GRAND PEAK CAPITAL CORP.

Condensed Interim Consolidated Financial Statements

For the Three Month Period Ended December 31, 2012 and 2011

Unaudited and Expressed in Canadian Dollars

NOTICE TO READERS

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 accomplished by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The unaudited condensed interim consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Stands for the preparation of the interim condensed consolidated financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated 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.

Grand Peak Capital Corp.
Condensed interim consolidated statements of financial position
(Unaudited and Expressed in Canadian Dollars)

	Notes		December 31 2012		September 30 2012
ASSETS					
Current assets					
Cash and cash equivalents	4	$	18,096	$	44,833
Marketable securities	6		3,087,620		4,177,351
Loans receivable	7		34,720		34,405
Accounts and HST receivable			8,423		6,926
			3,148,859		4,263,515
Non-current assets					
Deposit on assets	8				-
Property, plant and equipment	9		1,099		1,467
Other investments	10		546,895		470,960
Incorporation costs			460		460
TOTAL ASSETS		**$**	**3,697,313**	$	**4,736,402**
LIABILITIES					
Current liabilities					
Payables and accrued liabilities	11	$	47,520	$	39,120
Mineral property payment payable	18		92,868		95,023
			140,388		134,143
Non-current portion of mineral property payment payable	18		-		90,490
TOTAL LIABILIITES			140,388		224,633
SHAREHOLDERS' EQUITY					
Share capital	12		8,707,804		8,707,804
Reserves	13		1,505,448		1,505,448
Accumulated other comprehensive income (loss)			(2,726,827)		(2,430,541)
Deficit			(3,926,500)		(3,270,942)
TOTAL EQUITY			3,556,925		4,511,769
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$**	**3,697,313**	**$**	**4,736,402**

APPROVED BY THE DIRECTORS ON FEBRUARY 25, 2013:

"Eugene Beukman" **Director** *"Sonny Janda"* **Director**

– See Accompanying Notes to the Condensed Interim Consolidated Financial Statements –

Grand Peak Capital Corp.
Condensed interim consolidated statements of income (loss) and comprehensive income (loss)
For the three month periods ended December 31, 2012 and 2011
(Unaudited and Expressed in Canadian Dollars)

		December 31, 2012		December 31, 2011
Revenue				
Interest and royalty income	$	236	$	4,313
				4,313
Expenses				
Amortization		367		157
Bank charges & interest		85		377
Foreign exchange loss		(324)		(94)
Office and miscellaneous		4,890		829
Professional fees		1,262		5,216
Rent		7,500		10,080
Transfer / regulatory fees		8,867		(194)
		22,647		16,371
Other income (loss)				
Gain (loss) on sale of marketable securities		(629,584)		39,440
Unrealized loss on derivative investments		-		-
Write-off of marketable securities		-		-
Accretion on property payment payable		(7,355)		-
Recoveries		-		-
		(636,939)		39,440
Net income (loss) for the year	**$**	**(659,350)**	**$**	**27,382**
Other Comprehensive income(loss) in the year		-		-
Comprehensive income (loss) for the year	**$**	**(659,350)**	**$**	**27,382**
Weighted Average Number of Shares Outstanding		**24,466,702**		**24,466,702**
Income (loss) per share	**$**	**(0.03)**	**$**	**0.001**

– See Accompanying Notes to the Condensed Interim Consolidated Financial Statements –

Grand Peak Capital Corp.
Condensed interim consolidated statements of changes in shareholders’ equity
For the three month periods ended December 31, 2012 and 2011
(Unaudited and Expressed in Canadian Dollars)

