DATINVEST INTERNATIONAL LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the Nine Months Ended September 30, 2014 and 2013

(Prepared by Management without Auditor's Review)

DATINVEST INTERNATIONAL LTD.

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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
Expressed in Canadian Dollars
As at
(Prepared by Management without Auditor's Review)

	Note	**September 30, 2014 (Unaudited)**	December 31, 2013 (Audited)
ASSETS			
Current			
Cash		**$ 455,248**	$ 546,345
Marketable securities	3	**938**	1,250
Receivables	4	**26,957**	24,639
Loan receivable	5	**12,280**	-
		$ 495,423	$ 572,234
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	6	**$ 14,146**	$ 56,733
Loans and borrowing	7	**12,000**	12,000
		26,146	68,733
Shareholders' Equity			
Share capital	8	**3,221,875**	3,221,875
Contributed surplus	8	**123,624**	123,624
Deficit		**(2,876,222)**	(2,841,998)
		469,277	503,501
		$ 495,423	$ 572,234
Nature of Operations and Going Concern	1		

Approved on behalf of the Board:

"Jason Birmingham" — Jason Birmingham, Director

"Balraj Mann" — Balraj Mann, Director

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

DATINVEST INTERNATIONAL LTD.
Condensed Interim Statements of Net Loss and Comprehensive Loss
For the Nine Months Ended September 30, 2014 and 2013
Expressed in Canadian Dollars
(Prepared by Management without Auditor's Review)

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2014	2013	**2014**	2013
Administrative Costs				
Bank charges and interest	**$ 27**	$ 12	**$ 158**	**$ 103**
Management fee – Note 10	**7,200**	7,920	**21,600**	**22,320**
Listing & filing fees	**4,859**	1,903	**12,240**	**8,744**
Office and rent– Note 10	**1,350**	-	**2,884**	**-**
Professional fees	**1,896**	11,761	**5,596**	**14,461**
	15,332	21,596	**42,478**	**45,628**
Other items:				
Professional fees recovered	**-**	-	**(8,566)**	-
Unrealized loss on marketable securities	**312**	2,500	**312**	**6,250**
Net and comprehensive loss for the period	**$ 15,644**	$ 24,096	**$ 34,224**	**$ 51,878**
Loss per share	**$0.00**	$0.00	**$0.00**	$0.00
Weighted average number of shares outstanding	**19,793,100**	19,793,100	**19,793,100**	19,793,100

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

DATINVEST INTERNATIONAL LTD.
Condensed Interim Statements of Changes in Shareholders' Equity
For the Nine Months Ended September 30, 2014 and 2013
Expressed in Canadian Dollars
(Prepared by Management without Auditor's Review)

	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Total Shareholders' Equity
Balance, December 31, 2012	**19,793,100**	**$ 3,221,875**	**$ 123,624**	**$ (2,733,952)**	**$ 611,547**
Net loss for the period	-	-	-	(51,878)	(51,878)
Balance, September30, 2013	**19,793,100**	**$ 3,221,875**	**$ 123,624**	**$ (2,785,830)**	**$ 559,669**
Net loss for the period	-	-	-	(56,168)	(56,168)
Balance, December 31, 2013	19,793,100	$ 3,221,875	$ 123,624	$ (2,841,998)	$ 503,501
Net loss for the period	-	-	-	(34,224)	(34,224)
Balance, September 30, 2014	**19,793,100**	**$ 3,221,875**	**$ 123,624**	**$ (2,876,222)**	**$ 469,277**

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

DATINVEST INTERNATIONAL LTD.
Condensed Interim Statements of Cash Flows
For the Nine Months Ended September 30, 2014 and 2013
Expressed in Canadian Dollars
(Prepared by Management without Auditor's Review)

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2014	2013	**2014**	2013
Operating Activities:				
Net loss for the period	**$ (15,644)**	$ (24,096)	**$ (34,224)**	$ (51,878)
Non-cash items included in net loss				
Unrealized loss (gain) on marketable securities	**312**	2,500	**312**	6,250
Changes in non-cash working capital				
Other receivables	**(692)**	(1,53)	**(2,318)**	(2,211)
Loan receivable	**-**	-	**(12,280)**	(25,000)
Accounts payable and accrued liabilities	**5,434**	10,363	**(42,587)**	(952)
Loans and borrowing	**-**	(54,000)	**-**	(54,000)
	(10,590)	(65,386)	**(91,097)**	(127,791)
Financing Activities	**-**	-	**-**	-
Decrease in cash during the period	**(10,590)**	(65,386)	**(91,097)**	(127,791)
Cash, beginning of the period	**465,838**	620,086	**546,345**	682,491
Cash, end of the period	**$455,248**	$554,700	**$455,248**	$554,700

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

1. Nature of Operations and Going Concern

Nature of Operations

Datinvest International Inc. (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.

