Consolidated Financial Statements of

BLACKHAWK RESOURCE CORP.

Periods ended September 30, 2012 and 2011

BLACKHAWK RESOURCE CORP.

November 27, 2012

Management's Report to the Shareholders

Management is responsible for the reliability and integrity of these financial statements. The accompanying condensed consolidated financial statements have been prepared by management in accordance with International Accounting Standards ("IAS") 34 - Interim Financial Reporting and are in accordance with International Financial Reporting Standards ("IFRS"). The interim consolidated financial statements are presented in Canadian Dollars.

The accompanying condensed consolidated financial statements have been prepared using policies and procedures established by management and reflect fairly the Corporation's financial position, results of operations and changes in financial position, within reasonable limits of materiality and within the framework of the accounting policies outlined in the notes to the financial statements. Management has established and maintains a system of internal controls which is designed to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and financial information is reliable and accurate.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Board is assisted in exercising its responsibilities through the Audit Committee of the Board, which is composed of a majority of non-management directors. The Audit Committee meets periodically with management and the auditors to satisfy itself that management's responsibilities are properly discharged, to review the consolidated financial statements and to recommend approval of the consolidated financial statements to the Board.

The following interim condensed consolidated financial statements are unaudited.

Signed *"David Antony"*
David Antony, CEO

Signed *"Charidy Lazorko"*
Charidy Lazorko, CFO

BLACKHAWK RESOURCE CORP.

Consolidated Statement of Financial Position
(Unaudited)

As at	September 30, 2012	June 30, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 3,967,330	$ 4,069,243
Trade and other receivables (note 9(a))	133,865	150,673
Prepaid expenses and deposits	26,916	38,337
	4,128,111	4,258,252
Property, plant and equipment (note 3)	876,974	1,052,076
	$ 5,005,085	**$ 5,310,328**
Liabilities and Shareholders' Equity		
Current liabilities:		
Trade and other payables (note 9(b))	$ 442,414	$ 532,422
Decommissioning liabilities (note 4)	540,531	540,922
	982,945	1,073,344
Shareholders' equity		
Share capital (note 5)	6,405,065	6,405,065
Contributed surplus	708,595	680,553
Deficit	(3,091,520)	(2,848,634)
	4,022,140	4,236,984
Subsequent event (note 11)		
	$ 5,005,085	**$ 5,310,328**

See accompanying notes to condensed consolidated financial statements.

Approved for issuance by the Board of Directors on November 27, 2012

Signed *"Raymond Antony"*
Raymond Antony, Director

Signed *"Michael Bowie"*
Michael Bowie, Director

BLACKHAWK RESOURCE CORP.

Consolidated Statements of Comprehensive loss
(Unaudited)

Three month period ended September 30,	**2012**	**2011**
Revenue		
Oil and natural gas revenue	$ 209,040	$ 461,493
Less: royalties	(28,696)	(128,789)
Interest and other revenue	1,436	5,747
	181,780	338,451
Expenses		
Depletion (note 3)	172,421	207,192
Field operating expenses	120,525	260,416
Transportation expenses	7,561	10,203
General and administrative	77,987	114,015
Professional fees	11,440	18,552
Stock based compensation (note 5(c))	28,042	–
Finance costs (note 6)	6,690	36,660
	424,666	647,038
Loss from continuing operations	(242,886)	(308,587)
Discontinued operations	–	(5,353)
Net comprehensive loss	**$ (242,886)**	**$ (313,940)**
Loss from continuing operations per share (note 7):		
Basic and diluted	$ (0.01)	$ (0.01)
Loss from discontinued operations per share (note 7):		
Basic and diluted	$ (0.00)	$ (0.00)
Net comprehensive loss per share (note 7):		
Basic and diluted	$ (0.01)	$ (0.01)

See accompanying notes to the condensed consolidated financial statements.

BLACKHAWK RESOURCE CORP.