	Notes	Number of shares		Amount		Stock option reserve		AOCI		Deficit		Total
Balance at September 30, 2012		**24,466,702**	**$**	**8,707,804**	**$**	**1,505,448**	**$**	**(2,430,541)**	**$**	**(3,270,942)**	**$**	**4,511,769**
Comprehensive income (loss):												
Loss for the year		-		-		-		-		(659,350)		(659,350)
Other comprehensive income (loss)		-		-		-		(296,285)		-		(296,285)
Total comprehensive loss for year		-		-		-						
Private placement		-		-		-		-		-		-
Shares issue expenses		-		-		-		-		-		-
Spin-off of Acana Capital Corp.		-		)		-		-		-		
Shares issued – option exercise		-		-		-		-		-		-
Shares issued – warrant exercise		-		-		-		-		-		-
Stock-based compensation		-		-		-		-		-		-
Balance at December 31, 2012		**24,466,702**	**$**	**8,707,804**	**$**	**1,505,448**	**$**	**(2,726,826)**	**$**	**(3,929,500)**	**$**	**3,556,925**

	Notes	Number of shares		Amount		Stock option reserve		AOCI		Deficit		Total
Balance at September 30, 2011		**24,466,702**	**$**	**8,984,054**	**$**	**1,505,448**	**$**	**81,879**	**$**	**(3,030,777)**	**$**	**7,540,604**
Comprehensive income:		-										
Income for the year		-		-		-		-		27,382		27,382
Other comprehensive income (loss)		-		-		-		(724,452)		-		(724,452)
Total comprehensive loss for period		-		-		-		(642,573)		(3,003,395)		6,843,534
Private placement – for cash		-		-		-		-		-		-
Share issue expenses recovery		-				-		-		-		
Spinoff of Acana Capital Corp.		-		(276,250)		-		-		-		(276,250)
Shares issued – option exercise		-		-		-		-		-		-
Shares issued – warrant exercise		-		-		-		-		-		-
Stock-based compensation		-		-		-		-		-		-
Balance at December 31, 2011		**24,466,702**	**$**	**8,707,804**	**$**	**1,505,448**	**$**	**(642,573)**	**$**	**(3,003,395)**	**$**	**6,567,284**

– See Accompanying Notes to the Condensed Interim Consolidated Financial Statements –

Grand Peak Capital Corp.
Condensed interim consolidated statements of cash flow
For the three month periods ended December 31, 2012 and 2011.
(Unaudited and Expressed in Canadian Dollars)

		December 31, 2012		December 31, 2011
Operating activities				
Net income (loss) for the year	$	(659,350)	$	27,382
Adjustments for non-cash items:				
Unrealized loss on derivative investments				
Amortization		367		157
Loss (gain) on the sale of marketable securities		629,584		(39,440)
Write-off of marketable securities		-		
Accretion on property payment payable		7,355		
Changes in non-cash working capital items:				
Accounts receivable		(1,497)		(1,417)
Payables and accrued liabilities		8,400		(2,596)
Net cash flows from (used in) operating activities		(15,141)		(15,914)
Investing activities				
Loans receivable		(315)		
Marketable securities		64,654		72,092
Non-marketable investments		(75,935)		(145,000)
Net cash flows from (used in) investing activities		(11,596)		(72,908)
Increase (decrease) in cash and cash equivalents		(26,737)		(88,822)
Cash and cash equivalents, beginning		44,833		113,790
Cash and cash equivalents, ending	**$**	**18,096**	**$**	**24,967**
Non-cash Transactions:				
Spin-off of Acana Capital Corp.	$	-	$	276,250
Cash paid for:				
Interest	$	-	$	-
Income tax	$	-	$	-

– See Accompanying Notes to the Condensed Interim Consolidated Financial Statements –

1. Nature and continuance of operations

Grand Peak Capital Corp. (the "Company") completed its continuation from the jurisdiction of Yukon to British Columbia. Effective as of April 27, 2010, The Company is registered in British Columbia under the *Business Corporations Act* (British Columbia). It is listed on the TSX Venture exchange and trades under the symbol GPK.

The head office, principal address and records office of the Company are located at 8338 – 120th Street, Surrey, British Columbia, Canada, V3W 3N4.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company had working capital of $3,008,471 as at December 31, 2012 which should be sufficient to maintain its operations in the next twelve months. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future.

The Company is engaged primarily in investing in small cap resource sector public companies. During the three month period ended December 31, 2012, the Company was involved in trading through its portfolio and maintaining its mineral property.

