FINANCIAL STATEMENTS

December 31, 2011 and 2010

(Expressed in Canadian Dollars)

SAM S. MAH INC.

Chartered Accountant #1850-1066 West Hastings Street Vancouver, B.C. V6E 3X2

INDEPENDENT AUDITORS' REPORT

To: the Shareholders of

Datinvest International Ltd.

I have audited the accompanying financial statements of Datinvest International Ltd. (the "Company"), which comprise the statements of financial position as at December 31, 2011 and December 31, 2010 and January 1, 2010, and the statements of loss and comprehensive loss, statements of cash flows and statements of changes in equity for the years ended December 31, 2011 and December 31, 2010, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

My responsibility is to express an opinion on these financial statements based on my audits. I conducted my audits in accordance with Canadian generally accepted auditing standards. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 financial statements.

I believe that the audit evidence I have obtained in my audits is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2011, December 31, 2010 and January 1, 2010, and its financial performance and its cash flows for the years ended December 31, 2011 and December 31, 2010 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying my opinion, I draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Sam S. Mah Inc."
Chartered Accountant

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Vancouver, British Columbia April 30, 2012

Statements of Financial Position

(Expressed in Canadian Dollars)

	Note	December 30, 2011	December 31, 2010	January 1, 2010
	<u>A</u>	ASSETS		
Current				
Cash and cash equivalents		\$ 763,690	\$ 330,357	\$ 386,187
Marketable securities	4	22,500	15,000	-
Receivables	3	15,758	8,681	4,052
		801,948	354,038	390,239
Non-Current Assets		_	_	_
		\$ 801,948	\$ 354,038	\$ 390,239
	<u>LIA</u>	BILITIES		
Current liabilities				
Accounts payable and accrued liabilities	5	\$ 37,172	\$ 35,323	\$ 36,993
Loans and borrowing	6	66,000	66,000	\$66,000
		103,172	101,323	102,993
Non-current liabilities		-	_	_
		103,172	101,323	102,993
	SHAREHO	LDERS' EQUITY		
Share capital	7	3,221,875	2,721,875	2,721,875
Contributed surplus	7	123,624	123,624	123,624
Deficit		(2,646,723)	(2,592,784)	(2,558,253)
		698,776	252,715	287,246
		\$ 801,948	\$ 354,038	\$ 390,239
Nature of Operations and Going Concern	1			
Approved on behalf of the Board:	"Jasoi	n Birmingham"	"Balraj ,	Mann"

(The accompanying notes are an integral part of these financial statements)

Jason Birmingham, Director

Balraj Mann, Director

Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars) For the Years Ended December 31

	2011	2010
Administrative Costs		
Bank charges and interest	143	123
Management fee – Note 9	22,000	20,000
Office and rent	-	168
Printing and shareholder information	652	160
Professional fees – Note 9	26,196	17,250
Transfer & filing fees	12,448	11.830
	61,439	49,531
Loss before other items	61,439	49,531
Other items		
Recovery of write-off of deposit	-	(10,000)
Unrealized gain on marketable securities (Note 4)	7,500	5,000
Net and comprehensive income (loss) for the period	(53,939)	(34,531)
Loss per share	\$0.003	\$0.003
Weighted average number of shares outstanding	17,244,270	12,100,792

Statements of Changes in Equity

(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Sha	Total areholders' Equity
Balance, January 1, 2010	12,100,792	\$ 2,721,875	\$ 123,624	\$ (2,558,253)	\$	287,246
Net and comprehensive loss for the year	-	-	-	(34,531)	\$	(16,431)
Balance, December 31, 2010	12,100,792	\$ 2,721,875	\$ 123,624	\$ (2,592,784)	\$	252,715
Net and comprehensive loss for the year	-	-	-	(53,939)		(53,939)
Share issued - \$0.065	7,692,308	500,000	-	-		500,000
Balance, December 31, 2011	19,793,100	\$ 3,221,875	\$ 123,624	\$ (2,646,723)	\$	698,776

Statements of Cash Flows

(Expressed in Canadian Dollars)

	2011	2010
Operating Activities:		
Net loss for the year	\$ (53,939)	\$ (34,531)
Items not affecting cash:		
Unrealized gain on marketable securities	(7,500)	-
Changes in non-cash working capital items related to operations:		
GST/HST receivable	(7,077)	(4,629)
Investment, GIC	-	-
Accounts payable and accrued liabilities	1,849	(1,670)
	(66,667)	(40,830)
Investing Activities Marketable securities		(15,000)
Financing Activities		
Issuance of common shares	500,000	
Increase (decrease) in cash during the year	433,333	(55,830)
Cash and Cash Equivalents, beginning of the year	330,357	386,187
Cash and Cash Equivalents, end of the year	\$763,690	\$330,357

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

1. Nature of Operations and Going Concern

Nature of Operations

The Company was incorporated under the British Columbia Company Act on May 1, 1987.

