 27, Separate Financial Statements
- IAS 28, Investments in Associates and Joint Ventures

The application of these new and revised IFRS has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

New standards amendments and interpretations to existing standards not yet effective

Effective for annual reporting periods beginning on or after January 1, 2014

- IAS 32, Offsetting Financial Assets and Financial Liabilities
- IAS 36, Recoverable Amount Disclosure for Non-Financial Assets

The Company has not early adopted these new and amended standards and is currently assessing the impact that these standards will have on the Company's financial statements.

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

3. CASH AND CASH EQUIVALENTS

	December 31, 2014	September 30, 2014
	\$	\$
Canadian chartered bank		
- Deposits	40,675	25,769
- Investments (GIC)	147,185	246,607
	187,860	272,376

4. RECEIVABLES AND PREPAIDS

	December 31, 2014	September 30, 2014
	\$	\$
GST/HST receivable	1,075	1,503
Interest receivable	200	189
Legal trust accounts	6,000	6,000
Prepaid insurance	8,625	-
	15,900	7,692

5. EQUIPMENT

	Computer	Office Equipment	Total
	\$	\$	\$
Cost			
As at October 1, 2013	44,325	49,020	93,345
Additions during the year	-	-	-
As at September 30, 2014	44,325	49,020	93,345
Additions during the period	-	-	-
As at December 31, 2014	44,325	49,020	93,345
	Computer	Office Equipment	Total
	\$	\$	\$
Accumulated depreciation			
As at October , 2013	38,603	40,942	79,545
Amortization during the year	4,148	8,078	12,226
As at September 30, 2013	42,751	49,020	91,771
Amortization during the year	118	-	118
As at December 31, 2014	42,869	49,020	91,889
	Computer	Office Equipment	Total
	\$	\$	\$
Net book value			
As at October 1, 2013	5,926	8,078	13,800
As at September 30, 2014	1,574	-	1,574
As at December 31, 2014	1,456	-	1,456

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

6. EXPLORATION AND EVALUATION ASSETS

Mt. Mervyn Property
Yukon Territory, Canada

In April 2011, the Company entered into an option agreement to acquire a 100% interest in the Mt. Mervyn gold property. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 unpatented mining claims.

In order to exercise its option, the Company must make payments and issue shares as set below.

Cash:

\$75,000 within five business days after Exchange Acceptance Date (paid)

\$75,000 on or before June 1, 2011 (paid)

Common Shares:

50,000 (post-consolidation) within business days after Exchange Acceptance Date (issued)

50,000 (post-consolidation) on or before June 1, 2011 (issued)

50,000 (post-consolidation) on or before October 1, 2011 (issued)

50,000 (post-consolidation) on or before March 31, 2012 (issued)

Net Smelter Return ("NSR") Royalty:

The optionor has a 2% NSR royalty on the property. The NSR may be reduced to 1% by the payment of \$1 million to the optionor.

The Company has met the cash requirements of \$150,000 and has issued an aggregate of 250,000 (post-consolidation) shares to the vendor of the property, thereby completing the acquisition of a 100% interest in the Mt. Mervyn Property.

During the year ended September 30, 2014, due to the market conditions, which led to the inability to finance the property, the Company wrote-down the property to a nominal amount of \$1.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2014	September 30, 2014
	\$	\$
Trade accounts payable	1,924	11,181
Accrued liabilities	31,800	25,000
Due to related parties	69,927	37,986
	103,651	74,167

8. RELATED PARTY TRANSACTIONS

During the three months ended December 31, 2014, the Company paid or accrued \$72,582 (2013- \$76,990) to directors and officers or companies controlled by directors and officers of the Company, for management, accounting, geological consulting fees, and directors fees incurred by the Company. No incentive stock options were granted during the period. Included in accounts payable are directors fees payable of \$69,927 (September 30, 2014 - \$37,986), which are non-interest bearing, unsecured, and payable on demand. Fair value cannot be reliably determined.

Related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

EXPEDITION MINING INC.**Notes to the Condensed Consolidated Financial Statements**
For the three months ended December 31, 2014 and 2013**9. SHARE CAPITAL**

a) Authorized: Unlimited number of common shares

b) Issued and outstanding:

During the three months ended December 31, 2014, the Company did not issue any common shares. Total issued and outstanding is 11,667,367 common shares.

c) Stock options:

The continuity of share purchase options (post-consolidation) is as follows:

Expiry Date	Exercise Price	30-Sep-14	Granted	Exercised	Expired/ Cancelled	31-Dec-14
15-Oct-14	0.75	10,000	-	-	(10,000)	-
10-Jun-15	0.50	80,000	-	-	-	80,000
28-Jul-15	0.50	71,000	-	-	-	71,000
21-Sep-15	0.75	10,000	-	-	-	10,000
21-Apr-16	2.00	243,000	-	-	-	243,000
11-Jul-16	2.00	20,000	-	-	-	20,000
12-Jan-17	0.75	10,000	-	-	-	10,000
20-Mar-17	0.75	75,000	-	-	-	75,000
23-May-17	0.50	157,000	-	-	-	157,000
14-Dec-17	0.50	110,000	-	-	-	110,000
15-May-18	0.50	157,000	-	-	-	157,000
23-Jul-19	0.055	118,000	-	-	-	118,000
		1,061,000	-	-	(10,000)	1,051,000
Weighted average exercise price		\$ 0.84	-	-	\$ 0.75	\$ 0.84

Expiry Date	Exercise Price	30-Sep-13	Granted	Exercised	Expired/ Cancelled	31-Dec-13
29-Apr-14	0.75	105,000	-	-	-	105,000
15-Oct-14	0.75	10,000	-	-	-	10,000
10-Jun-15	0.50	80,000	-	-	-	80,000
28-Jul-15	0.50	71,000	-	-	-	71,000
21-Sep-15	0.75	10,000	-	-	-	10,000
21-Apr-16	2.00	243,000	-	-	-	243,000
11-Jul-16	2.00	20,000	-	-	-	20,000
12-Jan-17	0.75	40,000	-	-	-	40,000
20-Mar-17	0.75	75,000	-	-	-	75,000
23-May-17	0.50	177,000	-	-	-	177,000
14-Dec-17	0.50	130,000	-	-	-	130,000
15-May-18	0.50	83567,000	-	-	-	83567,000
		1,128,000	-	-	-	1,128,000
Weighted average exercise price		\$ 0.90	-	-	-	\$ 0.90

EXPEDITION MINING INC.**Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013****9. SHARE CAPITAL (continued)****c) Stock options: (continued)**

During the three months ended December 31, 2014, the Company did not grant any employee stock options.

d) Share purchase warrants

There were no outstanding share purchase warrants as at the years ended September 30, 2014 and 2013.

e) Share-based payment reserve

September 30, 2013	\$	3,912,909
Fair-value of stock options granted		6,476
September 30, 2014	\$	3,919,385
Fair-value of stock options granted		-
December 31, 2014	\$	3,919,385

10. NON CASH TRANSACTIONS

The following non-cash transactions were recorded:

	December 31, 2014	December 31, 2013
Financing activities		
Shares issued for exploration and evaluation assets	\$ -	\$ 1,000

11. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS**(a) Capital Management Objectives**

The Company's primary objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders, and to have sufficient liquidity available to fund suitable business opportunities as they arise.