2. Statement of Compliance

These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as were applied in our most recent audited annual financial statements for the year ended September 30, 2012.

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim consolidated financial statements do not include all of the information required of a full annual financial report and are intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these condensed interim consolidated financial statements be read in conjunction with the most recent audited annual financial statements of the Company for the year ended September 30, 2012.

2. **Basis of preparation and new accounting standards**

Basis of preparation

The condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

Significant estimates and assumptions

The preparation of condensed interim consolidated financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the useful lives of equipment, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, decommissioning, restoration and similar liabilities and contingent liabilities.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are:

Determination of functional currency

The functional currency of the Company is measured using the currency of the primary economic environment in which that the Company operates. The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity

Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Significant estimates applied by the Company are as follows:

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified

Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned active subsidiaries, 0808964 BC Ltd, Grand Peak Mexican Holdings Inc and Grand Peak Mexico SA de CV. All significant inter-company balances and transactions have been eliminated on consolidation

Accounting standards issued by not yet effective

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company: IFRS 9, Financial Instruments (IFRS 9), IFRS 10, Consolidated Financial Statements (IFRS 10), IFRS 11, Joint Arrangements (IFRS 11), IFRS 12, Disclosure of Interests in Other Entities (IFRS 12), IAS 27, Separate Financial Statements (IAS 27), IFRS 13, Fair Value Measurement (IFRS 13) and amended IAS 28, Investments in Associates and Joint Ventures (IAS 28). Each of the new standards is effective for annual periods beginning on or after January 1, 2013 or 2015 with early adoption permitted.

The following is a brief summary of the new standards:

IFRS 9 – Financial Instruments

IFRS 9 addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit and loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit and loss or at fair value through other comprehensive income.

IFRS 10 – Consolidation

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation—Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements.

IFRS 11 - Joint Arrangements

IFRS 11 requires a venturer 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 a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

IFRS 12 – Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles, and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity’s interests in other entities.

IFRS 13 - Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

(Unaudited and Expressed in Canadian Dollars)

4. Cash and cash equivalents

The components of cash and cash equivalents are as follows:

		December 31, 2012		September 30, 2012
Canadian cash in bank	$	17,092	$	43,838
US cash in bank		1004		995
	$	18,096	$	44,833

5. Investments – Marketable Securities

SEPTEMBER 30, 2012

A) Investor Line Grand Peak Investments as at the September 30, 2012 – Year End

Issuer	# of Securities	Average Cost $	Fair Value $	% of Portfolio
AAN Ventures	2,500,000	261,070	125,000	3%
Arris Holdings	570,000	-	57,000	1%
Bard Ventures	1,000,000	80,000	20,000	-
Beatrix Ventures	1,862,000	96,130	37,240	1%
Cache Exploration Inc.	23,000	1,137	1,380	-
Caldera Resources Corp.	12,400	3,106	124	-
Caza Gold Corp. Corp.	22,500	7,875	3,038	-
Canarc Resources Corp.	135,000	42,535	22,950	1%
Castillian Resources Corp.	7,734,000	603,865	270,690	6%
Choice Gold Corp.	577,000	40,390	11,540	-
Chimata Gold Corp.	1,821,800	273,270	109,308	4%
Cielo Gold Corp.	565,000	16,950	16,950	-
Continental Precious	39,000	13,180	7,995	-
Dajin Resources Corp.	47,500	1,906	2,375	-
Desert Gold Ventures Inc.	419,500	582,335	138,270	3%
Easy Med Services Inc.	1,420,000	966,336	1,448,400	35%
Elissa Resources Ltd.	14,500	870	1,232	-
EM Gold Mining Corp.	1,981,500	232,816	148,612	4%
Eloda Corp.	831,000	-	-	-
Entrée Gold Corp.	400	463	228	-
Eurocontrol Technics Inc.	442,000	67,510	22,100	1%
Forbes & Manhattan Coal	21,155	16,850	14,809	-
Forest Gate Energy Inc.	25,000	3,280	-	-
Grenville Gold Corp.	1,050,000	118,939	126,000	4%
HTC Pure Energy	213,000	89,400	36,210	1%
Inca Metals Corp.	62,500	27,323	7,813	-