The Company was unable to meet Tier Maintenance Requirements pursuant to the policies of the Exchange and was designated as Inactive on September 28, 2001. The Company's shares are trading under the symbol DAI.H and are regulated by the NEX policies.

The address of the Company's corporate office and principal place of business is Suite 1000, 595 Burrard Street, British Columbia, Canada V7X 1S8.

These financial statements were authorized for issue on April 29, 2012 by the directors of the Company.

Going Concern

The recoverability of carrying amounts for resource property interests and related deferred exploration and development costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying resource properties, the ability of the Company to obtain necessary financing to complete exploration and development, and achievement of future profitable production or proceeds from disposition.

The Company's financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. Certain conditions and events cast significant doubt on the validity of this assumption. For the year ended December 31, 2011, the Company reported a loss of \$53,939 (2010: \$34,531) and as at that date had an accumulated deficit of \$2,646,723 (2010: \$2,592,784). However, as of December 31, 2011, the Company has a working capital of \$801,948 (2010: \$252,715). While in the past, the Company has been successful in obtaining funding from equity financings, option agreements, loans or through other arrangements, there is no assurance that these initiatives will be successful in the future.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

2. Summary of Significant Accounting Policies

a) Statement of compliance

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

The policies applied in these financial statements are based on IFRS issued and outstanding as of April 29, 2012, the date the Board of Directors approved the financial statements.

These are the Company's first annual financial statements in accordance with IFRS. Previously, the Company prepared its annual financial statements in accordance with Canadian Generally Accepted Accounting Principles ("GAAP").

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

2. Summary of Significant Accounting Policies - continued

b) Basis of Presentation

These financial statements were prepared on an accrual basis, except for cash flow, and are based on historical costs, except for certain financial instruments, which are measured at fair value.

c) Critical Accounting Estimates, Judgments and Uncertainties

The Company makes estimates about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Critical Accounting Estimates and Assumptions

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

Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

Recovery of deferred tax assets

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

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

The Company has not recorded any deferred tax assets.

d) Functional and Presentation Currency

The Company's functional currency is the Canadian Dollar ("CAD"). The financial statements are presented in CAD which is the Company's presentation currency, unless otherwise noted.

All amounts in these financial statements are rounded to the nearest dollar.

DATINVEST INTERNATIONAL INC. Notes to the Financial Statements (Expressed in Canadian Dollars) For the Years Ended December 31, 2011 and 2010

2. Summary of Significant Accounting Policies - continued

e) Exploration and Evaluation Assets

Exploration and evaluation asset expenditures are capitalized once the legal right to explore a property has been acquired. Exploration and evaluation assets are recorded at cost less accumulated impairment losses. Direct costs related to the acquisition and exploration and evaluation of exploration and evaluation assets are capitalized until the commercial viability of the asset is established, at which time the capitalized costs are reclassified to mineral properties under development. To the extent that the expenditures are spent to establish ore reserves within the rights to explore, the Company will consider those costs as intangible assets in nature. The depreciation of a capital asset in connection with exploring or evaluating a property of this nature will be included in the cost of the intangible asset.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation asset expenditures incurred are deemed to be impaired. As a result, those exploration and expenditure asset costs, in excess of estimated recoveries, are written off to profit or loss.

Management reviews the facts and circumstances suggesting if the carrying amount of the exploration and evaluation assets exceeds their recoverable amount on a regular basis. If the facts and circumstances suggest the carrying value exceeds the recoverable amount, the Company will perform an impairment test on the property.

Exploration stage assets and development stage assets are considered separate cash generating units ("CGU") for impairment testing purposes.

The amount shown for exploration and evaluation assets does not necessarily represent present or future values. Recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

f) Income Taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

DATINVEST INTERNATIONAL INC. Notes to the Financial Statements (Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

2. Summary of Significant Accounting Policies - continued

f) Income Taxes - continued

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.

g) Property, Plant and Equipment

Equipment is carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the items and restoring the site on which it is located.