The Company considers the components of shareholders' equity, as well as its cash and equivalents as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk of characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue equity, sell assets, or return capital to shareholders as well as issue or repay debt. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

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

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets, which are updated as necessary and are reviewed and approved by the Company's Board of Directors. In addition, the Company may issue new equity, incur additional debt, or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

EXPEDITION MINING INC.
Notes to the Condensed Consolidated Financial Statements
For the three months ended December 31, 2014 and 2013

11. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

There were no changes in the Company's approach to capital management during the year ended September 30, 2014.

(b) Carrying Amounts and Fair Values of Financial Instruments

The fair value of a financial instrument is the price at which a party would accept the rights and/or obligations of the financial instruments from an independent third party. Given the varying influencing factors, the reported fair values are only indicators of the prices that may actually be realized for these financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2—Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3—Inputs that are not based on observable market data

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at December 31, 2014.

	Level 1	Level 2	Level 3	Total
Cash	\$ 187,860	\$ —	\$ —	\$ 187,860
Security deposits	\$ 5,750	\$ —	\$ —	\$ 5,750

(c) Carrying Amounts and Fair Values of Financial Instruments (continued)

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at September 30, 2014.

	Level 1	Level 2	Level 3	Total
Cash	\$ 272,376	\$ —	\$ —	\$ 272,376
Security deposits	\$ 5,750	\$ —	\$ —	\$ 5,750

APPENDIX D

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND OPERATIONS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2014**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND OPERATIONS FOR THE THREE MONTH PERIOD ENDED DECEMBER 31, 2014**

EXPEDITION MINING INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year Ended September 30, 2014

Directors and Officers as at January 27, 2015

Directors:

Ron Atlas
Steve Chan
Jim Chapman
Bill Galine

Officers:

President – Ron Atlas
C.F.O. – Jorge Avelino
Executive Vice-president – Bill Galine

Contact Names:

Bill Galine
Jorge Avelino

Telephone Number:

604-662-3903

Fax Number:

604-662-3904

EXPEDITION MINING INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Nine Months Ended June 30, 2014

1.1 Date of This Report

January 27, 2015

This Management's Discussion & Analysis ("MD&A") of Expedition Mining Inc., ("Expedition" or the "Company") for the year ended September 30, 2014 has been prepared based on information available to us as of January 27, 2015. This discussion should be read in conjunction with the Audited Consolidated Financial Statements of the Company and notes attached thereto for the year ended September 30, 2014 included herewith, all of which are available at the SEDAR website at www.sedar.com.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Reported currency is stated in Canadian dollars.

1.2 Overall Performance

Description of Business

Expedition Mining Inc. is involved in the acquisition, exploration and development of mineral properties. The Company has an interest in mineral properties known as the Mt. Mervyn located in the Yukon Territory, which is in the exploration and development stage. During the year ended September 30, 2014, due to the inability to finance the properties, the Company wrote-down the property to a nominal amount of \$1 each.

During the year ended September 30, 2014, the Company continued to actively review and assess alternative mineral properties in North America for possible acquisitions with a view of enhancing shareholder value. In addition, the Company is currently seeking out opportunities in the medical and recreational cannabis field, as well as possible projects in the hemp industry in both Canada and the United States.

On June 19, 2014, the TSX Venture Exchange approved the consolidation of the Company's share capital on the basis of every five (5) shares of the Company being consolidated to one share to be effective June 23, 2014. The Company currently has 11,667,367 shares issued and outstanding.

Also during the period, the Company announced the agreement with 0909189 B.C. Ltd. to acquire

all of the outstanding shares of 0909189 B.C. Ltd. by issuing one share of Expedition Mining for each share of 0909189 B.C. Ltd. and paying the sum of CDN \$125,000 to 0909189 B.C. Ltd. 0909189 B.C. Ltd. presently has six million shares issued and outstanding. As per the agreement, the Company reviewed the results of the current exploration and drilling on two properties. The Company has the right to cause 0909189 B.C. Ltd. to exercise its options as to one or both of two properties or to terminate the agreement and forfeit the CDN \$125,000 as a breakup fee. At the time of this report, the Company has not made a decision with respect to the acquisition.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	<u>Sept. 30, 2014</u>	<u>Sept. 30, 2013</u>	<u>Sept. 30, 2012</u>
(a) Loss before other items			
(i) Total loss	\$550,597	\$502,940	\$525,184
(ii) Loss per share – basic	\$0.05	\$0.04	\$0.05
(iii) Loss per share – diluted	\$0.05	\$0.04	\$0.05
(b) Net loss			
(i) Total loss	\$2,014,360	\$493,373	\$1,892,940
(ii) Loss per share – basic	\$0.17	\$0.04	\$0.17
(iii) Loss per share – diluted	\$0.17	\$0.04	\$0.17
(c) Total assets	\$300,934	\$2,286,866	\$2,722,082
(d) Total long-term liabilities	-	-	-

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the unaudited audited consolidated financial statements for the year ended September 30, 2014 of the Company and notes attached hereto.

Results of Operations

During the year ended September 30, 2014, the Company reported a net loss of \$2,014,360 as compared to net loss of \$493,373 for the comparative year ended September 30, 2013. The two most significant increases were related to the following:

- i. Property investigation increase of \$124,200 – During the period, the Company announced the agreement with 0909189 B.C. Ltd. to acquire all of the outstanding shares of 0909189 B.C. Ltd. by issuing one share of Expedition Mining for each share of 0909189 B.C. Ltd. and paying the sum of CDN \$125,000 to 0909189 B.C. Ltd. 0909189 B.C. Ltd. presently has six million shares issued and outstanding. As per the agreement, the Company reviewed the results of the current exploration and drilling on two properties. The Company has the right to cause 0909189 B.C. Ltd. to exercise its options as to one or both of two properties or to terminate the agreement and forfeit the CDN \$125,000 as a breakup fee. At the time of this report, the Company has not made a decision.
- ii. Write-off and write-down exploration and evaluation assets – During the period, the Company decided to terminate the Jenny Hill, Black Hills and Long Canyon (Nevada) agreements and wrote-off all the acquisition and exploration costs of \$454,633. In addition, due to the inability to finance the Mt. Mervyn property (Yukon), the Company wrote-down the property to a nominal amount of \$1 for total \$998,256.