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 nine months ended September 30, 2014, the Company reported a net loss of $34,224 (2013: $51,878) and as at that date had an accumulated deficit of $2,876,222 (2013: $2,785,830). As of September 30, 2014, the Company has a working capital of $469,276 (2013: $559,669). 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 condensed interim 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 unaudited condensed interim financial statements, including comparative figures, have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and do not include all of the information required for full annual financial statements. These condensed unaudited interim financial statements should be read in conjunction with the Company's 2013 annual financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The accounting policies applied in these unaudited condensed interim financial statements are based on IFRS issued and outstanding as of December 1, 2014, the date the Board of Directors approved these statements.

b) Basis of Presentation

These condensed interim 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.

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.

2. Summary of Significant Accounting Policies - *continued*

e) Exploration and Evaluation Assets

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.

2. Summary of Significant Accounting Policies - *continued*

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) attributable 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.

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 September 30, 2014, 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 September 30, 2014, 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.

2. Summary of Significant Accounting Policies – *continued*

k) Share Capital

(i) Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and share purchase warrants are classified as equity instruments.

(ii) Incremental costs directly attributable to the issue of new shares or warrants are shown in equity as a deduction, net of tax, from the proceeds.

(iii) The Company has adopted the 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 price on the measurement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded in contributed surplus.

l) Share-based Payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. On the exercise of stock options, the applicable amounts of reserves are transferred to share capital and consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments, such as stock options and warrants, are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

2. Summary of Significant Accounting Policies – *continued*

m) New accounting Standards and amendments to existing standards

New and amended standards adopted by the Company

- Amendments to IFRS 7, Financial Instruments: Disclosures, to require information about all recognized financial instruments that are set off in accordance with paragraph 42 of IAS 32 Financial Instruments: Presentation. There was no impact to the Company arising from the adoption of this standard.

- New standard IFRS 10, Consolidated Financial Statements, replaces the guidance on control and consolidation in IAS 27, Consolidated and Separate Financial statements, and SIC-12, Consolidation – Special Purpose Entities. IFRS 10 changes the definition of control under IFRS so that the same criteria are applied to all entities to determine control. There was no impact to the Company arising from the adoption of this standard.
- New standard IFRS 11, Joint arrangements, requires a venture to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for joint operations, the venturer will recognize its share of assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionally consolidate or equity account for interest in joint ventures. IFRS 11 supersedes IAS 31 – Interest in Joint Ventures and SIC 13 – Jointly Controlled Entities – Non-monetary Contributions by Venturers. There was no impact to the Company arising from the adoption of this standard.

- New standard IFRS 12, Disclosure of Interests in Other Entities, provides the disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and consolidated structured entities. There was no impact to the Company arising from the adoption of this standard.

- New standard IFRS 13, Fair Value Measurement, defines fair value and sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. The standard does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). There was no impact to the Company arising from the adoption of this standard.

- Reissued IAS 27, Separate Financial Statements, requires that when an entity prepares separate financial statements, investments in subsidiaries, associates, and jointly controlled entities are accounted for either at cost, or in accordance with IFRS 9 Financial Instruments. There was no impact to the Company arising from the adoption of this standard.

- Reissued IAS 28, Investment in Associates and Joint Ventures, supersedes IAS 28 Investments in Associates and defines 'significant influence' and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. There was no impact to the Company arising from the adoption of this standard.

- Amendments to IAS 32 - Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules. There was no impact to the Company arising from the adoption of this standard.

