AVARONE METALS INC.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Three months ended October 31, 2014 and 2013

(<u>Expressed in Canadian Dollars</u>)

AVARONE METALS INC.

(the “Company”)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended October 31, 2014 and 2013

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The management of Avarone Metals Inc. is responsible for the preparation of the accompanying unaudited condensed interim consolidated financial statements. The unaudited condensed interim consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim consolidated financial statements and are in accordance with IAS 34 - Interim Financial Reporting.

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

December 18, 2014

AVARONE METALS INC.
(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)

	October 31, 2014	July 31, 2014
	$	$
ASSETS		
Current		
Cash and cash equivalents	17,816	29,619
Amounts receivable	4,200	1,050
Prepaid expenses	20,586	20,751
	42,602	51,420
Equipment	5,598	5,903
	48,200	57,323
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 7(c))	339,158	298,851
Loan payable (note 4)	103,209	100,149
	442,367	399,000
SHAREHOLDERS' DEFICIENCY		
Share capital (note 5)	13,085,419	13,085,419
Reserves (note 5)	768,927	768,927
Deficit	(14,248,513)	(14,196,023)
	(394,167)	(341,677)
	48,200	57,323

Nature of operations and going concern (note 1)
Commitment (note 8)
Subsequent events (notes 3(b) &10)

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

AVARONE METALS INC.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Comprehensive Loss (Unaudited)
(Expressed in Canadian Dollars)

	Three months ended October 31, 2014	2013
	$	$
Expenses:		
General and administrative:		
Depreciation	305	386
Management fees (note 7)	16,200	16,200
Office costs (note 7)	829	2,179
Regulatory, transfer agent and shareholder information	(26)	1,487
Share-based payments (note 5)	-	1,915
Travel, advertising and promotion	143	156
Rent, wages and benefits (note 7)	31,292	(12,416)
	48,743	9,907
Loss before other items	(48,743)	(9,907)
Other items:		
Foreign exchange loss	(538)	(71)
Finance and other income	32	1,000
Finance and other costs (note 6)	(3,241)	(1,220)
	(3,747)	(291)
Net loss and comprehensive loss for the period	(52,490)	(10,198)
Basic and diluted loss per share	-	-
Weighted average number of shares	58,264,999	48,854,999

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

AVARONE METALS INC.
(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Equity (Unaudited)
(Expressed in Canadian Dollars)

	Notes	Share capital		Stock options Reserves	Deficit	Total shareholders' deficiency
		Common shares	Amount			
		#	$	$	$	$
Balance, July 31, 2013		48,854,999	12,309,550	776,010	(13,159,611)	(74,051)
Comprehensive loss for the period		-	-	-	(10,198)	(10,198)
Share-based payments		-	-	1,915	-	1,915
Forfeited options		-	-	(10,956)	10,956	-
Balance, October 31, 2013		48,854,999	12,309,550	766,969	(13,158,853)	(82,334)
Comprehensive loss for the period		-	-	-	(1,037,170)	(1,037,170)
Share issued pursuant to option agreement	5(b), (c) & (d)	8,220,000	562,200	-	-	562,200
Bonus shares for loan	4(b)	200,000	10,000	-	-	10,000
Share-based payments		-	-	156,127	-	156,127
Exercise of options	5(d)	990,000	203,669	(154,169)	-	49,500
Balance, July 31, 2014		58,264,999	13,085,419	768,927	(14,196,023)	(341,677)
Comprehensive loss for the period		-	-	-	(52,490)	(52,490)
Balance, October 31, 2014		58,264,999	13,085,419	768,927	(14,248,513)	(394,167)

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

AVARONE METALS INC.
(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows (Unaudited)
(Expressed in Canadian Dollars)