The Company reported decreases in consulting fees, corporate & admin fees, regulatory fees, legal and accounting fees, office expenses, shareholder communication and travel expenses. The general and administrative expenses reported an insignificant increase of \$47,657. Below is a breakdown of the expenses:

Expenses Category	30-Sep-14	30-Sep-13	Increase (Decrease)
- Bank charges & interest	943	975	(32)
- Consulting fees	-	16,000	(16,000)
- Corporate & admin	9,293	36,548	(27,255)
- Directors' fees	21,750	24,000	(2,250)
- Filing fees & transfer agent fees	22,238	16,269	5,969
- Legal & accounting	90,034	93,901	(3,867)
- Management fees	211,191	202,655	8,536
- Office rent, services & supplies	44,868	66,947	(22,079)
- Property investigation	125,000	800	124,200
- Shareholders' information	17,975	27,559	(9,584)
- Travel, meals & entertainment	7,305	17,286	(9,981)
Total	550,097	502,940	47,657

Shareholders Communication and Travel

The Company reported shareholders communication and travel expenses totaling \$25,280 (2013 - \$44,845) and broken down as follows:

	30-Sep-14	30-Sep-13
Communication & information	\$ 5,196	\$ 10,587
Press releases	3,270	2,850
Telephone & website	9,510	14,122
Travel & entertainment	7,304	17,286
	\$ 25,280	\$ 44,845

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	<u>Q3 30-Sep-14</u>	<u>Q3 30-Jun-14</u>	<u>Q2 31-Mar-14</u>	<u>Q1 31-Dec-13</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(1,418,150)	(406,765)	(98,970)	(90,475)
Per Share	(0.17)	(0.03)	(0.00)	(0.00)
	<u>Q4 30-Sep-13</u>	<u>Q3 30-Jun-13</u>	<u>Q2 31-Mar-13</u>	<u>Q1 31-Dec-12</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(64,903)	(165,316)	(126,891)	(136,263)
Per Share	(0.00)	(0.01)	(0.000)	(0.00)

Discussion

Year ended September 30, 2014:

For the year ended September 30, 2014, please refer to Section 1.4 Results of Operations.

EXPLORATION AND EVALUATION ASSETS

Yukon Property

Mt. Mervyn

On April 12, 2011, the Company entered into an option agreement pursuant to which it can acquire a 100% interest in the Mt. Mervyn gold property from Paul Dadwal. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 mining claims, approximately 6,564 hectares (65.64 sq kilometres). The agreement was approved by the TSX Venture Exchange on April 18, 2011.

In order to exercise its option under the option agreement, the Company must make payments and issue shares as set below.

Cash:

\$75,000 within five business days after Exchange Acceptance Date (paid)

\$75,000 on or before June 1, 2011 (paid)

Common Shares:

50,000 (post-consolidation) within business days after Exchange Acceptance Date (issued)

50,000 (post-consolidation) on or before June 1, 2011 (issued)

50,000 (post-consolidation) on or before October 1, 2011 (issued)

50,000 (post-consolidation) on or before March 31, 2012 (issued)

The Company committed to make the initial payment of \$75,000 (paid) and the initial issuance of 50,000 (post-consolidation) common shares (issued) once the title to the claims comprising the Mt. Mervyn property were recorded in the Company's name.

Net Smelter Returns Royalty (NSR):

The optionor has a 2-per-cent net smelter royalty on the property. The NSR may be reduced to 1-per-cent by the payment of \$1-million to the optionor.

The Company has no immediate work program for the Mt. Mervyn property and due to inability to fund the project, wrote-down to property to a nominal amount of \$1.

Nevada Properties

Long Canyon Project

The Long Canyon property consists of 39 unpatented lode claims within two blocks, 12 claims form the Long Canyon South block and 27 claims comprise the Long Canyon North block. The two blocks cover approximately 83.5 and 225.4 hectares respectively, located 200 kms southeast of Reno and 16 kms southeast of the community of Mina, Nevada. The lease payments and issuance of shares to be made are as follows:

Date	Payment Amount	Shares
December 6, 2012	\$15,000 (paid)	50,000 (issued)
December 6, 2013	\$20,000 (paid)	50,000 (issued)
December 6, 2014	\$25,000 (*)	-
December 6, 2015	\$30,000	-
December 6, 2016	\$35,000	-
December 6, 2017	\$40,000	-
December 6, 2018	\$40,000	-
December 6, 2019	\$40,000	-
December 6, 2020	\$40,000	-
December 6, 2021	\$40,000	-

Under the LC Agreement, Expedition has the option to acquire 100% ownership of the mining claims, subject to a 2% NSR reserved for the Owners. Expedition may exercise the Option at any time before the expiration date of this Agreement. The purchase price is \$300,000.

The Long Canyon property is subject to a 2% NSR. Expedition has the option to purchase at any time one-half (1/2) of the Royalty representing one percent (1%) of the Net Smelter Return for a purchase price of \$1.5 million.

On January 24, 2013, the Company received final approval from the TSX Venture Exchange.

A soil geochemical survey, prospecting, mapping and rock sampling program was implemented in January 2013 on the Long Canyon project. This work was completed by January 25th and samples sent to ALS Chemex in Reno for analyses. The soil survey was successful in delineating anomalous trends associated with the veining observed in outcrop. Values of up to 1.53g/t gold were obtained from the soil samples.

This work identified several structural trends associated with multi-element soil anomalies. These structural zones trend dominantly north-northeast and northwest and intersect beneath the extensive siliceous zone, which occupies the central portion of the property. This siliceous cap contains generally low gold values and is believed to represent the uppermost level of the hydrothermal system. The gold bearing veins are only exposed at lower stratigraphic levels in the drainages.

The north-northeast trend is characterized by swarms of narrow quartz veins with a general northerly orientation and sub-vertical dip. These veins range from less than 1 cm to greater than 1 m in thickness. At least two of these NNE zones have been identified to date. Veins within the NW trending zone show a greater variation in dip attitude from -45 to vertical, and are generally oriented sub-parallel to the overall Walker Lane Belt. The vein widths within the northwest trend are similar to those in the NNE set.

Structurally the Long Canyon project area is dominated by strands of the northwest trending Walker Lane Fault Zone. Walker Lane structures, and arcuate splays from the main faults, trend across the property and are exposed in many of the drainages. The northerly trending structures extend through the Pilot Mountains to the north, and are covered by pediment fans to the south. The intersections of these structural zones are believed to be important localizing features for the mineralization encountered at the Belleville Mine and the deposits in the Douglas Camp.

Rock sampling from current programs has confirmed the values reported by earlier sampling and includes up to 1.16g/t gold over 5 m within a shear zone. Geophysical data

including magnetic and IP surveys from previous operators has been compiled with the current geochemical data and mapping to provide targets for the mechanical trenching program.