New or revised standards and amendments to existing standards not yet effective

The Company has not applied the following new, revised and amended standards that have been issued but are not yet effective for the January 1, 2015 reporting period:

2. Summary of Significant Accounting Policies – *continued*

New accounting standards and amendments to existing standards-*Continued*

- New standard IFRS 9, Financial Instruments, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, "Financial Instruments: Recognition and Measurement." IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. This standard is effective for years beginning on or after January 1, 2018.

- Amendments to IAS 36 – Impairment of Assets, clarifies the recoverable amount disclosures for non-financial assets, including additional disclosures about the measurement of the recoverable amount of impaired assets when the recoverable amount was based on fair value less costs of disposal. The amendments apply retrospectively for annual periods beginning on or after January 1, 2014. Earlier application is permitted except an entity shall not apply those amendments in periods (including comparative periods) in which it does not also apply IFRS 13.

The Company is currently assessing the impact that these standards will have on the Company's financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period.

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.

o) Risk Instruments and Risk Management

Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The fair values of cash, short-term investments, other receivables, marketable securities, accounts payable and accrued liabilities, approximate their book values because of the short-term nature of these instruments.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

2. Summary of Significant Accounting Policies – *continued*

o) Risk Instruments and Risk Management – *continued*

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's credit risk is primarily attributable to its bank accounts and accounts receivable. Bank accounts are with Canadian Schedule 1 banks. Management believes that the credit risk with respect to accounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk through private placements.

The Company's operating cash requirements including amounts projected to complete its existing capital expenditure program are continuously monitored and adjusted as input variables change. These variables include but are not limited to commodity prices, cost overruns on capital projects and changes to government regulations relating to land tenure, allowable production and availability of markets. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner. manages its liquidity risk through private placements.

The Company's operating cash requirements including amounts projected to complete its existing capital expenditure program are continuously monitored and adjusted as input variables change. These variables include but are not limited to commodity prices, cost overruns on capital projects and changes to government regulations relating to land tenure, allowable production and availability of markets. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

Interest Rate Risk

The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of September 30, 2014, the Company has no interest-bearing debentures with long-term maturities and therefore does not believe that interest rate risk is significant. The Company does not use derivative instruments to reduce its interest rate risk as the Company's management believes that the likely financial impact of interest rate changes does not justify using derivatives. The only significant market risk exposure to which the Company is exposed is interest rate risk. The Company's bank account earns interest income at variable rates. The Company's future interest income is exposed to short-term rates.

Environmental Risk

The Company is not subject to environmental risks associated with its operations.

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies – *continued*

o) Risk Instruments and Risk Management – *continued*

Commodity Price Risk

The Company is subject to commodity price risk for the sale of gold and silver. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from the extraction of mineral products. As such, the effect of these factors on the price in future product sales, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

3. Marketable Securities

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

September 30, 2014		September 30, 2013	
Cost	**Market**	Cost	Market
$10,000	$938	$10,000	$1,250

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 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. On September 18, 2012 Orestone consolidated its shares on 1 for 4 basis as a result the Company now hold 62,500 shares. 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.

4. Receivables

	September 30, 2014	September 30, 2013
Amounts due from the Government of Canada pursuant to HST input tax Credits	**$ 26,957**	$ 24,422

The Company qualifies for the Goods and Services Tax input tax credits which may change pursuant to an audit by the taxation authorities.

(Expressed in Canadian Dollars)

5. Loan Receivable

On June 26, 2013, the Company signed a letter of intent (the "LOI") with Cerro Mining Corp. ("Cerro") regarding their mutual intention to enter into a business combination. It is contemplated that the business combination will take place by way of a plan of arrangement under the British Columbia *Business Corporations Act* or other statutory procedure (the "Transaction") whereby the security holders of Cerro and the Company will each hold 50% equity ownership of the resulting issuer. The final structure of the Transaction is subject to the mutual agreement of the parties, acting reasonably, following their receipt of final tax, corporate, securities law and financial advice.

Key terms of the Transaction are summarized as follows:

- The board of directors of the Resulting Issuer is expected to consist of five individuals, the names of whom will be specified in the definitive agreement. Two of the directors will be nominated by the current board of directors of Cerro, two will be nominated by the Company, and the final director will be nominated jointly by Cerro and the Company. The officers of the Resulting Issuer will be agreed to in the definitive agreement.