Depreciation is provided at rates calculated to amortize the costs of PPE less their estimated residual value, using the straight-line method over five years commencing from the year the assets are put into service.

An item of equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit and loss.

Where an item of equipment is composed of major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

h) Decommissioning Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event, and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. The Company does not have any decommissioning liabilities.

i) Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Diluted loss per share is not separately presented, as the effect of securities exercisable into common shares would reduce the amount presented as loss per share.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

2. Summary of Significant Accounting Policies - continued

j) Financial Instruments

Financial assets:

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss. The Company's cash and cash equivalents are classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. The Company has classified receivables as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in profit or loss. At December 31, 2011, the Company has not classified any financial assets as available for sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities:

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. At December 31, 2011, the Company has not classified any financial liabilities as FVTPL.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. The effective interest rate method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in profit or loss unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

k) Share Capital

The proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company.

The proceeds from the issue of units is allocated between common shares and common share purchase warrants on a pro-rata basis on relative fair values as follows: the fair value of common shares is based on the market close on the date the units are issued; and the fair value of the common share purchase warrants is determined using the Black-Scholes pricing model.

All costs related to issuances of share capital are charged against the proceeds received from related share capital.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

2. Summary of Significant Accounting Policies – continued

1) Share-based Payments

The cost of incentive share options and other equity-settled share-based compensation and payment arrangements is recorded based on the estimated fair-value at the grant date and charged to earnings over the vesting period. Where incentive share options are subject to vesting, each vesting tranche is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by a charge to earnings, with a corresponding increase to contributed surplus based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately.

m) Accounting Standards, Amendments and Interpretation Issued But Not Yet Effective

A number of new standards, amendments to standards and interpretations are not yet effective as of December 31, 2011, and have not been applied in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Company.

- (i) Effective for annual periods beginning on or after July 1, 2011
 - Amendments to IFRS 7 Financial Instruments: Disclosures

Increase in disclosure with regards to the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period.

- (ii) Effective for annual periods beginning on or after July 1, 2012
 - Amendments to IAS 1 Presentation of Financial Statements

To require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit and loss. The amendments also reaffirm existing requirements that items in OCI and profit and loss should be presented as either a single statement or two consecutive statements.

- (iii) Effective for annual periods beginning on or after January 1, 2013
 - New standard IFRS 9 Financial Instruments

Partial replacement of IAS 39 Financial Instruments: Recognition and Measurement

• New standard IFRS 13 Fair Value Measurement

Defines fair value and sets out a framework for measuring fair value and disclosures about fair value measurements. It applies when other IFRSs require or permit fair value measurements. It does not introduce any new requirements to measure an asset or a liability at fair value, change what is measured at fair value in IFRSs or address how to present changes in fair value.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards could have on future financial statements.

n) Cash Equivalents

Cash equivalents are highly liquid investments, such as term deposits with major financial institutions, having a term to maturity of three months or less at acquisition, that are readily convertible to specified amounts of cash.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

3. Receivables

	December 31, 2011		December 31, 2010		January 1, 2010	
Amounts due from the Government of Canada pursuant to HST input tax credits	\$	15.758	\$	8.681	\$	4.052

4. Marketable Securities

The Company's other investments, which are classified as held-for-trading have been valued at their market prices.

	Decembe	er 31, 2011	December	31, 2010
	Cost	Market	Cost	Market
_	\$10,000	\$22,500	\$10,000	\$15,000

The Company signed a Letter of Intent ("LOI") dated June 6, 2008 with Intuitive Exploration Inc. ("NTX") for the acquisition of all issued and outstanding shares of NTX, a British Columbia resource exploration company. A refundable deposit of \$25,000 was paid on October 27, 2008 to Intuitive Exploration as part of the negotiation for a reverse takeover. The Company announced on December 29, 2008 that an agreement could not be reached and that the transaction would not proceed. The deposit was secured by a promissory note. Due to the contingency on collectability of this deposit, the Company decided to write it off in year 2008.

On August 12, 2010, the Company received 250,000 shares of Orestone Mining Corp. in settlement of the \$25,000 owed by Intuitive Exploration Inc., which was acquired by Orestone on June 3, 2010. The Company classifies these shares as held-for-trading and, accordingly; any unrealized gains and losses in fair value are included in net income or loss for the year.