	Three months ended October 31, 2014	2013
	$	$
Cash provided by (used in):		
Operating activities:		
Net loss for the period	(52,490)	(10,198)
Items not involving cash:		
Accrued interest	3,060	2,587
Depreciation	305	386
Share-based payments	-	1,915
	(49,125)	(5,310)
Changes in non-cash working capital balances:		
Amounts receivable	(3,150)	(1,575)
Prepaid expenses	165	279
Accounts payable and accrued liabilities	40,307	(20,544)
	(11,803)	(27,150)
Decrease in cash and cash equivalents during the period	(11,803)	(27,150)
Cash and cash equivalents, beginning of the period	29,619	41,776
Cash and cash equivalents, end of the period	17,816	14,626

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

1. Nature of Operations and Going Concern

The Company was incorporated under the laws of the Province of British Columbia on November 3, 1993. The Company's shares are listed for trading on the TSX Venture Exchange ("Exchange") under the symbol "AVM".

The head office and principal address of the Company are located at Suite 507 – 700 West Pender Street, Vancouver, BC, Canada, V6C 1G8. The Company's records office and registered office address is located at Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

The Company is in the process of exploring its resource properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The Company's ability to continue as a going concern and the recoverability of the amounts shown for resource properties are dependent upon the ability of the Company to raise additional financing in order to complete the acquisition, exploration and development of its resource properties, the discovery of economically recoverable reserves and upon future profitable production or proceeds from disposition of the Company's resource properties. As a resource company in the exploration stage, the ability of the Company to complete its acquisition, exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

These consolidated financial statements have been prepared using accounting policies applicable to a going concern which contemplate the realization of assets and settlement of liabilities in the normal course of business. At October 31, 2014, the Company had not yet achieved profitable operations, had accumulated losses of $14,248,513 (July 31, 2014 - $14,196,023), working capital deficit of $399,765 (July 31, 2014 - $348,580) and expects to incur further losses in the development of its business. The Company will be required to raise additional capital in order to maintain its option obligations and fund working capital requirements. While the Company has been successful in the past, there is no assurance that it will be able to obtain adequate financing or that such financing will be available on acceptable terms. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations, exploration and development activities. These material uncertainties cast significant doubt on the entity's ability to continue as a going concern.

These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments other than the normal course of operations, and at amounts different from those in the accompanying consolidated financial statements.

2. Significant Accounting Policies

(a) Basis of Preparation

The condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting* ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The accounting policies and methods of computation applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company's annual audited financial statements as at and for the year ended July 31, 2014.

The condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended July 31, 2014.

(Expressed in Canadian Dollars)

2. Significant Accounting Policies – (continued)

(a) Basis of Preparation – (continued)

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company on December 18, 2014.

(b) Use of Estimates and Judgments

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statement and the reported amounts of revenues and expenses during the reporting period. There has been no significant change to the Company's estimation and judgment from those disclosed in note 2 to the audited financial statements for the year ended July 31, 2014.

3. Exploration and Evaluation Expenditures

Expenditures incurred by the Company on the Properties are summarized as follows:

	Wildnest and Phantom Lake, Saskatchewan (b)	Rushton Lake, Saskatchewan (c)	McWilliams Lake, Saskatchewan (d)	Total
	$	$	$	$
Balance July 31, 2013	63,987	-	-	491,531
Acquisition and option payments:				
Cash	5,000	-	-	5,000
Finder's fee	500	-	-	500
Common shares issued	2,200	160,000	400,000	562,200
	7,700	160,000	400,000	567,700
Balance, October 31, 2014 and July 31, 2014	71,687	160,000	400,000	1,059,231

(a) Wildnest and Phantom Lake Properties

The Company entered into an option agreement with Ray-Dor Resources Ltd. (the "Optionor") dated November 15, 2012, as amended on October 28, 2013, ("Agreement"), pursuant to which it has been granted an option to acquire a 100% interest in seven mineral claims known as the Wildnest and Phantom Lake gold properties located in the Flin Flon area of Manitoba and Saskatchewan (the "Claims"). Under the terms of the Agreement, the Company may earn a 100% interest in the Claims by making cash payments of $32,500 and issuing 350,000 common shares of the Company over a period of three years. In addition, the Company is required to complete exploration programs totalling $850,000 over a four year period.