On September 24, 2013, the Company announced the commencement of the trenching program. On November 25, 2013, the Company announced the completion of the 2013 Trenching Program. The trenching program utilized a rubber tired backhoe to clear the surface float and excavate into the bedrock. Generally the undisturbed bedrock is less than 1 m below surface. Trenches were excavated in areas of visible alteration and veining along with zones associated with regional structures. The best results were derived from trenches 2, 2A, 7 and 8, located in the vicinity of IP target #2. Gold values were similar to previous sample results with the highest value being 1.27 g/t over 3 m in trench 2. This sample was part of a wider zone of 6.5 m grading 0.93 g/t gold. A sample of vein material from trench 2A contained 61.9 g/t silver along with 0.3 g/t gold. This work confirmed that the anomalous values are predominantly associated with the northeasterly trending structural zones, the intersections of which are co-incident with an IP target generated by the historical survey. Overall the company is very pleased with the results to plan the 2014 exploration program.

Permitting for a drill program to test these surface anomalies was completed in February 2014, requiring an increase in the reclamation bond posted with the BLM, and a contractor chosen for this work. A reverse circulation drill program consisting of 1525 m (5,000 ft) in 11 holes has been designed for the project. The drill program was successfully completed by April 6, 2014 for a total cost of \$89,770 (US\$81,104), on time and under the budget of US\$140,000. Sampling of the drill chips was carried out concurrently with the drilling and all samples have been sent to ALS Chemex in Reno for analyses.

On May 29, 2014 the Company announced the results of all 11 holes drilled. The Company is encouraged by the presence of wide zones of low grade mineralization indicating a large hydrothermal system. For details, please refer to the May 29th press release filed on Sedar.

Due to the market conditions, the inability to fund the project, and the cash requirements on the option agreement, the Company wrote-off all acquisition costs and exploration costs in the amount of \$279,916.28 (*).

As of the date of this report, the Company had paid a cash reclamation bond of \$13,541 (US\$12,021) with the Bureau of Land Management.

Jenny Hill and Black Hills Property

Jenny Hill Property

This property consists of 25 unpatented lode claims covering approximately 515 acres (208 hectares) and is located 100 miles (161 kms) southeast of Reno, Nevada.

Black Hills Property

This property consists of 43 unpatented lode claims covering approximately 886 acres (358 hectares) and is approximately 100 miles (161 kilometres) southeast of Reno, Nevada. The property is located about two miles south of the Jenny Hill property. The property is situated on a major strand of the Walker Lane Fault and is midway between the past-producing Rawhide and Paradise Peak open pit gold mines in northeastern Mineral County.

The Jenny Hill and Black Hills agreement calls for lease payments to be made as follows:

<u>Date</u>	<u>Payment Amount</u>
March 1, 2012	\$ 20,000.00 (paid)
September 1, 2013	20,000.00 (paid)
September 1, 2014	25,000.00 (*)
September 1, 2015	30,000.00
September 1, 2016	35,000.00
September 1, 2017	40,000.00

and \$40,000 on September 1 of each subsequent year, until the expiry of the lease on August 31, 2022.

In consideration of the Mining Lease and Option Agreement, Expedition shall issue and deliver to the Owners 50,000 common shares on signing (issued) and 50,000 common shares on or before September 1, 2013 (issued).

On March 28, 2012, the Company received TSX Venture Exchange approval.

In September and October of 2012 a program of mapping and rock chip sampling was carried out. Grab samples collected during the initial prospecting of the area showed gold associated with quartz veining. Gold values of up to 8.5g/t over 1.5m were returned from the Black Hills property and 3.09g/t over 1.5m from the Jenny Hill property during the recent program.

A soil geochemical survey was initiated on the projects in November. The Black Hills portion of the survey was completed in late December 2012 and the samples were sent to ALS Chemex in Reno, Nevada. The Jenny Hill portion was in January 2013. Assay results showed anomalous gold values associated with a strong north easterly trending structure traversing the two properties.

During the period, the Company terminated the agreement and wrote-off all acquisition and exploration costs totaling \$174,717 (*).

EXPENDITURES:

Details of deferred exploration costs for the property are as follows:

	Balance 30-Sep-13	Additions during the period	Write- down/off during the period	Balance 30-Sep-14
Mt. Mervyn Property, Yukon				
Acquisition costs	360,000	-	(359,999)	1
Deferred Expenses				
- Camp costs	18,748	-	(18,748)	-
- Consulting (Geology)	10,296	-	(10,296)	-
- Data acquisition	105,570	-	(105,570)	-
- Field work & supplies	57,421	-	(57,421)	-
- Geochem & Geophysics	146,242	-	(146,242)	-
- Helicopter	100,191	-	(100,191)	-
- Legal	11,361	-	(11,361)	-
- Mobilization	43,355	-	(43,355)	-
- Soil sampling & trenching	145,073	-	(18,748)	-
Total Mt. Mervyn	998,257	-	(998,256)	1

	Balance 30-Sep-13	Additions during the period	Write- down/off during the period	Balance 30-Jun-14
Jenny Hill & Black Hills				
Acquisition costs	48,521	-	(48,521)	-
Deferred Expenses				
- Assays	38,036	-	(38,036)	-
- Claims	24,585	-	(24,585)	-
- Consulting (Geology)	25,489	-	(25,489)	-
- Maps & reports	806	-	(806)	-
- Site Visits	3,239	-	(3,239)	-
- Soil sampling & trenching	34,041	-	(34,041)	-
Total Jenny Hill & Black Hills	174,717	-	(174,717)	-
Long Canyon Project				
Acquisition costs	17,530	22,498	(40,028)	-
Deferred Expenses				
- Assays	14,317	19,810	(34,127)	-
- Claims	6,017	7,731	(13,748)	-
- Consulting (Geology)	28,104	29,500	(57,604)	-
- Drilling	-	99,271	(99,271)	-
- Field supplies	-	822	(822)	-
- Legal	441	-	(441)	-
- Maps & reports	3,169	7,132	(10,301)	-
- Site Visits	9,137	14,437	(23,574)	-
Total Long Canyon Project	78,715	201,201	(279,916)	-
Total	1,251,689	201,201	(1,452,889)	1

1.5 Liquidity

Expedition Mining Inc. is a mining exploration and development company with no producing resource properties, and consequently, no current operating income or cash flow.

In management's view, given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the acquisition of a viable property and the discovery of economically recoverable reserves. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

At September 30, 2014, the Company had \$272,376 in cash, \$5,750 in security deposits and \$21,233 in accounts receivable. The Company has no revenue generating projects at this time. The Company's historical capital needs have been met by equity subscriptions. On September 30, 2014, the Company had working capital of \$225,192 (September 30, 2013 - \$963,402).