5. Accounts Payable and Accrued Liabilities

	Decemb	er 31, 2011	Decembe	er 31, 2010	Januar	ry 1, 2010
Trade and other payables Accrued liabilities	\$	23,732 13,440	\$	21,883 13,440	\$	21,243 15,750
Total	\$	37,172	\$	35,323	\$	36,993

6. Loans and Borrowings

As at December 31, 2011, the Company owes \$66,000 (December 31, 2010: \$66,000) to certain shareholders. The loans are without interest and are due on demand. Since these loans are non-interest bearing and have no fixed terms, their carrying costs approximate the amortized costs.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

7. Share Capital and Contributed Surplus

(a) Authorized: Unlimited common shares without par value

(b) Issued and outstanding:

	Number of Shares	Amount	Contributed Surplus
Balance at December 31, 2010 and 2009	12,100,792	\$ 2,721,875	\$ 123,624
- shares issued at \$0.065	7,692,308	\$ 500,000	
Balance at September 30, 2011	19,793,100	\$ 3,221,875	\$ 123,624

On May 17, 2011, the Company arranged a non-brokered private placement of up to 7,692,308 Units of the Company for gross proceeds of \$500,000 at a price of \$0.065 per Unit, each Unit consisting of one common share and one warrant, each warrant entitling the holder to purchase one additional share of the Company at a price of \$0.10 per share for a period of twelve months.

All securities issued pursuant to the Offering will be subject to a four month hold period expiring on September 18, 2011. The net proceeds from the private placement will be used for general working capital. No finder's fee will be paid with respect to this financing.

During the year ended December 31, 2008, the company issued 1,698,750 shares upon the exercise of warrants at a price of \$0.21 per warrant.

(c) Warrants

As at December 31, 2011, the following warrants are outstanding:

December 31, 2010	Issued in the period	Exercised in the period	Expired in the period	September 30, 2011	Price	Expiry Date
-	7,692,308	-	-	7,692,308	\$0.10	May 17, 2012 *

DATINVEST INTERNATIONAL INC. Notes to the Financial Statements (Expressed in Canadian Dollars) For the Years Ended December 31, 2011 and 2010

7. Share Capital and Contributed Surplus - continued

(d) Options

Options	September	r 30, 2011	2010		
		Weighted		Weighted	
	Number	Average	Number	Average	
	Of	Exercise	Of	Exercise	
	Options	Price	Options	Price	
Outstanding, beginning of year	650,000	\$ 0.200	650,000	\$ 0.200	
Granted	-	-	-	-	
Expired/cancelled	-	-	-	-	
Exercised	-	-	-	-	
Outstanding, end of period	650,000	\$ 0.200	650,000	\$ 0.200	

		September 30, 2011	2010
	Exercise	Number	Number
Expiry Date	Price	of Shares	of Shares
April 30, 2012	\$ 0.215	350,000	350,000
June 2, 2013	\$ 0.190	300,000	300,000
		650,000	650,000

The Company used the Black-Scholes option pricing model to determine the fair value of the options with the following assumptions:

	2011	2010
Risk-free interest rate	-	-
Expected volatility	-	-
Expected dividends	-	-
Expected life	-	-

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock option awards.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

8. Income Taxes

The Company has accumulated non-capital losses for Canadian income tax purposes of approximately \$667,000 which expire in various years to 2030 as follows:

2014	83,000
2015	65,000
2026	67,000
2027	191,000
2028	132,000
2029	51,000
2030	50,000
2031	 62,000
	\$ 701,000

The Company also has capital losses of approximately \$1,086,778 which may be carried forward indefinitely.

The reconciliation of income tax provision at statutory rates to the reported income tax provision is as follows:

	2011	2010
	26.5%	28.50%
Net loss for the year	(53,939)	(34,531)
Income tax benefits computed at Canadian statutory rates	\$ 14,300	\$ 14,250
Unrecognized tax losses	(14,300)	(14,250)
	\$ -	\$ -

Significant components of the Company's future tax assets and liabilities, after applying enacted corporate income tax rates are as follows:

	20	11	20	010
Future income tax assets				
Temporary differences in assets	\$	700	\$	700
Non-capital losses carried forward		175,000		167,000
Net capital losses carried forward		272,000		272,000
Cumulative resource development costs		15,000		15,000
		462,700		454,700
Valuation allowance for future income tax assets	(462,700)	(454,700)
Future income tax assets	\$	-	\$	-

The conditions required to recognize potential future tax assets based on establishment of likely future profitability have not been met. Accordingly, a 100% valuation allowance has been provided.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

9. Related Party Transactions

During the year ended December 31, 2011 the Company was charged \$22,000 (December 31, 2010: 20,000) for management fees by its directors. At December 31, 2011, the Company owed \$7,000 (December 31, 2010 - \$10,080).

