

**DATINVEST INTERNATIONAL LTD.**  
CONDENSED INTERIM FINANCIAL STATEMENTS  
For the Three Months Ended March 31, 2012 and 2011  
(Prepared by Management without Auditor's Review)

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**DATINVEST INTERNATIONAL LTD.**  
**Condensed Interim Statements of Financial Position**  
**(Prepared by Management without Auditor's Review)**

|  | <u>Note</u> | <b>March 31,<br/>2012<br/>(Unaudited)</b> | <b>December 31,<br/>2011<br/>(Audited)</b> |
|--|-------------|---|--|
| <b><u>ASSETS</u></b>                     |             |   |  |
| <b>Current</b>                           |             |   |  |
| Cash                                     |             | \$ 760,212                                | \$ 763,690                                 |
| GST/HST receivable                       | 3           | 17,410                                    | 15,758                                     |
| Marketable securities                    | 4           | 15,000                                    | 22,500                                     |
|  |             | <u>\$ 792,622</u>                         | <u>\$ 801,948</u>                          |
| <b><u>LIABILITIES</u></b>                |             |   |  |
| <b>Current liabilities</b>               |             |   |  |
| Accounts payable and accrued liabilities | 5,10        | \$ 49,512                                 | \$ 37,172                                  |
| Loans payable                            | 6           | 66,000                                    | 66,000                                     |
|  |             | <u>115,512</u>                            | <u>103,172</u>                             |
| <b><u>SHAREHOLDERS' EQUITY</u></b>       |             |   |  |
| Share capital                            | 7           | 3,221,875                                 | 3,221,875                                  |
| Contributed surplus                      |             | 123,624                                   | 123,624                                    |
| Deficit                                  |             | (2,668,389)                               | (2,646,723)                                |
|  |             | <u>677,110</u>                            | <u>698,776</u>                             |
|  |             | <u>\$ 792,622</u>                         | <u>\$ 801,948</u>                          |

Nature of Operations and Going Concern (Note 1)

Events after Reporting Period (Note 13)

***Approved on behalf of the Board:***

|                                     |                                |
|-------------------------------------|--------------------------------|
| <b><i>"Jason Birmingham"</i></b>    | <b><i>"Balraj Mann"</i></b>    |
| _____<br>Jason Birmingham, Director | _____<br>Balraj Mann, Director |

The accompanying notes are an integral part of these financial statements

**DATINVEST INTERNATIONAL LTD.**  
**Condensed Interim Statements of Net and Comprehensive Income**  
**For the Three Months Ended March 31, 2012 and 2011**  
**(Prepared by Management without Auditor's Review)**

|  | <u>Note</u> | <u>2012</u>       | <u>2011</u>       |
|--|-------------|-------------------|-------------------|
| <b>Administrative Costs</b>                          |             |                   |                   |
| Bank charges and interest                            |             | \$ 20             | \$ 21             |
| Management fees                                      | 10          | 9,000             | 5,000             |
| Professional fees                                    | 10          | 1,350             | 1,350             |
| Transfer & filing fees                               |             | <u>3,796</u>      | <u>1,899</u>      |
|  |             | <u>14,166</u>     | <u>8,270</u>      |
| <b>Other items:</b>                                  |             |                   |                   |
| Unrealized loss on marketable securities             |             | <u>7,500</u>      | <u>-</u>          |
| <b>Net and comprehensive loss for the period</b>     |             | <u>21,666</u>     | <u>8,270</u>      |
| <br>   |             |                   |                   |
| <b>Loss per share</b>                                |             | <u>\$ 0.00</u>    | <u>\$ 0.00</u>    |
| <br>   |             |                   |                   |
| <b>Weighted average number of shares outstanding</b> |             | <u>19,793,100</u> | <u>12,100,792</u> |