Cash and cash equivalents

	30-Sep-14		30-Sep-13	
Cash deposits	\$	25,769	\$	146,788
Investments GIC		246,607		790,954
Total cash and cash equivalents	\$	272,376	\$	937,742

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with two large Canadian banks.

Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company faces certain foreign exchange risks related to expenses and deferred exploration costs incurred in U.S. dollars, a currency which may appreciate against the Canadian dollar, the Company's reporting currency. Additionally, net working capital balances denominated in non-reporting currencies are also subject to fluctuations in value. The Company mitigates these threats by limiting its exposure to such balances where their expenditure in the same non-reporting currency is not imminent.

Commitments

The Company has certain work commitments on their mineral property interests as discussed in Section 1.4 and Notes 6 and 9 of the Financial Statements.

1.6 Capital Resources

The Company's capital resources are its exploration and evaluation assets, with a historical cost of \$1 (\$1,251,689 – September 30, 2013) and its fixed assets (computers & office equipment) with a book value of \$1,574 (\$13,800 – September 30, 2013).

1.7 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.8 Fourth Quarter

The fourth quarter results do not differ significantly from other quarters.

1.9 Transactions with Related Parties

During the years ended September 30, 2014 and 2013, the Company was charged the following amounts by directors and officers or by companies controlled by the director or officers:

	Years ended	
	30-Sep-14	30-Sep-13
Management fees	\$ 211,191	202,655
Accounting fees	61,355	65,875
Directors fees	21,750	24,000
Deferred geological fees	29,300	41,050
Property investigation	-	800
Share-based payments	6,039	45,803
Total	\$ 329,635	380,183

On July 17, 2014, the Company granted 118,000 incentive stock options to directors, officers & key employees with an exercise price of \$0.055 per option, expiring on July 17, 2014. The fair value of the options using the Black-Scholes model was \$0.065 per option. [2013 – 285,000 options (post-consolidation)].

Included in accounts payable is \$37,986 of directors fees and expenses payable (\$21,404 – September 30, 2013).

1.10 Proposed Transactions

N/A

1.11 Critical Accounting Estimates

In preparing financial statements, management has to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the consolidated financial statements materially and involve a significant level of judgment by management.

1.12 Financial and Other Instruments

The carrying value of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and due from (to) related parties approximate their fair values due to the short maturity of those instruments.

1.13 Other

Disclosure of Outstanding Share Capital: January 27, 2015

	Number
Common Shares	11,667,367

Disclosure of Outstanding Stock Options: January 27, 2015

	Number
Incentive Stock Options	1,051,000

Disclosure of Outstanding Share Purchase Warrants: January 27, 2015

	Number
Share Purchase Warrants	Nil
Fully diluted	12,718,367

Disclosure Controls and Procedures

It should be noted that pursuant to Multilateral Instrument 52-511 (adopted by the British Columbia Securities Commission on November 23, 2007), that the officers of the Company are no longer required to certify the effectiveness of disclosure controls and procedures used by the Company, as was required in previous filings under National Instrument 52-109. Accordingly, the new forms of certificate to be signed by the Company's Chief Executive Officer and Chief Financial Officer contain the following Note to Reader:

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of and annual filings and other reports provided under securities legislation.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.

EXPEDITION MINING INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Three Months Ended December 31, 2014

Directors and Officers as at February 25, 2015

Directors:

Steve Chan
Bill Galine
Bob Lunde

Officers:

Acting C.E.O. – Bill Galine
C.F.O. – Jorge Avelino

Contact Names:

Bill Galine
Jorge Avelino

Telephone Number:

604-662-3903

Fax Number:

604-662-3904

EXPEDITION MINING INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Three Months Ended December 31, 2014

1.1 Date of This Report

February 25, 2015

This Management's Discussion & Analysis ("MD&A") of Expedition Mining Inc., ("Expedition" or the "Company") for the three months ended December 31, 2014 has been prepared based on information available to us as of February 25, 2015. This discussion should be read in conjunction with the Audited Consolidated Financial Statements of the Company and notes attached thereto for the three months ended December 31, 2014 included herewith, all of which are available at the SEDAR website at www.sedar.com.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Reported currency is stated in Canadian dollars.

1.2 Overall Performance

Description of Business

Expedition Mining Inc. is involved in the acquisition, exploration and development of mineral properties. The Company has an interest in mineral properties known as the Mt. Mervyn located in the Yukon Territory, which is in the exploration and development stage. During fiscal year 2014, due to market conditions, which led to the inability to finance the properties, the Company wrote-down the property to a nominal amount of \$1 each.

During the three months ended December 31, 2014, the Company continued to actively review and assess alternative mineral properties and other businesses in North America for possible acquisitions with a view of enhancing shareholder value. In addition, the Company is currently seeking out opportunities in the medical and recreational cannabis field, as well as possible projects in the hemp industry in both Canada and the United States.

During fiscal year 2014, the TSX Venture Exchange approved the consolidation of the Company's share capital on the basis of every five (5) shares of the Company being consolidated to one share to be effective June 23, 2014. The Company currently has 11,667,367 shares issued and outstanding.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	<u>Sept. 30, 2014</u>	<u>Sept. 30, 2013</u>	<u>Sept. 30, 2012</u>
(a) Loss before other items			
(i) Total loss	\$550,597	\$502,940	\$525,184
(ii) Loss per share – basic	\$0.05	\$0.04	\$0.05
(iii) Loss per share – diluted	\$0.05	\$0.04	\$0.05
(b) Net loss			
(i) Total loss	\$2,014,360	\$493,373	\$1,892,940
(ii) Loss per share – basic	\$0.17	\$0.04	\$0.17
(iii) Loss per share – diluted	\$0.17	\$0.04	\$0.17
(c) Total assets	\$300,934	\$2,286,866	\$2,722,082

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the unaudited condensed consolidated financial statements for the three months ended December 31, 2014 of the Company and notes attached hereto.

Results of Operations

During the three months ended December 31, 2014, the Company reported a net loss of \$105,910 as compared to net loss of \$90,475 for the comparative three months ended December 31, 2013. The two most significant increases were related to the following:

- i. Corporate & administration fees increase of \$2,573 and legal fees increase of \$6,815 – During the period, the Company incurred additional corporate & administration fees and legal fees related to a change of business and the listing application with the Canadian Stock Exchange (CSE).
- ii. Travel, meals & entertainment increase of \$3,950 – During the period, the Company continued to review potential business alternatives.