Consolidated Statements of Changes in Equity
(Unaudited)

Three month period ended September 30,		2012		2011
Share capital				
Balance, beginning of period	$	6,405,065	$	6,049,352
Balance, end of period		6,405,065		6,049,352
Contributed surplus				
Balance, beginning of period		680,553		439,174
Stock based compensation (note 5(c))		28,042		–
Balance, end of period		708,595		439,174
Deficit				
Balance, beginning of period		(2,848,634)		(3,271,299)
Net loss		(242,886)		(313,940)
Balance, end of period		(3,091,520)		(3,585,239)
Shareholders' equity	**$**	**4,022,140**	**$**	**2,903,287**

See accompanying notes to condensed consolidated financial statements.

BLACKHAWK RESOURCE CORP.
Consolidated Statements of Cash Flows
(Unaudited)

Three month period ended September 30,	2012	2011
Cash provided by (used in):		
Operations:		
Net loss from continuing operations	$ (242,886)	$ (308,587)
Items not affecting cash:		
Depletion (note 3)	172,421	207,192
Stock based compensation (note 5(c))	28,042	–
Finance cost (note 6)	2,642	2,744
	(39,781)	(98,651)
Change in non-cash operating working capital:		
Trade and other receivables	16,807	(2,738)
Prepaid expenses and deposits	11,421	8,954
Trade and other payables	(90,008)	(103,205)
	(101,561)	(195,640)
Discontinued operations:		
Loss from discontinued operations	–	(5,353)
	–	(5,353)
Financing:		
Bank debt	–	250,000
	–	250,000
Investments:		
Additions to property, plant and equipment	–	(38,778)
Change in non-cash investment working capital	(352)	–
	(352)	(38,778)
Net change in cash and cash equivalents	(101,913)	10,229
Cash and cash equivalents, beginning of period	4,069,243	19,638
Cash and cash equivalents, end of period	**$ 3,967,330**	**$ 29,867**

Supplemental cash flow information:		
Interest paid	$ 814	$ 32,750

See accompanying notes to condensed consolidated financial statements.

1. General information:

Blackhawk Resource Corp. and its subsidiaries (collectively "Blackhawk" or "the Corporation") was incorporated under the Business Corporations Act (Alberta) on March 25, 1986. The Corporation is primarily engaged in the exploration and production of oil and natural gas in Western Canada.

The Corporation's registered office is located at Suite 650, 816 7th Ave SW, Calgary, Alberta, T2P 1A1.

2. Basis of preparation:

The interim condensed consolidated financial statements for the three ended September 30, 2012 and 2011 have been prepared in accordance with International accounting standard ('IAS') 34 - Interim Financial Reporting and are in accordance with International Financial Reporting Standards ("IFRS"). The interim condensed consolidated financial statements are presented in Canadian Dollars.

Statement of compliance

The September 30, 2012 and 2011 interim condensed consolidated financial statements are prepared under IFRS. The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the interim consolidated financial statements are disclosed in the Corporations June 30, 2012 yearend financials.

The condensed consolidated financial statements have been prepared on a historical cost basis with some exceptions in accordance with IFRS, as detailed in the accounting policies set out in the Corporations June 30, 2012 yearend financials. These policies have been applied consistently for all periods presented in these condensed consolidated financial statements.

3. Property, plant and equipment:

CGU	Provost Area, Alberta	Greencourt Area, Alberta	Edson Area, Alberta	Queenstown Area, Alberta	Wood River Area, Alberta	Total
Cost						
June 30, 2011	$9,018,977	$79,419	$ –	$317,423	$427,698	$9,843,517
Additions	140,272	426	21,525	660	8,056	170,939
Disposals	(4,786,172)	–	–	–	–	(4,786,172)
Transfer in from exploration and evaluation	–	–	600,000	–	–	600,000
June 30, 2012	$4,373,078	$79,845	$621,525	$318,083	$435,754	$5,828,284
Change in estimate of decommissioning liabilities	(1,173)	(61)	(174)	(84)	(1,189)	(2,681)
September 30, 2012	**$4,371,905**	**$79,784**	**$621,351**	**$317,999**	**$434,565**	**$5,825,604**