The accompanying notes are an integral part of these financial statements

**DATINVEST INTERNATIONAL LTD.**  
**Condensed Interim Statements of Changes in Shareholders' Equity**  
**(Prepared by Management without Auditor's Review)**

|   | Number of<br>Common<br>Shares | Share<br>Capital    | Contributed<br>Surplus | Deficit               | Total<br>Shareholders'<br>Equity |
|---|-------------------------------|---------------------|------------------------|-----------------------|----------------------------------|
| <b>Balance, January 1, 2011</b>           | <b>12,100,792</b>             | <b>\$ 2,721,875</b> | <b>\$ 123,624</b>      | <b>\$ (2,592,784)</b> | <b>\$ 252,715</b>                |
| Net and comprehensive loss for the period | -                             | -                   | -                      | (8,270)               | (8,270)                          |
| <b>Balance, March 31, 2011</b>            | <b>12,100,792</b>             | <b>\$ 2,721,875</b> | <b>\$ 123,624</b>      | <b>\$ (2,601,054)</b> | <b>\$ 244,445</b>                |
| Net and comprehensive loss for the period | -                             | -                   | -                      | (45,269)              | (28,484)                         |
| Share issued - \$0.065                    | 7,692,308                     | 500,000             | -                      | -                     | 500,000                          |
| <b>Balance, December 31, 2011</b>         | <b>19,793,100</b>             | <b>\$ 3,221,875</b> | <b>\$ 123,624</b>      | <b>\$ (2,646,723)</b> | <b>\$ 698,776</b>                |
| Net and comprehensive loss for the period | -                             | -                   | -                      | (21,666)              | (6,666)                          |
| <b>Balance, March 31, 2012</b>            | <b>19,793,100</b>             | <b>\$ 3,221,875</b> | <b>\$ 123,624</b>      | <b>\$ (2,668,389)</b> | <b>\$ 677,110</b>                |

The accompanying notes are an integral part of these financial statements

**DATINVEST INTERNATIONAL LTD.**  
**Condensed Interim Statements of Cash Flows**  
**For the Three Months Ended March 31 2012 and 2011**  
**(Prepared by Management without Auditor's Review)**

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|  | <u>Note</u> | <u>2011</u>       | <u>2010</u>       |
|--|-------------|-------------------|-------------------|
| <b>Operating Activities:</b>                                     |             |                   |                   |
| Net loss for the period  |             | \$ (14,166)       | \$ (8,270)        |
| Changes in non-cash working capital items related to operations: |             |                   |                   |
| GST/HST receivable   |             | (1,652)           | (990)             |
| Accounts payable and accrued liabilities                         |             | 12,340            | 7,089             |
|  |             | <u>10,688</u>     | <u>6,099</u>      |
|  |             | <u>(3,478)</u>    | <u>(2,171)</u>    |
| <b>Decrease in cash during the period</b>                        |             | (3,478)           | (2,171)           |
| <b>Cash, beginning of the period</b>                             |             | <u>763,690</u>    | <u>330,357</u>    |
| <b>Cash, end of the period</b>                                   |             | <u>\$ 760,212</u> | <u>\$ 328,186</u> |

**Supplemental disclosure with respect to cash flows** 8

The accompanying notes are an integral part of these financial statements

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
**(Prepared by Management without Auditor's Review)**

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**1. 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 May 30, 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 period ended March 31, 2012, the Company reported a loss of \$14,166 (2011: \$8,270) and as at that date had an accumulated deficit of \$2,668,389 (2011: \$2,601,054). As at March 31, 2012, the Company had a net working capital of \$677,110 (2011: \$244,445). 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 condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2011, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim financial statements were approved for issuance by the board of directors on May 30, 2012.

**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.

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**2. Summary of Significant Accounting Policies - continued**

**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.

**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.



**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**2. Summary of Significant Accounting Policies - *continued***

**e) Exploration and Evaluation Assets - *continued***

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 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.

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**2. Summary of Significant Accounting Policies - continued**

**g) Property, Plant and Equipment - continued**

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.

**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

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**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**2. Summary of Significant Accounting Policies - continued**

**j) Financial Instruments – continued**

recognized in profit or loss. At March 31, 2012, 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 March 31, 2012, 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 is a 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.

**l) 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.

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**2. Summary of Significant Accounting Policies – continued**

**m) 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.

**n) Accounting Standards Issued But Not Yet Adopted**

A number of new standards, amendments to standards and interpretations are not yet effective as of March 31, 2012, 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, 2012

- Amendments to IAS 1 *Presentation of Financial Statements*

To require companies preparing financial statements under IFRS to group items within other comprehensive income (“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.