The Company reported decreases in consulting fees, corporate & admin fees, regulatory fees, legal and accounting fees, office expenses, shareholder communication and travel expenses. The general and administrative expenses reported an insignificant increase of \$47,657. Below is a breakdown of the expenses:

<u>Expenses Category</u>	<u>31-Dec-14</u>	<u>31-Dec-13</u>	<u>Increase (Decrease)</u>
- Bank charges & interest	287	256	31
- Corporate & admin	3,598	1,025	2,573
- Directors' fees	3,000	6,000	(3,000)
- Filing fees & transfer agent fees	2,143	893	1,250
- Legal & accounting	22,325	15,510	6,815
- Management fees	54,582	51,779	2,803
- Office rent, services & supplies	11,701	11,219	482
- Property storage fees	546	-	546
- Shareholders' information	2,809	3,545	(736)
- Travel, meals & entertainment	5,195	1,245	3,950
Total	106,186	91,472	14,714

Shareholders Communication and Travel

The Company reported shareholders communication and travel expenses totaling \$8,004 (2013 - \$4,790) and broken down as follows:

	31-Dec-14	31-Dec-13
Communication & information	\$ 838	\$ 464
Press releases	-	480
Telephone & website	1,970	2,602
Travel & entertainment	5,195	1,244
	\$ 8,004	\$ 4,790

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	<u>Q4 31-Dec-14</u>	<u>Q4 30-Sep-14</u>	<u>Q3 30-Jun-14</u>	<u>Q2 31-Mar-14</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(105,910)	(1,418,150)	(406,765)	(98,970)
Per Share	(0.01)	(0.17)	(0.03)	(0.00)
	<u>Q1 31-Dec-13</u>	<u>Q4 30-Sep-13</u>	<u>Q3 30-Jun-13</u>	<u>Q2 31-Mar-13</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(90,475)	(64,903)	(165,316)	(126,891)
Per Share	(0.00)	(0.00)	(0.01)	(0.000)

Discussion

Three months ended December 31, 2014:

For the three months ended December 31, 2014, please refer to Section 1.4 Results of Operations.

EXPLORATION AND EVALUATION ASSETS

Yukon Property

Mt. Mervyn

On April 12, 2011, the Company entered into an option agreement pursuant to which it can acquire a 100% interest in the Mt. Mervyn gold property from Paul Dadwal. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 mining claims, approximately 6,564 hectares (65.64 sq kilometres). The agreement was approved by the TSX Venture Exchange on April 18, 2011.

In order to exercise its option under the option agreement, the Company must make payments and issue shares as set below.

Cash:

\$75,000 within five business days after Exchange Acceptance Date (paid)

\$75,000 on or before June 1, 2011 (paid)

Common Shares:

50,000 (post-consolidation) within business days after Exchange Acceptance Date (issued)

50,000 (post-consolidation) on or before June 1, 2011 (issued)

50,000 (post-consolidation) on or before October 1, 2011 (issued)

50,000 (post-consolidation) on or before March 31, 2012 (issued)

The Company committed to make the initial payment of \$75,000 (paid) and the initial issuance of 50,000 (post-consolidation) common shares (issued) once the title to the claims comprising the Mt. Mervyn property were recorded in the Company's name.

Net Smelter Returns Royalty (NSR):

The optionor has a 2-per-cent net smelter royalty on the property. The NSR may be reduced to 1-per-cent by the payment of \$1-million to the optionor.

The Company has no immediate work program for the Mt. Mervyn property and due to inability to fund the project, wrote-down to property to a nominal amount of \$1.

EXPENDITURES:

Details of deferred exploration costs for the property are as follows:

	Balance 30-Sep-14	Additions during the period	Write- down/off during the period	Balance 30-Sep-14
Mt. Mervyn Property, Yukon				
Acquisition costs	1	-	-	1
Deferred Expenses				
- Camp costs	-	-	-	-
- Consulting (Geology)	-	-	-	-
- Data acquisition	-	-	-	-
- Field work & supplies	-	-	-	-
- Geochem & Geophysics	-	-	-	-
- Helicopter	-	-	-	-
- Legal	-	-	-	-
- Mobilization	-	-	-	-
- Soil sampling & trenching	-	-	-	-
Total Mt. Mervyn	1	-	-	1

1.5 Liquidity

Expedition Mining Inc. is a mining exploration and development company with no producing resource properties, and consequently, no current operating income or cash flow.

In management's view, given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the acquisition of a viable property and the discovery of economically recoverable reserves. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

At December 31, 2014, the Company had \$187,860 in cash, \$5,750 in security deposits and \$7,275 in accounts receivable. The Company has no revenue generating projects at this time. The Company's

historical capital needs have been met by equity subscriptions. On December 31, 2014, the Company had working capital of \$119,400 (September 30, 2013 - \$225,192).

Cash and cash equivalents

	31-Dec-14	30-Sep-14
Cash deposits	\$ 40,675	\$ 25,769
Investments GIC	147,185	246,607
Total cash and cash equivalents	\$ 187,860	\$ 272,376

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with two large Canadian banks.

Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company faces certain foreign exchange risks related to expenses and deferred exploration costs incurred in U.S. dollars, a currency which may appreciate against the Canadian dollar, the Company's reporting currency. Additionally, net working capital balances denominated in non-reporting currencies are also subject to fluctuations in value. The Company mitigates these threats by limiting its exposure to such balances where their expenditure in the same non-reporting currency is not imminent.

Commitments

The Company has no commitments on their mineral property interests as discussed in Section 1.4 and Notes 6 and 9 of the Financial Statements.

1.6 Capital Resources

The Company's capital resources are its exploration and evaluation assets, with a historical cost of \$1 (\$1 – September 30, 2014) and its fixed assets (computers & office equipment) with a book value of \$1,456 (\$1,574 – September 30, 2014).

1.7 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.8 First Quarter

The first quarter results do not differ significantly from other quarters.

1.9 Transactions with Related Parties

During the three months ended December 31, 2014 and 2013, the Company was charged the following amounts by directors and officers or by companies controlled by the director or officers:

		Three months ended	
		31-Dec-14	31-Dec-13
Management fees	\$	54,582	51,780
Accounting fees		15,000	15,510
Directors fees		3,000	6,000
Geological fees		-	3,700
Total	\$	72,582	76,990

Included in accounts payable is \$69,927 of directors fees and expenses payable (\$37,986 – September 30, 2014).

1.10 Proposed Transactions

N/A

1.11 Critical Accounting Estimates

In preparing financial statements, management has to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the consolidated financial statements materially and involve a significant level of judgment by management.

1.12 Financial and Other Instruments

The carrying value of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and due from (to) related parties approximate their fair values due to the short maturity of those instruments.

1.13 Other

Disclosure of Outstanding Share Capital: February 25, 2015

	<u>Number</u>
Common Shares	11,667,367

Disclosure of Outstanding Stock Options: February 25, 2015

	<u>Number</u>
Incentive Stock Options	1,051,000

Disclosure of Outstanding Share Purchase Warrants: February 25, 2015

	<u>Number</u>
Share Purchase Warrants	Nil
Fully diluted	12,718,367

Disclosure Controls and Procedures

It should be noted that pursuant to Multilateral Instrument 52-511 (adopted by the British Columbia Securities Commission on November 23, 2007), that the officers of the Company are no longer required to certify the effectiveness of disclosure controls and procedures used by the Company, as was required in previous filings under National Instrument 52-109. Accordingly, the new forms of certificate to be signed by the Company's Chief Executive Officer and Chief Financial Officer contain the following Note to Reader:

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular,

the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of and annual filings and other reports provided under securities legislation.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.