- The Company advanced the sum of $25,000 to Cerro (the "Loan"). The Loan is secured by certain of Cerro's currently-held marketable securities.

- Concurrent with the closing of the Transaction, Cerro will be required to complete a financing raising gross proceeds of not less than $100,000 and at a price not less than $0.05 per unit. It is expected that such financing will be a private placement.

- Concurrent with the closing of the Transaction, Cerro will be required to enter into debt settlement agreements so that Cerro's debts are not more than $90,000 plus such amounts agreed to by Cerro and the Company to a maximum of $120,000 (the "Debt Cap"). Promissory notes that Cerro has entered into and announced via news release are not subject to the Debt Cap and, accordingly, will not be reduced.

The Transaction is subject to a number of conditions including, but not limited to, each party's completion of due diligence, the execution of a definitive agreement between Cerro and the Company, TSX Venture Exchange (TSX-V) approval and receipt of the requisite approvals of the shareholders of both parties.

The Transaction is a non-arm's length transaction for the purposes of the TSX-V as the parties have a common director, being Jason Birmingham. Mr. Birmingham holds 600,000 shares of Cerro, representing 3.50% of the issued and outstanding common shares of Cerro. Mr. Birmingham holds 818,000 shares of the Company, representing 4.13% of the issued and outstanding common shares.

On September 25, 2013, the Company and Cerro announced that the letter of intent has expired and have mutually decided not to move forward with the proposed business combination. The $25,000 loan is due on December 31, 2013. The Company decided that it was uncollectible and wrote off the entire amount of $25,000 during the year ended December 31, 2013. On June 26 2014 the Company advanced $12,280 to Cerro the amount is unsecured, bears no interest and is due on demand.

6. Accounts Payable and Accrued Liabilities

	September 30, 2014	September 30, 2013
Trade and other payables	**$ 4,426**	$ 24,793
Accrued liabilities	**9,720**	8,910
Total	**$ 14,146**	$ 33,703

(Expressed in Canadian Dollars)

7. Loans and Borrowings

As at September 30, 2014, the Company owes $12,000 (September 30, 2013: $66,000) to certain shareholders. $54,000 was paid during the nine months ended September 30, 2013 upon receipt of notice from the holder. 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.

8. Share Capital and Contributed Surplus

Authorized: Unlimited common shares without par value

There were no shares issued during the nine months ended September 30, 2014 and 2013.

Warrants

As at September 30, 2014 and 2013, there were no warrants outstanding and unexercised.

Options

Options	**September 30, 2014**		**September 30, 2013**	
	Number Of Options	Weighted Average Exercise Price	Number Of Options	Weighted Average Exercise Price
Outstanding, beginning of period	300,000	$ 0.20	300,000	$ 0.19
Granted	-	-	-	-
Expired/cancelled	-	-	(300,000)	-
Exercised	-	-	-	-
Outstanding, end of period	-	$ -	-	$ -

On June 2, 2013, 300,000 stock options exercisable at $0.19 per share expired.

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.

(Expressed in Canadian Dollars)

9. Income Taxes

The Company has accumulated non-capital losses for Canadian income tax purposes of approximately $850,000 which expire in various years to 2033 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
2032	72,000
2033	77,000
	$ 850,000

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:

	2013	2012
	26.0%	25.0%
Net loss for the year	(108,046)	(64,729)
Income tax benefits computed at Canadian statutory rates	$ 28,091	$ 16,182
Unrecognized tax losses	(28,091)	(16,182)
	$ -	$ -

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

	2013	2012
Future income tax assets		
Temporary differences in assets	$ 700	$ 700
Non-capital losses carried forward	221,000	193,000
Net capital losses carried forward	283,000	272,000
Cumulative resource development costs	15,000	15,000
	519,700	480,700
Valuation allowance for future income tax assets	(519,700)	(480,700)
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.

(Expressed in Canadian Dollars)

10. Related Party Transactions

During the nine months ended September 30, 2014 the Company was charged $21,600 (2013: 27,000) for management fees and $2,700 (2013: nil) for accounting services by its directors. At September 30, 2014, the Company owed $8,550 (2013 - $7,560).

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 September 30, 2014, 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	$ 455,248	-
Marketable securities	$ 938	-