(Unaudited and Expressed in Canadian Dollars)

5. MARKETABLE SECURITIES
(Continued)

2012				
Innovative Properties	653,601	55,556	68,628	2%
Intl. Sovereign Energy Corp.	251,000	140,426	140,426	4%
IRI Separation Tech. Inc.	172,000	2,610	-	-
Largo Resources Ltd.	500	72	115	-
Lucky Minerals Inc.	156,500	52,996	47,732	1%
ME Resources	570,000	11,400	28,500	1%
Midasco Capital	218,000	13,090	5,450	-
Musgrove Minerals	355,000	156,443	56,800	1%
Musgrove (Restricted)	555,556	50,000	50,000	1%
Maxtech Ventures Inc.	1,786,800	929,953	625,380	15%
Macmillan Minerals	500,000	25,000	55,000	1%
Menika Mining	100,000	3,520	1,500	-
Nevada Exploration	245,000	19,610	36,750	1%
Orsa Ventures	50,000	6,510	6,500	-
Pacific Bay Minerals Ltd.	15,000	903	300	-
Peregrine Diamonds Ltd.	45,000	20,446	16,200	-
Phoenix Copper Corp.	25,000	505	1,500	-
Pitch Black Resources Ltd.	4,368	9,173	568	-
Plains Creek Phosphate	904,459	65,244	18,089	-
Pyng Medical Corp.	149,000	42,037	12,665	-
Quantitative Alpha Trading	3,125,000	468,858	46,875	1%
Range Energy Res	750,000	150,000	41,250	1%
Stetson Oil & Gas	88,772	79,011	8,877	-
Upper Canyon Minerals C.	620,000	173,657	9,300	-
Uragold Bay Res Inc.	12,500	3,735	438	-
Vast Exploration	225,000	87,759	5,625	-
Xemplar Energy Corp.	752,500	93,459	30,100	1%
WTS Ona Power	4,000,000	85,892	112,851	3%
WTS Grenville	975,000	67,238	31,224	1%
WTS Beatrix	500,000	15,630	1,295	-
WTS Bard Ventures	1,000,000	-	2,220	-
WTS Journey Resources	4,375,000	-	-	-
WTS Innovative Properties	653,601	-	34,054	1%
WTS EM Gold	2,000,000	52,520	-	-
		6,430,789	4,125,476	

(Unaudited and Expressed in Canadian Dollars)

B) Haywood Grand Peak investments at the September 30, 2012 Year End

Issuer	# of securities	Average Cost $	Fair Value $	% of Portfolio
Choice Gold	1,000,000	50,000	20,000	-
Lucky Minerals Inc.	50,000	488	15,250	-
Vast Exploration Inc.	665,000	166,250	16,625	-
		216,738	51,875	
Total Securities		**$6,647,527**	**$4,177,351**	**100%**

- Investments in warrants are valued at fair value using the Black-Scholes option model.

DECEMBER 31, 2012

A) Investor Line Grand Peak Investments as at the December 31, 2012 – Three Month Period

Issuer	# of Securities	Average Cost $	Fair Value $	% of Portfolio
AAN Ventures	1,650,000	172,306	49,500	2%
Acana Capital Corp.	300,000	13,500	15,000	-
Arris Holdings	570,000	-	57,000	2%
Beatrix Ventures	931,000	96,130	32,585	1%
Cache Exploration Inc.	23,000	1,137	575.	-
Caldera Resources Corp.	12,400	3,106	-	-
Caza Gold Corp. Corp.	22,500	7,875	1,800	-
Canarc Resources Corp.	135,000	42,535	16,875	1%
Castillian Resources Corp.	7,734,000	603,865	193,350	6%
Choice Gold Corp.	577,000	40,390	5,770	-
Chimata Gold Corp.	1,821,800	273,270	118,417	4%
Cielo Gold Corp.	565,000	16,950	56,500	2%
Continental Precious	539,000	95,690	88,935	3%
Dajin Resources Corp.	47,500	1,906	1,425	-
Easy Med Services Inc.	1,420,000	966,336	994,000	33%
Elissa Resources Ltd.	14,500	870	580	-
EM Gold Mining Corp.	1,981,500	232,816	89,168	4%
Eloda Corp.	831,000	-	-	-
Entrée Gold Corp.	400	463	180	-
Eurocontrol Technics Inc.	442,000	67,510	19,890	1%
Forbes & Manhattan Coal	21,155	16,850	14,174	-
Forest Gate Energy Inc.	25,000	3,280	-	-