APPENDIX E

STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this section is to disclose all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Issuer to each Named Executive Officer (as defined herein) in accordance with Form 51-102F6 – *Statement of Executive Compensation* (“Form 51-102F6”). The stated objective of Form 51-102F6 is to provide insight into executive compensation as a key aspect of the overall stewardship and governance of a company and to help investors understand how decisions about executive compensation are made.

As at September 30, 2014, the following individuals were the Named Executive Officers (“NEOs”) of the Issuer:

Ronald Atlas	-	Chief Executive Officer, President
Jorge Avelino	-	Chief Financial Officer

Compensation Discussion and Analysis

The Issuer’s Compensation and Corporate Governance Committee is currently comprised of Steven Chan (Chairman), James Chapman and William Galine.

Executive compensation is considered by the independent members of the Board who review proposed compensation and determine if it is competitive with similar companies and whether it recognizes and rewards executive performance consistent with the success of the Issuer’s business. These programs are designed to attract and retain capable and experienced people. The Compensation and Corporate Governance Committee assists in establishing the Issuer’s compensation goals and objectives and ensures that they are aligned with the Issuer’s overall business objectives and with shareholder interests.

In addition to industry comparables, the Compensation and Corporate Governance Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Issuer and its shareholders, overall financial and operating performance of the Issuer and the Compensation and Corporate Governance Committee’s assessment of each executive’s individual performance and contribution toward meeting corporate objectives.

Key Compensation Components

The components of the Issuer’s total compensation for its executive officers are:

1. *Base Compensation*

The objectives of base compensation are to recognize market pay and acknowledge the competence and skills of individuals. The base compensation paid to the NEOs shall be determined on a review by the Board as part of the annual review of executive officers. The decision on whether to grant an increase to the executive’s base compensation and the amount of any such increase shall be in the sole discretion of the Board. Given the Issuer’s lack of cash flow and cash resources during the last completed fiscal year, the base compensation was accrued and remains unpaid to the Issuer’s NEO’s.

2. *Long-term Incentives*

Long-term incentive compensation is provided through the granting of stock options. This incentive arrangement is designed to reward achievement of long-term financial and operating performance and focus on key activities and achievements critical to the ongoing success of the Issuer.

Summary Compensation Table

The "Summary Compensation Table" details all of the compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the NEOs of the Issuer and whose total compensation from the Issuer or its subsidiaries, exceeded \$150,000 for the relevant fiscal year. Compensation disclosure for prior years can be obtained on SEDAR at www.sedar.com. Total compensation encompasses, as applicable, regular salary, the dollar value of option awards, non-equity incentive plan compensation which would include discretionary and non-discretionary bonuses, pension value with compensatory amounts for both defined and non-defined contribution retirement plans, and all other compensation which could include tax gross-ups, premiums for certain insurance policies, payments resulting from termination, resignation, retirement or a change of control and all other amounts not reported in the Table.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive Plan contribution (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Ronald Atlas President & Chairman	2014	133,191	Nil	1,098	Nil	Nil	Nil	Nil	134,289
	2013	124,655	Nil	8,725	Nil	Nil	Nil	Nil	133,380
	2012	122,820	Nil	15,990	Nil	Nil	Nil	Nil	138,810
Jorge Avelino CFO	2014	61,355	Nil	549	Nil	Nil	Nil	Nil	61,904
	2013	65,875	Nil	4,363	Nil	Nil	Nil	Nil	70,238
	2012	64,150	Nil	15,990	Nil	Nil	Nil	Nil	138,810

Future Compensation

In February 2015 Mr. Ronald Atlas passed away. His role as President was assumed by Mr. William Galine. Executive compensation for the immediate future consists of \$6,500 per month to Mr. Galine (of which \$1,300 is deferred), and \$5,000 per month to Jorge Avelino (of which \$2,500 is deferred).

Incentive Plan Awards

Under the Issuer's Plan, the Issuer is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time. As at the record date of this Application, the Issuer was eligible to grant up to 1,166,737 options under its Plan. There are presently 1,051,000 options granted under the Plan.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of five years (or ten years if the Issuer is reclassified by the TSX-V as a Tier 1 Issuer).
2. The exercise price of any options granted under the Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the minimum price of options permitted by the TSX-V.
3. No vesting requirements will apply to options granted thereunder other than as required by TSX-V policies or as may be determined by the board of directors, in its sole discretion; however, a four-month hold period will apply to all shares issued under each option, commencing from the date of grant.
4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; and (ii) 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.

6. If the option holder ceases to be a director of the Issuer or ceases to be employed by the Issuer (other than by reason of death), as the case may be, then the option granted shall expire no later than the 90th day following the date that the option holder ceases to be a director or ceases to be employed by the Issuer, subject to the terms and conditions set out in the Plan. However, if the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Issuer to provide investor relations activities, in accordance with the policies of the TSX-V.
7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Issuer's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Issuer's issued shares.
8. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Issuer's common shares.
9. The Issuer may implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

During the year ended September 30, 2013, 1,175,000 options were granted to directors and Named Executive Officers of the Issuer, of which 375,000 options were granted to the Named Executive Officers.

Long Term Incentive Plan (LTIP) Awards

The Issuer does not have any long term incentive plans. An LTIP means "any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one fiscal year whether performance is measured by reference to financial performance of the Issuer or an affiliate or the price of the Issuer's shares but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units".

Option Repricings

During the Issuer's completed financial year ended September 30, 2014, the Issuer did not reprice any incentive stock options (however all outstanding options were effectively repriced as a result of the Issuer's consolidation of its outstanding common shares in June 2014).