3. Property, plant and equipment (continued):

CGU	Provost Area, Alberta	Greencourt Area, Alberta	Edson Area, Alberta	Queenstown Area, Alberta	Wood River Area, Alberta	Total
Accumulated depletion						
June 30, 2011	$(4,108,449)	$(57,263)	$ –	$(145,574)	$(213,999)	$(4,525,285)
Expense	(1,243,439)	(13,311)	(146,067)	(26,444)	(52,331)	(1,481,591)
Impairment	(1,104,827)	–	(470,258)	–	–	(1,575,085)
Disposal	2,805,753		–	–	–	2,805,753
June 30, 2012	$(3,650,962)	$(70,574)	$(616,325)	$(172,018)	$(266,330)	$(4,776,208)
Expense	(151,560)	(1,000)	–	(8,607)	(11,254)	(172,421)
September 30, 2012	**$(3,802,522)**	**$(71,574)**	**$(616,325)**	**$(180,625)**	**$(277,584)**	**$(4,948,630)**
Net book value						
June 30, 2012	$722,116	$9,271	$5,200	$146,065	$169,424	$1,052,076
September 30, 2012	**$569,383**	**$8,210**	**$5,026**	**$137,374**	**$156,981**	**$876,974**

On May 8, 2012, the Corporation sold one of its Provost properties with a net book value of $1,980,419 and decommissioning liabilities of $37,765 for gross proceeds of $6,000,000, resulting in a gain on sale of $4,054,140. The Corporation also incurred legal fees of $3,206 in relation to the transaction.

4. Decommissioning liabilities:

	September 30, 2012	June 30, 2012
Balance, beginning of period	$540,922	$528,255
Additions	–	9,719
Disposals	–	(37,765)
Finance cost	2,642	11,047
Revision of estimates	(3,033)	29,666
Balance, end of period	**$540,531**	**$540,922**

The Corporation's decommissioning liabilities result from net ownership interests in petroleum and natural gas assets, including well sites, gathering systems and processing facilities. The Corporation estimates the total undiscounted amount of cash flow required to settle its decommissioning liabilities as at September 30, 2012 is approximately $576,188 (June 30, 2012 - $577,478), which is expected to be incurred over the next year to 15 years. An inflation factor of 3% per annum was applied to determine the expected future costs and an average risk free rate of 1.33% was used to calculate the present value of the estimated future decommissioning liabilities at June 30, 2012 (June 30, 2012 – 1.26%).

5. Share capital:

a.) Authorized:

Unlimited number of common voting shares and preferred shares

a.) Issued:

	Number of Shares	Amount
Balance, June 30, 2011	60,039,144	6,049,352
Issued pursuant to private placement	6,500,000	357,500
Share issue costs	–	(1,787)
Stock consolidation	(44,359,438)	–
Balance, June 30, 2012 and September 30, 2012	**22,179,706**	**$6,405,065**

On March 7, 2012, the Corporation completed a private placement in the amount of $357,500 through a subscription for 6,500,000 common shares (2,166,667 post consolidated shares) at $0.055 per common share ($0.165 per post consolidated share). Share issuance costs of $1,787 were also incurred.