During the year ended December 31, 2011 the Company was charged \$6,926 (December 31, 2010 - \$Nil) for legal services to a company related to a director. At December 31, 2011, the Company owed \$14,021 (December 31, 2010 - \$14,021).

10. Capital Risk Management

The Company's objectives when managing capital are: to safeguard the Company's ability to continue as a going concern; to maintain optimal capital structure, while ensuring the Company's strategic objectives are met and to provide an appropriate return to shareholders relative to the risk of the Company's underlying assets.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, stock options, contributed surplus and deficit.

The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, selling and/or acquiring assets, and controlling its capital expenditures program.

The Company has no business or operations and is currently reviewing new projects. As such, the Company is dependent on external financing to fund its activities. In order to pay for it's operating expenses, the Company will spend its existing working capital and raise additional amounts as needed and if available.

Management reviews its capital management approach on an ongoing basis.

11. Fair Value Measurement

The Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3862 "Financial Instruments Disclosures" requires disclosure of a three-level hierarchy for fair value measurements based upon the significance of inputs used in making fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities.

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices).

Level 3 - inputs for the asset or liability that are not based on observable market data.

At December 31, 2011, the levels in the fair value hierarchy into which the Company's financial assets and liabilities measured and recognized in the balance sheet at fair value are categorized are as follows:

	Level 1	Level 2
Cash and cash equivalents	\$ 763,690	
Marketable securities	\$ 22,500	

Notes to the Financial Statements (Expressed in Canadian Dollars)

For the Years Ended December 31, 2011 and 2010

12. Transition to IFRS

The Company adopted IFRS effective January 1, 2011, with a transition date of January 1, 2010. Prior to the adoption of IFRS the Company prepared its financial statements in accordance with Canadian GAAP.

The accounting policies in Note 2 have been applied in preparing the financial statements for the year ended December 31, 2011, the comparative information for the year ended December 31, 2010, and the preparation of an opening IFRS statement of financial position on the Transition Date, January 1, 2010.

In preparing its opening IFRS statement of financial position, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous Canadian GAAP. An explanation of how the transition from previous Canadian GAAP to IFRS has affected the Company's financial position, financial performance, and cash flows is set out below.

Initial elections upon adoption

IFRS 1, First-time Adoption of International Financial Reporting Standards sets forth guidance for the initial adoption of IFRS. Under IFRS 1, the standards are applied retrospectively at the transitional statement of financial position date.

The Company adopted IFRS in accordance with IFRS 1, *First-time Adoption of International Financial Reporting Standards*. The IFRS 1 exemptions and exceptions applied in the conversion from Canadian GAAP to IFRS by the Company are explained as follows:

IFRS Exemption Options

i. Share-based payments

IFRS 1 encourages, but does not require, first-time adopters to apply IFRS 2, *Share-based Payment* to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002, and vested before the latter of the date of transition to IFRS and January 1, 2005. The Company has elected not to apply IFRS 2 to awards that vested prior to January 1, 2010, which have been accounted for in accordance with Canadian GAAP. There were no unvested awards as at the Transition date of January 1, 2010.

ii Borrowing costs

Under IAS 23, borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset form part of the cost of that asset and, therefore, should be capitalized. Other borrowing costs are recognized as an expense. The Company previously elected to expense other borrowing costs under Canadian GAAP, which is consistent with the Company's current accounting policy for such costs under IFRS. The Company did not have any borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset, therefore did not have to avail itself of this exemption.

IFRS mandatory exception

IFRS 1 also outlines specific guidelines that a first-time adopter must adhere to under certain circumstances. The Company has applied the following guidelines to its opening statement of financial position dated January 1, 2010:

i. Estimates

Hindsight is not used to create or revise estimates. In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under the previous GAAP applied, unless there is objective evidence that those estimates were in error. The Company's IFRS estimates as of January 1, 2010, are consistent with its Canadian GAAP estimates for the same date.

Notes to the Financial Statements (Expressed in Canadian Dollars) For the Years Ended December 31, 2011 and 2010

12. Transition to IFRS - continued

Reconciliation between Canadian GAAP and IFRS

As there were no adjustments to the opening IFRS statement of financial position, no separate reconciling statements from Canadian GAAP to IFRS have been provided.

Presentation differences

Under IFRS "Mineral properties" is now described as "Exploration and evaluation asset," other than the description there is no difference to the account.