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars of all awards for each NEO outstanding as at September 30, 2014 (figures are on a post-consolidated basis):

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options	Option exercise price (CDN \$)	Option expiration date	Value of unexercised in-the-money options ¹	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested
Ronald Atlas CEO	20,000	0.50	June 10, 2015	Nil	Nil	Nil
	60,000	2.00	April 21, 2016	Nil		
	20,000	0.75	March 20, 2017	Nil		
	20,000	0.50	May 23, 2017	Nil		
	20,000	0.50	December 14, 2017	Nil		
	30,000	0.50	May 15, 2018	Nil		
	<u>20,000</u>	0.055	July 23, 2019	Nil		
	190,000					
Jorge Avelino CFO	20,000	0.50	June 10, 2015	Nil	Nil	Nil
	20,000	2.00	April 21, 2016	Nil		
	8,000	0.75	March 20, 2017	Nil		
	20,000	0.50	May 23, 2017	Nil		
	10,000	0.50	December 14, 2017	Nil		
	15,000	0.50	May 15, 2018	Nil		
	<u>10,000</u>	0.055	July 23, 2019	Nil		
	103,000					

(1) The market price of the Issuer's common shares as reported on the TSXV on September 25, 2014, the last day of trading prior to the year end of the Issuer, was \$0.05 per share.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out all incentive plan awards (value vested or earned) during the year ended September 30, 2014, for each Named Executive Officer:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ronald Atlas	\$1,098	Nil	Nil
Jorge Avelino	\$549	Nil	Nil

(1) The closing price of the Common Shares on September 25, 2014, the last day of trading prior to the year end of the Issuer, was \$0.05. The Black-Scholes option price model is used to estimate the fair value of the options at the date of grant.

The following stock options were granted to the Issuer's NEOs during the fiscal year ended September 30, 2014, (figures are on a post-consolidated basis):

Name	Number of securities underlying unexercised options	Option exercise price (CDN \$)	Date Option Granted	Option expiration date
Ronald Atlas	20,000	0.055	July 23, 2014	July 23, 2019
Jorge Avelino	10,000	0.055	July 23, 2014	July 23, 2019

Defined Benefit or Actuarial Plan

The Issuer does not have a defined benefit or actuarial plan.

Termination and Change of Control Benefits

Pursuant to a management agreement effective the 1st day of July, 2010, Bill Galine is paid a fee of \$6,500 per month, for acting as Executive Vice-President of the Issuer, with bonuses as may be granted from time to time by the Issuer's Compensation and Corporate Governance Committee. The agreement is for an initial term of one year with automatic renewal terms, and may be terminated by the Issuer on payment of 12 months compensation in the amount of \$78,000 and any bonuses that may be due at such time of termination. In addition, the agreement provides that, for a period of 30 days after a Change of Control, Mr. Galine may deem the agreement to be terminated, in which case Mr. Galine will receive a lump sum payment of \$39,000 and any bonuses then due.

Effective June 1, 2014, Mr. Galine agreed to defer 20% of his salary until otherwise amended by the board of directors. In February 2015 Mr. Galine assumed the role of interim CEO, following the passing of Mr. Ron Atlas.

Director Compensation

The Issuer does not have any non-cash compensation plans for its directors and it does not propose to pay or distribute any non-cash compensation during the current financial year, other than the possible grant of incentive stock options.

The compensation provided to directors, excluding directors who are included in disclosure for a Named Executive Officer for the Issuer's most recently completed financial year of September 30, 2014, is as follows:

Director Name	Fees Earned	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation)	Total
Steven Chan	\$6,000	Nil	\$1,098	Nil	Nil	Nil	\$7,098
James Chapman	\$6,000	Nil	\$1,098	Nil	Nil	\$29,300 ⁽¹⁾	\$36,398
Corry Silbernagel ⁽²⁾	\$6,000	Nil	\$1,098	Nil	Nil	Nil	\$7,098
John Watt ⁽³⁾	\$6,000	Nil	Nil	Nil	Nil	Nil	\$6,000

(1) Fees received by Mr. Chapman for geological services provided in relation to the Issuer's Nevada mineral properties.

(2) Mr. Silbernagel resigned as a director on September 17, 2014.

(3) Mr. Watt resigned as a director on June 3, 2014.

Effective June 1, 2014, payment of all director fees was deferred until the Issuer has the financial resources to pay the same.

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars of all awards held by each director who was not a NEO as of the financial year ended September 30, 2014 (figures are on a post-consolidated basis):

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options	Option exercise price (CDN \$)	Option expiration date	Value of unexercised in-the-money options ¹	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested
Steven Chan	30,000	2.00	April 21, 2016	Nil	Nil	Nil
	20,000	0.50	May 23, 2017	Nil		
	20,000	0.50	December 14, 2017	Nil		
	30,000	0.50	May 15, 2018	Nil		
	<u>20,000</u>	0.055	July 23, 2019	Nil		
	120,000					
James Chapman	20,000	2.00	July 11, 2016	Nil	Nil	Nil
	10,000	0.75	January 12, 2017	Nil		
	20,000	0.50	May 23, 2017	Nil		
	20,000	0.50	December 14, 2017	Nil		
	10,000	0.50	May 15, 2018	Nil		
	<u>20,000</u>	0.055	July 23, 2019	Nil		
	100,000					
Corry Silbernagel ⁽²⁾	20,000	0.50	June 10, 2015	Nil	Nil	Nil
	30,000	0.50	July 28, 2015	Nil		
	30,000	2.00	April 21, 2016	Nil		
	20,000	0.75	March 20, 2017	Nil		
	20,000	0.50	May 23, 2017	Nil		
	20,000	0.50	December 14, 2017	Nil		
	30,000	0.50	May 15, 2018	Nil		
	<u>20,000</u>	0.055	July 23, 2019	Nil		
	190,000					
John Watt ⁽³⁾	30,000	0.75	January 12, 2017	Nil	Nil	Nil
	20,000	0.50	May 23, 2017	Nil		
	20,000	0.50	December 14, 2017	Nil		
	<u>10,000</u>	0.50	May 15, 2018	Nil		
	80,000					

(1) The market price of the Issuer's common shares as reported on the TSX V on September 25, 2013, the last day of trading prior to the year end of the Issuer, was \$0.05 per share.

(2) Mr. Silbernagel resigned as a director on September 17, 2014.

(3) Mr. Watt resigned as a director on June 3, 2014.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out all incentive plans (value vested or earned) during the year ended September 30, 2014, for each director who was not a Named Executive Officer:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Stephen Chan	1,098	Nil	Nil
Corry Silbernagel	1,098	Nil	Nil
Jim Chapman	1,098	Nil	Nil
John Watt	Nil	Nil	Nil

- (1) The closing price of the Common Shares on September 25, 2014, the last day of trading prior to the year end of the Issuer, was \$0.05. The Black-Scholes option price model is used to estimate the fair value of the options at the date of grant.

The following stock options were granted to the directors during the fiscal year ended September 30, 2014 (figures are on a post-consolidated basis):

Name	Number of securities underlying unexercised options	Option exercise price (CDN \$)	Date Option Granted	Option expiration date
Steven Chan	20,000	0.055	July 23, 2014	July 23, 2019
James Chapman	20,000	0.055	July 23, 2014	July 23, 2019
Corry Silbernagel ⁽¹⁾	20,000	0.055	July 23, 2014	July 23, 2019
John Watt ⁽²⁾	nil	n/a	n/a	n/a

- (1) Mr. Silbernagel resigned as a director on September 17, 2014.

- (2) Mr. Watt resigned as a director on June 3, 2014.