On April 5, 2012, the Corporation completed a consolidation of its common shares on the basis of one (1) new post-consolidation common share for every three (3) pre-consolidated common share.

c.) Stock options:

The Corporation has implemented a stock option plan for Directors, Officers, employees, and consultants. The exercise price of each option approximates the market price for the common shares on the date the option was granted. Options granted under the plan generally vest over an eighteen month period from the date of the grant and expire five years after the grant date. The maximum number of common shares to be issued upon the exercise of options granted under the plan is 2,217,970 (June 30, 2012 –2,217,970) common shares. The details of this plan are as follows:

	September 30, 2012		June 30, 2012	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Options outstanding, beginning of period	1,828,334	$0.32	495,000	$0.39
Granted	–	–	1,666,667	$0.30
Expired	–	–	(333,333)	$0.33
Options outstanding, end of period	**1,828,334**	**$0.32**	**1,828,334**	**$0.32**
Exercisable, end of period	**1,361,667**	**$0.33**	**1,295,000**	**$0.33**

5. Share capital (continued):

The following table summarizes information about stock options outstanding at September 30, 2012:

Exercise Prices	Number	Weighted Average Remaining Life	Weighted Average Exercise Price
$0.30	191,667	1.40 years	$0.30
$0.45	61,667	1.60 years	$0.45
$0.45	175,000	1.92 years	$0.45
$0.30	1,200,000	4.19 years	$0.30
$0.30	200,000	4.44 years	$0.30
	1,828,334	**3.62 years**	**$0.32**

The following table summarizes information about stock options outstanding and exercisable at September 30, 2012:

Exercise Prices	Number	Weighted Average Remaining Life	Weighted Average Exercise Price
$0.30	191,667	1.40 years	$0.30
$0.45	61,667	1.60 years	$0.45
$0.45	175,000	1.92 years	$0.45
$0.30	800,000	4.19 years	$0.30
$0.30	133,333	4.44 years	$0.30
	1,361,667	**3.41 years**	**$0.33**

For the period ended September 30, 2012, the Corporation recorded stock based compensation expense of $28,042 (2011 - $Nil). The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model with weighted average assumptions for grants as follows:

	2012
Risk-free interest rate	1.39%
Expected life of options	5 years
Expected volatility	173.83%
Forfeiture rate	16.00%
Dividend yield	0.00%
Weighted average fair value per option	$0.06

6. Finance costs

The Corporations finance costs consists of the following:

September 30,	**2012**	**2011**
Bank fees	$3,234	$1,166
Interest expenses	814	32,750
Accretion of decommissioning liabilities	2,642	2,744
Finance costs	**$6,690**	**$36,660**

7. Per share amounts:

The number of shares that would have been included in the computation of diluted earnings per share would have been as follows:

September 30,	**2012**	**2011**
Weighted average shares outstanding, basic	22,179,706	20,013,048
Effect of stock options	–	–
Weighted average shares outstanding, diluted	22,179,706	20,013,048

In calculating diluted loss per common share for the period ended September 30, 2012 and 2011, the Corporation excluded 1,828,334 (2011 – 495,000) stock options as the exercise price is greater than the average market price of the common shares for the period.

8. Key management compensation and related party transactions:

a.) Key management compensation

Key management personnel are composed of the Corporation's Directors and Officers as set out in its information circular.

For the three month period ended September 30, 2012, the Corporation incurred consulting fees of $41,238 (2011 – $28,500) paid to companies which are controlled by key management of the Corporation, which are included in general and administrative on the statement of comprehensive loss. The Corporation also incurred $23,291 (2011 - $Nil) in stock based compensation for options issued to key management. At September 30, 2012, no consulting fees remained outstanding (2011 – $Nil).

b.) Related party transactions

During the three month period ended September 30, 2012, the Corporation incurred legal costs of $3,406 (2011 - $12,175) with a law firm in which the Corporate secretary is a Partner. The legal costs incurred were in the normal course of operations and were based on the exchange value of the service provided. Of the legal services provided, $Nil were included in trade and other payables at September 30, 2012 (2011 - $897).