(Expressed in Canadian Dollars)

3. Exploration and Evaluation Expenditures – (continued)

(b) Wildnest and Phantom Lake Properties – (continued)

The Claims are subject to a 2% net smelter royalty (NSR), of which, 50% of the NSR or 1% NSR may be acquired by the Company at any time for $500,000.

Aggregate finders' fees of $3,250 (paid: 2014 - $500; 2013 - $250) and 35,000 common shares (issued: 2014 – 20,000; 2013 - 5,000 issued) of the Company will be paid in staged payments as property option payments are made.

Subsequent to October 31, 2014, the Company entered into a second amendment agreement with the Optionor to extend the cash payment by one year and the exploration work over a seven year period. In consideration for the extension, the Company will issue an additional 100,000 common shares to the Optionor.

Date	Cash	Common shares	Exploration Expenditures
	$	#	$
Upon Exchange approval	2,500 (paid)	50,000 (issued)	-
On or before November 7, 2013	-	200,000 (issued)	-
On or before June 21, 2014	5,000 (paid)	-	-
On or before December 21, 2014	-	150,000 (1)	-
On or before December 21, 2015	10,000	50,000	16,515
On or before December 21, 2016	15,000	-	50,000
On or before December 21, 2017			150,000
On or before December 21, 2018			200,000
On or before December 21, 2019			433,485
Totals	32,500	450,000	850,000

(1) Issued subsequent to October 31, 2014.

Subsequent to October 31, 2014, an aggregate of 10,000 common shares were issued as additional finders' fees.

(c) Rushton Lake Gold Project

The Company entered into an option agreement dated January 8, 2014 whereby the Company has been granted an option to acquire a 100% interest in the Rushton Lake Gold Project (the "Properties") located in central Saskatchewan.

Under the terms of the agreement, the Company may earn a 100% interest in the Properties by issuing an aggregate of 4,000,000 common shares, making cash payments of $300,000 over 30 months and incurring exploration expenditures of $3,500,000 over four years as follows:

Date	Cash	Common shares	Exploration Expenditures
	$	#	$
Upon Exchange approval	-	4,000,000 (issued)	-
On or before July 8, 2015	100,000	-	-
On or before July 8, 2016	200,000	-	-
On or before January 8, 2018	-	-	3,500,000
Totals	300,000	4,000,000	3,500,000

3. Exploration and Evaluation Expenditures – (continued)

(c) Rushton Lake Gold Project - (continued)

The Claims are subject to a 1% net smelter royalty, which can be purchased at any time by the Company for $1,000,000.

(d) McWilliams Lake Gold Project

The Company entered into an option agreement dated March 25, 2014 whereby the Company has been granted an option to acquire a 100% interest in the McWilliams Lake Gold Project (the "Property") located in central Saskatchewan.

Under the terms of the agreement, the Company may earn a 100% interest in the Property by issuing an aggregate of 4,000,000 common shares (issued) and incurring exploration expenditures of $1,000,000 within four years of the signing of the agreement.

4. Loans Payable

(a) The Company entered into a loan agreement dated September 14, 2012, as amended on November 18, 2013, with an arm's length party (the "Lender") in the principal amount of $50,000. The loan is unsecured, bears interest at 12% per annum and matures on March 15, 2014. In consideration for the loan, the Company issued 200,000 common shares to the Lender at a fair value of $10,000. During the year ended July 31, 2013, the Company made a partial payment of $15,000 towards this loan. During the three months ended October 31, 2014, the Company paid or accrued $1,282 (2013 - $1,091) in interest on this loan.