(Unaudited and Expressed in Canadian Dollars)

5. MARKETABLE SECURITIES
(Continued)

2012				
Grenville Gold Corp.	1,050,000	118,939	89,250	3%
HTC Pure Energy	213,000	89,400	33,015	1%
Inca Metals Corp.	62,500	27,323	5,625	-
Innovative Properties	653,601	55,556	49,020	2%
Intl. Sovereign Energy Corp.	251,000	140,426	87,850	3%
IRI Separation Tech. Inc.	172,000	2,610	-	-
Largo Resources Ltd.	500	72	95	-
Lucky Minerals Inc.	156,500	52,996	79,815	3%
ME Resources	570,000	11,400	119,700	1%
Midasco Capital	218,000	13,090	2,180	-
Musgrove Minerals	355,000	156,443	31,950	1%
Musgrove	105,556	9,500	9,500	-
Maxtech Ventures Inc.	1,786,800	929,953	553,908	18%
Macmillan Minerals	500,000	25,000	17,500	1%
Menika Mining	100,000	3,520	1,500	-
Nevada Exploration	245,000	19,610	35,525	1%
Orsa Ventures	50,000	6,510	4,000	-
Pacific Bay Minerals Ltd.	15,000	903	375	-
Peregrine Diamonds Ltd.	45,000	20,446	19,575	-
Phoenix Copper Corp.	25,000	505	1,500	-
Pitch Black Resources Ltd.	4,368	9,173	437	-
Plains Creek Phosphate	904,459	65,244	13,567	-
Pyng Medical Corp.	149,000	42,037	7,450	-
Quantitative Alpha Trading	3,125,000	468,858	15,625	1%
Range Energy Res	750,000	150,000	11,250	-
Stetson Oil & Gas	88,772	79,011	8,877	-
Upper Canyon Minerals C.	620,000	173,657	6,200	-
Uragold Bay Res Inc.	12,500	3,735	563	-
Vast Exploration	225,000	87,759	2,250	-
Xemplar Energy Corp.	752,500	93,459	-	-
WTS Ona Power	4,000,000	85,892		-
WTS Grenville	975,000	67,238		-
WTS Beatrix	500,000	15,630		-
WTS Bard Ventures	1,000,000	-		-
WTS Journey Resources	4,375,000	-		-
WTS Innovative Properties	653,601	-		-
WTS EM Gold	2,000,000	52,520	-	-
		5,735,200	2,963,825	

(Unaudited and Expressed in Canadian Dollars)

B) Haywood Grand Peak investments at the December 31, 2012 Three Month Period

Issuer	# of securities	Average Cost $	Fair Value $	% of Portfolio
Choice Gold	1,000,000	50,000	10,000	-
Lucky Minerals Inc.	50,000	488	25,500	1%
Vast Exploration Inc.	665,000	166,250	6,650	-
WTS Acana Capital	1,500,000	-	-	
		216,738	42,150	
Total Securities		**$5,951,938**	**$3,005,975**	**100%**

- Investments in warrants are valued at fair value using the Black-Scholes option model.

6. Loans receivable

A loan receivable of US$35,000 (2011 – US$35,000) is from Akmola Gold Corp., a company related by a common Chief Executive Officer. The loan is without interest and due on demand.