9. Financial instruments:

The carrying values of the Corporation's financial instruments by category were as follows:

September 30, 2012				
Asset (liability)	**Fair value through profit or loss**	**Loans and receivables at amortized cost**	**Financial liabilities at amortized cost**	**Total**
Cash and cash equivalents	$ –	$3,967,330	$ –	$3,967,330
Trade and other receivables	–	133,865	–	133,865
Trade and other payables	–	–	(442,414)	(442,414)
	$ –	**$4,101,195**	**$(442,414)**	**$3,658,781**

June 30, 2012				
Asset (liability)	**Fair value through profit or loss**	**Loans and receivables at amortized cost**	**Financial liabilities at amortized cost**	**Total**
Cash and cash equivalents	$ –	$4,069,243	$ –	$4,069,243
Trade and other receivables	–	150,672	–	150,672
Trade and other payables	–	–	(532,422)	(532,422)
	$ –	**$4,219,915**	**$(532,422)**	**$3,687,493**

The carrying value of the Corporation's financial instruments approximate their fair value due to the short term nature of these instruments.

Financial risk factors

a.) Credit risk:

The Corporation is subject to credit risk in its cash and cash equivalents and trade and other receivables. At September 30, 2012, the Corporations trade and other receivables of $133,865 (June 30, 2012 - $150,673) consisted of $46,976 (June 30, 2012 - $59,392) due from petroleum marketers, $31,979 (June 30, 2012 - $35,520) due from joint venture partners, and $54,910 (June 30, 2012 - $55,760) of other receivables.

The Corporation's receivables are normally collected within a 60-90 day period. Receivables from petroleum and natural gas marketers are normally collected on the 25th day of the month following production. The Corporation has not experienced any collection issues with its petroleum and natural gas marketers. The Corporation attempts to mitigate the risk from joint-venture receivables by obtaining partner approval of significant capital expenditures prior to the expenditure. However, the receivables are from participants in the petroleum and natural gas sector, and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations, escalating costs and the risk of unsuccessful drilling. In addition, further risk exists with joint-venture partners as disagreements occasionally arise that increases the potential for non-collection. The Corporation does not typically obtain collateral from petroleum and natural gas marketers or joint-venture partners. The Corporation is also exposed to credit risk with regards to its customers refusing payment.

Cash and cash equivalents, when outstanding, consist of cash bank balances and short-term deposits maturing in 90 days or less. The Corporation manages the credit exposure related to short term investments by selecting counter parties based on credit ratings and monitors all investments to ensure a stable return. The maximum credit risk exposure associated with the Corporation's financial assets is the carrying value.

9. Financial instruments (continued):

b.) Liquidity risk:

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they are due. The Corporation's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking harm to the Corporation's reputation.

The following are the contractual maturities of financial liabilities as at September 30, 2012:

Financial Liabilities	< One Year	> One Year
Trade and other payables	$442,414	$ –
Bank debt	–	–
Total	**$442,414**	**$ –**

The following are the contractual maturities of financial liabilities as at June 30, 2012:

Financial Liabilities	< One Year	> One Year
Trade and other payables	$532,422	$ –
Bank debt	–	–
Total	**$532,422**	**$ –**

c.) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as interest rates and commodity prices will affect the Corporation's comprehensive loss or the value of financial instruments. The objective of market risk management is to control market risk exposures within acceptable limits, while maximizing returns.

- Interest rate risk is the risk that future cash flows will fluctuate as a result in changes in market interest rates. The Corporation is exposed to interest rate risk to the extent the changes in market interest rates will impact the Corporation's bank balances. The Corporation has not entered into any interest rate swaps or financial contracts to date.

- Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum and natural gas are impacted by not only the relationship between the Canadian and United States dollar, but also world economic events that dictate the levels of supply and demand.

10. Capital disclosures:

In the definition of capital, the Corporation includes shareholders equity. The Corporation`s objectives when managing capital is to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Corporation sets the amount of capital in proportion to risk. The Corporation manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Corporation may issue new shares, or engage in debt financing.

11. Subsequent events:

On November 12, 2012, the Corporation signed a sale agreement in relation to a past investment which was written off in 2009. Under the agreement, the Corporation has sold its interest in the past investment for $225,000, with $75,000 being paid upon the signing of the agreement and the remainder to be paid in the future.