The Lender signed an amended letter agreement dated March 15, 2014, granting the Company an extension to the term of the loan to March 15, 2015.

(b) During the year ended July 31, 2014, the Company obtained an additional $50,000 loan from the Lender under an agreement dated January 28, 2014, in the principal amount of $50,000. The loan is unsecured, bears interest at 12% per annum and matures on July 28, 2014. In consideration for the loan, the Company issued 200,000 common shares to the Lender at a fair value of $10,000. During the three months ended October 31, 2014, the Company paid or accrued $1,623 (2013 - $nil) in interest on this loan.

The Lender signed an amended letter agreement dated July 28, 2014, granting the Company an extension to the term of the loan to July 28, 2015.

(c) During the year ended July 31, 2014, the Company received an advance of $25,600 from the CEO of the Company under a promissory note dated March 14, 2014. The advance including interest of $346 was fully repaid during the year ended July 31, 2014. The advance was unsecured, bore interest at 12% per annum and had a term of six months.

(d) During the year ended July 31, 2014, the Company received an advance of $5,000 from the CEO of the Company under a promissory note dated June 24, 2014. The advance is unsecured, bears interest at 12% per annum and is payable on demand. During the three months ended October 31, 2014, the Company paid or accrued $155 (2013 - $nil) in interest on this loan.

(Expressed in Canadian Dollars)

5. Share Capital and Reserves

(a) Authorized

Unlimited number of voting common shares without par value.

(b) Issued

At October 31, 2014, there were 58,264,999 issued and fully paid common shares (July 31, 2014 – 58,264,999).

(c) Share Issuances

On January 17, 2013, the Company closed a non-brokered private placement of 4,600,000 units at $0.05 per unit for gross proceeds of $230,000. Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each warrant entitles the holder to acquire an additional common share of the Company at an exercise price of $0.10 per share expiring January 7, 2015.

Share issue costs with respect to the private placement totaled $19,225 which included finder's fees of $17,000 and cash issue costs of $2,225.

(d) Stock Options

The Company has a stock option plan under which it is authorized to grant options to directors, officers, employees and consultants for up to a maximum of 10% of the issued and outstanding common stock of the Company. The exercise price (less any discounts permitted by regulatory policies and determined by the directors at the time of grant) under each option shall be the market price of the Company's stock at the date of grant. The options have expiry dates of no later than ten years from the date of grant and vest immediately as determined by the Board of Directors or as to 25.0% on the date of the grant and 12.5% every three months thereafter for a total vesting period of 18 months.

A summary of the status of the options outstanding follows:

	Number of Options	Weighted Average Exercise Price
	#	$
Balance, July 31, 2013	3,905,000	0.05
Forfeited	(110,000) [1]	0.05
Balance, October 31, 2013	3,795,000	0.05
Granted	795,000	0.05
Exercised	(990,000)	0.05
Forfeited	(15,000)	0.05
Balance, October 31, 2014 and July 31, 2014	3,585,000	0.05

[1] During the three months ended October 31, 2013, the fair value of 110,000 forfeited options of $10,956 was reclassified from reserves to deficit.

(Expressed in Canadian Dollars)

5. Share Capital and Reserves – (continued)

(d) Stock Options – (continued)

Stock options outstanding and exercisable at October 31, 2014 are as follows:

Options Outstanding	Exercise Price	Expiry Date	Options Exercisable
#	$		#
100,000[1]	0.05	August 9, 2016	100,000
50,000[1]	0.05	April 26, 2017	50,000
110,000[1]	0.05	April 17, 2018	110,000
455,000[1]	0.05	May 20, 2018	455,000
75,000[1]	0.05	June 12, 2018	75,000
230,000[1]	0.05	February 4, 2019	230,000
275,000[1]	0.05	February 18, 2019	275,000
555,000[1]	0.05	October 12, 2020	550,000
940,000[1][2]	0.05	April 26, 2022	940,000
245,000	0.05	January 27, 2024	245,000
550,000	0.05	February 6, 2024	550,000
3,585,000			3,585,000

[1] During the year ended July 31, 2014, the exercise price of these options was repriced to $0.05.