7. Property, plant and equipment

		Office Equipment			Office Equipment
Cost:			**Cost:**		
At Sept 30, 2012	$	62,075	At Sept 30, 2011	$	62,075
Additions		-	Additions		-
Disposals			Disposals		
At Dec 31, 2012		62,075	At Sept 30, 2012		62,075
Depreciation:			**Depreciation:**		
At Sept 30, 2011		60,609	At Sept 30, 2011		59,980
Charge for the year		367	Charge for the year		629
Eliminated on disposal			Eliminated on disposal		-
At Dec 31, 2012		60,976	At Sept 30, 2012		60,609
Net book value:			**Net book value:**		
At Sept 30, 2012		1,467	At Sept 30, 2011		2,095
At Dec 31, 2012	**$**	**1,099**	**At Sept 30, 2012**	**$**	**1,467**

8. Other Investments

(Unaudited and Expressed in Canadian Dollars)

A) Investments held outside trading accounts as at the December 31, 2012 – Three Month Period

Issuer	# of Common Shares	Average Cost $	Fair Value $
Akmola Gold	1,000,000	100,000	n/a

The Company measured its investment in Akmola Gold at cost as this investment did not have a quoted market price in an active market.

B) Investments in Vianey mining concessions

	Vianey, Mexico	December 31 2012	Vianey, Mexico	September 30 2012
Acquisition open	$364,420	$364,420	$50,000	$50,000
Acquisition added	-	-	314,420	314,420
Total acquisition	364,420	364,420	-	364,420
Maintenance open	7,475	7,475	-	-
Maintenance added			6,540	6,540
Total maintenance	7,475	7,475	-	6,540
Total investment	$ 371,895	$371,895	$ -	$370,960

By way of an Mineral Claim Assignment agreement ("the Agreement") dated October 31, 2011 between the Company and Minerales Jazz S.A. de C.V. , a wholly-owned subsidiary of Musgrove Minerals Corp. ("Musgrove"), the Company acquired a 100% interest in the Vianey Mine Concessions located in the state of Guerrero, Mexico ("Vianey") for consideration of cash CDN$325,000. The Company would pay CDN$125,000 upon signing of the Agreement (paid), CDN$100,000 or common shares of the Company on the first annual anniversary of the date of signing of the Agreement and CDN$100,000 or common shares of the Company on the second annual anniversary of the date of signing of the Agreement.

In November, 2012, Musgrove agreed to grant a Sixty (60) day extension to the Company towards its second payment of $100,000 originally due on October 31, 2012. The extension is subject to a 15% penalty if payment is made with common shares of the Company; however, in the event the Company pays in cash, the 15% penalty will be waived by Musgrove. The second payment of $100,000 was made to Musgrove on December 31, 2012.

The Company has entered into an agreement to sell Vianey mining concessions to Lucky Minerals Inc. ("Lucky Minerals"), a company related by a common director. The substantial terms of the agreement include the payment of $700,000 over a 3 year period with a payment of $100,000 upon TSX Venture Exchange approval and six subsequent payments of $100,000 every six months. The Company will retain a 2% Net Smelter Return ("NSR"), Lucky Minerals has an option to purchase 1% of the NSR for $1,000,000 on or before December 1, 2015. Lucky Mineral must also complete a work commitment of $125,000 by December 31, 2013, an aggregate amount of $375,000 by December 31, 2014 and finally an aggregate amount of $825,000 by December 31, 2015. The transaction contemplated in the agreement is subject to all necessary regulatory approvals.

(Unaudited and Expressed in Canadian Dollars)

9. Payables and accrued liabilities

	December 31, 2012	September 30, 2012
Payables	30,720	22,320
Accrued liabilities	16,800	16,800
	$ 47,520	$ 39,120 $

10. Share capital

Authorized share capital

Unlimited number of common shares without par value:

Issued share capital

At December 31, 2012 there were 24,466,702 issued and fully paid common shares (September 30, 2012 – 24,466,702).

Private placements

No shares were issued for cash during the three month period ended December 31, 2013 or during the year ended September 30, 2012.

Stock options

The Company has adopted a stock option plan whereby the Company may from time to time in accordance with the TSX Venture Exchange ("Exchange") requirements grant to directors, officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options.

Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

There were no options outstanding at December 31, 2012 or at September 30, 2012.

Share Purchase Warrants

There were no warrants outstanding at December 31, 2013 or at September 30, 2012.