(ii) 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.

**3. Receivables**

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|   | <b>March 31, 2012</b> | December 31, 2011 |
|---|-----------------------|-------------------|
| Amounts due from the Government of Canada pursuant to HST input tax credits | \$ <b>17,410</b>      | \$ 15,758         |

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**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**4. Marketable Securities**

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

| March 31, 2012  |                 | December 31, 2011 |          |
|-----------------|-----------------|-------------------|----------|
| Cost            | Market          | Cost              | Market   |
| <b>\$10,000</b> | <b>\$15,000</b> | \$10,000          | \$22,500 |

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**

|                          | March 31, 2012 | December 31, 2011 |
|--------------------------|----------------|-------------------|
| Trade and other payables | \$ 36,072      | \$ 23,732         |
| Accrued liabilities      | 13,440         | 13,440            |
| Total                    | \$ 49,512      | \$ 37,172         |

**6. Loans and Borrowings**

As at March 31, 2012, the Company owes \$66,000 (December 31, 2011: \$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.

**7. Share Capital and Contributed Surplus**

(a) Authorized: Unlimited common shares without par value

(b) Issued and outstanding:

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.

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
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**7. Share Capital and Contributed Surplus**

(b) Issued and outstanding:

The net proceeds from the private placement would be used for general working capital. No finder's fee were paid with respect to this financing.

(c) Warrants

As at March 31, 2012, the following warrants are outstanding:

| December 31, 2011 | Issued in the period | Exercised in the period | Expired in the period | March 31, 2012   | Price  | Expiry Date    |
|-------------------|----------------------|-------------------------|-----------------------|------------------|--------|----------------|
| 7,692,308         | -                    | -                       | -                     | <b>7,692,308</b> | \$0.10 | May 17, 2012 * |

\* Expired unexercised on May 17, 2012 (see note 13).

(d) Options

| Options                        | March 31, 2012    |                                 | December 31, 2011 |                                 |
|--------------------------------|-------------------|---------------------------------|-------------------|---------------------------------|
|                                | Number Of Options | Weighted Average Exercise Price | Number Of Options | Weighted Average Exercise 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                        |

  

| Expiry Date    | Exercise Price | March 31, 2012   | 2011             |
|----------------|----------------|------------------|------------------|
|                |                | Number of Shares | Number of Shares |
| April 30, 2012 | \$ 0.215       | 350,000          | 350,000          |
| June 2, 2013   | \$ 0.190       | 300,000          | 300,000          |
|                |                | 650,000          | 650,000          |

There were no options granted during the periods ended March 31, 2012 and 2011.

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
**(Prepared by Management without Auditor's Review)**

**8. Supplemental Cash Flow Information**

There were no significant non-cash transactions of the Company for the period ended March 31, 2012 and 2011.

**9. 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:

|  | 2011       | 2010       |
|--|------------|------------|
| 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.

**DATINVEST INTERNATIONAL INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the Three Months Ended March 31, 2012 and 2011**  
**(Prepared by Management without Auditor's Review)**

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**10. Related Party Transactions**

During the period ended March 31, 2012, the Company was charged \$9,000 (2011: 5,000) for management fees by its directors. At March 31, 2012, the Company owed \$17,920 (March 31, 2011 - \$10,080).

During the period ended March 31, 2012 the Company was charged \$Nil (March 31, 2011 - \$Nil) for legal services to a company related to a director. At March 31, 2012, the Company owed \$14,021 (March 31, 2011 - \$14,021).

**11. 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 its 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.

**12. 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 March 31, 2012, 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:

|                           | <b>Level 1</b> | <b>Level 2</b> |
|---------------------------|----------------|----------------|
| Cash and cash equivalents | \$ 760,212     | -              |
| Marketable securities     | \$ 15,000      | -              |

**13. Events after Reporting Period**

1. On April 30, 2012, 350,000 stock options exercisable at \$0.215 expired unexercised.
2. On May 17, 2012, 7,692,308 share purchase warrants exercisable at \$0.10 expired unexercised.