[2] During the year ended July 31, 2014, the expiry date of these options was extended to April 26, 2022.

During the year ended July 31, 2014, the Company amended the terms of an aggregate of 3,780,000 stock options previously granted to employees, directors and consultants of the Company. These options had original exercise prices of $0.10 per share and were re-priced to have an exercise price of $0.05 per share. In addition, the expiry date of the 1,375,000 options was extended for an additional five years, from April 26, 2017 to April 26, 2022. These modifications resulted in the recognition of additional share-based payments of $117,565 during the year ended July 31, 2014. The fair values of the modified stock options were estimated using the Black-Scholes option pricing model using the following weighted average assumptions: expected dividend yield – 0%; expected stock price volatility – 146.69%; risk-free interest rate – 1.24%; expected life – 2.63 years; and fair value per option - $0.03.

During the three months ended October 31, 2014, the Company recorded share-based payments of $nil (2013 - $1,915) for the fair value of stock options vested during the period.

(e) Warrants

Each whole warrant entitles the holder to purchase one common share of the Company.

	Warrants	Weighted Average Exercise Price
	#	$
Balance, October 31, 2014 & July 31, 2013 and 2014	3,230,000	0.10

(Expressed in Canadian Dollars)

5. Share Capital and Reserves – (continued)

(e) Warrants – (continued)

Warrants outstanding at October 31, 2014 are as follows:

Number of Outstanding	Exercise Price	Expiry Date
930,000	$0.10	July 28, 2016
2,300,000	$0.10	January 7, 2015

6. Finance and other costs

	Three months ended October 31,	
	2014	2013
	$	$
Interest expense	3,060	1,091
Bank charges	181	129
	3,241	1,220

7. Related Party Transactions

(a) Related Party Transactions

The Company recovered expenses from companies having directors and officers in common:

Three months ended October 31,	2014	2013
	$	$
Office, rent, administration and wages	101,200	102,400

(b) Compensation of Key Management Personnel

The Company's key management personnel has authority and responsibility for planning, directing and controlling the activities of the Company and consists of its Directors, Chief Executive Officer and Chief Financial Officer.

Three months ended October 31,	2014	2013
	$	$
Short-term benefits - management fees	16,200	16,200
Short-term benefits – wages and salaries	6,000	7,200
Share-based payments (1)	-	1,008
	22,200	24,408

(1) Share-based payments are the fair value of options granted and vested to key management personnel under the Company's stock option plan (note 5(d)).

(Expressed in Canadian Dollars)

7. Related Party Transactions – (continued)

(c) Related Party Balances

The following related party amounts were included in accounts payable and accrued liabilities:

	October 31, 2014	July 31, 2014
	$	$
Companies having directors and officers in common	177,000	162,505
Company controlled by a director and officer of the Company	102,060	85,050

Amounts due to related parties are unsecured, non-interest bearing and have no specific repayment terms.

8. Commitment

The Company is committed to future minimum annual lease payments with respect to office leases expiring January 31, 2015, as follows:

	$
2015	19,868

9. Segmented Information

The Company has one operating segment, being the exploration of resource properties and operated in one geographic segment at October 31, 2014 and 2013 with all assets located in Canada.

10. Subsequent events

The following events occurred subsequent to October 31, 2014:

(a) The Company closed a non-brokered private placement of 500,000 common shares at a price of $0.05 per share for gross proceeds of $25,000.

(b) The Company entered into a loan agreement dated November 27, 2014 with an arm's length party (the "Lender") in the principal amount of $15,000. The loan is unsecured, bears interest at 24% per annum and matures on November 27, 2015. In consideration for the loan, the Company issued 60,000 common shares to the Lender at a fair value of $3,000.