11. Reserves

Stock option reserve

(Unaudited and Expressed in Canadian Dollars)

The stock option reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount recorded remains in the account.

	December 31, 2012	September 30, 2012
Balance at beginning of year	1,505,448	1,505,448
Value of options granted	-	-
Exercise of options	-	-
Expiry of options	-	-
Balance at end of year	1,505,448	1,505,448

12. Related party transactions

Related party balances

The following amounts from (due to) related parties are included in receivables (payables):

	December 31, 2012	September 30, 2012
Companies with common officers and directors – loan (note 6)	34,720	34,405
	$ 34,720	$ 34,405

Related party transactions

The Company incurred the following transactions with a company that is owned by CFO of the Company.

	December 31, 2012	September 30, 2012
Professional services	1,260	4,270
	$ 1,260	$ 4,270

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties

13. Income taxes

At September 30, 2012, the Company has non capital losses carried forward for Canadian income tax purposes totalling approximately $424,000, which will expire through to 2032 and may be applied against future taxable income. The Company also has capital losses carried forward for Canadian income tax purposes totalling approximately $2,485,000 of which are available for deduction against future capital gains.

At September 30, 2012, the net amount which would give rise to a deferred income tax asset has not been recognized as it is not probable that such benefit will be utilized in the future years.

14. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables. This risk is minimal as receivables consist primarily of refundable government goods and services taxes.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at December 31, 2012:

		Within one year	Between one and five years	More than five years
Payables	$	47,520	-	-
Mineral property payment payable		92,868	-	-
	$	140,388	-	-

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency for the parent company and its subsidiaries is the Canadian dollar and major expenditures are transacted in Canadian dollars. However, the Company is subject to foreign exchange risk for transactions in its Mexican subsidiary as at December 31, 2012.

(Unaudited and Expressed in Canadian Dollars)

15. Financial risk management (cont'd)

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal. The sensitivity of the Company to a variation of 1% in the interest rate would not have a significant impact. The Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at December 31 and September 30, 2012:

		As at December 31, 2012		
		Level 1	Level 2	Level 3
Cash and cash equivalents	$	18,096	-	-
Marketable securities		2,905,976	181,644	-
	$	2,924,072	181,644	

		As at September 30, 2012		
		Level 1	Level 2	Level 3
Cash and cash equivalents	$	44,833	-	-
Marketable securities		3,995,707	181,644	-
	$	4,040,540	181,644	

(Unaudited and Expressed in Canadian Dollars)

16. Segmented information

Operating segments

The Company operates as a single reportable operating unit with investments in Canada and other jurisdictions.

Geographic segments

The Company's investments are located in the following countries:

		As at December 31, 2012		
		Canada	Other	Total
Investments	$	3,087,620	546,895	3,634,515

		As at September 30, 2012		
		Canada	Other	Total
Investments	$	4,177,351	470,960	4,648,311

		As at September 30, 2010		
		Canada	Other	Total
Investments	$	6,967,070	150,000	7,117,070

17. Mineral property payment payable

By way of an Mineral Claim Assignment agreement ("the Agreement") dated October 31, 2011 between the Company and Minerales Jazz S.A. de C.V. , a wholly-owned subsidiary of Musgrove Minerals Corp. ("Musgrove") – Note 10 (B), the Company is required to pay the remaining balance of $200,000 in two instalments of $100,000 (due and paid on December 31, 2012) and $100,000(due on October 31, 2013).

In accordance with the Company's accounting policies, this Mineral Property Payment Payable is classified as "other liabilities" financial instrument. As a result, it is measured at its amortized cost by using an effective interest rate of 10%.

As at December 31, 2012, the carrying value of this Mineral Property Payment Payable was $92,868 which was considered current. During the three month period ended December 31, 2012, interest of $2,378 (2011: $Nil) was accreted to this Mineral Property Payment Payable.

Continuity of this Mineral Property Payment Payable is as follows:

Mineral Property Payment Payable at carrying value	$	90,490
Accretion for the three month period		2,378
Balance, December 31, 2012	$	92,868