

Condensed Interim Financial Statements of

## VIKING GOLD EXPLORATION INC.

For the Three and Six Months Ended June 30, 2015 and 2014  
(Unaudited . expressed in Canadian dollars)

### **Responsibility for the Financial Statements**

The accompanying condensed interim financial statements of Viking Gold Exploration Inc. (the "Company" or "Viking Gold") for the three and six month periods ended June 30, 2015 and 2014 are unaudited and are the responsibility of the management, and the Board of Directors of the Company. The condensed interim financial statements have been prepared by management, and approved by the Board of Directors, in accordance with the Company's significant accounting policies. Where necessary, management has made informed judgments and estimates in accounting for transactions that were not complete as at the reporting date.

In the opinion of management, the condensed interim financial statements have been prepared within the acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS") appropriate in the circumstances.

### **Auditors' Involvement**

In accordance with National Instrument 51-102, Part 4, sub-section 4.3(3)(a), notice is hereby given that the accompanying condensed interim financial statements of the Company for the three and six month periods ended June 30, 2015 and 2014 have not been reviewed by the Company's auditors in accordance with standards established by CPA Canada for a review of the interim financial statements by the Company's auditors.

# VIKING GOLD EXPLORATION INC.

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	Notes	June 30, 2015	December 31, 2014
<b>ASSETS</b>			
<b>Non-current assets</b>			
Exploration and evaluation assets	3	\$ 1,563,508	\$ 1,563,508
Equipment	4	1,490	1,916
Investment		-	-
Total non-current assets		<u>1,564,998</u>	<u>1,565,424</u>
<b>Current assets</b>			
Amounts receivable and prepaid expenses	5	8,839	9,551
Cash		6,123	4,805
Total current assets		<u>14,962</u>	<u>14,356</u>
<b>Total Assets</b>		<u>\$ 1,579,960</u>	<u>\$ 1,579,780</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	6b	\$ 9,009,002	\$ 9,009,002
Equity-settled employee benefit reserve		533,920	557,045
Deficit		(9,000,037)	(8,918,050)
Total equity		<u>542,885</u>	<u>647,997</u>
<b>Current liabilities</b>			
Provision for indemnification of flow-through subscribers	8	415,000	415,000
10% convertible debentures	15	107,500	107,500
Interest payable on convertible debentures	15	10,751	5,315
8% note due to related party	10c	15,000	-
Trade and other payables	9, 10b	488,824	403,968
Total current liabilities		<u>1,037,075</u>	<u>931,783</u>
<b>Total Equity and Liabilities</b>		<u>\$ 1,579,960</u>	<u>\$ 1,579,780</u>

**Nature and continuance of operations** (Note 1)

**Commitments and contingencies** (Notes 3 and 11)

The Board of Directors approved these financial statements on August 28, 2015.  
They are signed on the Company's behalf by:

/s/Mark Edwards  
Director

/s/Simon Meredith  
Director

	Notes	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
<b>Expenses</b>					
Management fees	10a	\$ 30,000	\$ 39,173	\$ 58,500	\$ 69,225
Professional and regulatory fees	3e,10a	6,877	29,963	16,077	46,623
Office and administration	10a	8,983	10,363	22,573	25,629
Interest expense		2,733	-	5,436	-
Depreciation	4	213	233	426	483
Claims management		1,050	1,207	2,100	2,257
Total expenses		<u>49,856</u>	<u>80,939</u>	<u>105,112</u>	<u>144,217</u>
<b>Operating loss</b>		<u>(49,856)</u>	<u>(80,939)</u>	<u>(105,112)</u>	<u>(144,217)</u>
<b>Other income (expense)</b>					
Loss on sale of investment		-	-	-	(1,698)
<b>Total other income (expense)</b>		<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,698)</u>
<b>Net loss and comprehensive loss, attributable to common shareholders</b>		<u>\$ (49,856)</u>	<u>\$ (80,939)</u>	<u>\$ (105,112)</u>	<u>\$ (145,915)</u>
<b>Basic and diluted loss per common share</b>		<u>\$ (0.001)</u>	<u>\$ (0.001)</u>	<u>\$ (0.001)</u>	<u>\$ (0.002)</u>
<b>Weighted-average number of common shares</b>					
Basic and diluted	6g	<u>79,778,229</u>	<u>79,778,229</u>	<u>79,778,229</u>	<u>79,778,229</u>

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
<b>Operating activities</b>		
Net loss	\$ (105,112)	\$ (145,915)
Adjusted for		
Depreciation	426	483
Other expense (income)	-	1,698
	<u>(104,686)</u>	<u>(143,734)</u>
Changes in non-cash working capital items		
Decrease (increase) in amounts receivable and prepaid expenses	712	(33,328)
Increase in interest payable	5,436	-
Increase in trade and other payables, net of items (i) below	84,856	57,375
Net cash used in operating activities	<u>(13,682)</u>	<u>(119,687)</u>
<b>Investing activities</b>		
Proceeds on sale of investment	-	2,102
Net cash used in investing activities	<u>-</u>	<u>2,102</u>
<b>Financing activities</b>		
Loan from related party	15,000	
Issuance of convertible debt	-	122,500
Net cash (used in) provided by financing activities	<u>15,000</u>	<u>122,500</u>
<b>Net decrease in cash</b>	1,318	4,915
<b>Cash and Cash Equivalents (Note 14a)</b>		
<b>Beginning of year</b>	<u>4,805</u>	<u>6,733</u>
<b>End of year</b>	<u>\$ 6,123</u>	<u>\$ 11,648</u>
<b>Additional information:</b>		
(i) (Decrease) increase in accrued E&E expenditures	-	1,635

VIKING GOLD EXPLORATION INC.  
**STATEMENTS OF CHANGES IN EQUITY**  
(unaudited - expressed in Canadian dollars)

	Notes	# of Issued and outstanding common shares	Share capital	Equity-settled employee benefit reserve	Deficit	Total equity
<b>Six months ended June 30, 2015:</b>						
<b>Balance – January 1, 2015</b>		79,778,229	\$ 9,009,002	\$ 557,045	\$ (8,918,050)	\$ 647,997
Comprehensive loss for period		-	-	-	(105,112)	(105,112)
Options expired	6f	-	-	(23,125)	23,125	-
Net change for period		-	-	(23,125)	(81,987)	(105,112)
<b>Balance – June 30, 2015</b>		79,778,229	\$ 9,009,002	\$ 533,920	\$ (9,000,037)	\$ 542,885
<b>Six months ended June 30, 2014:</b>						
<b>Balance – January 1, 2014</b>		79,778,229	\$ 9,025,302	\$ 779,901	\$ (8,747,768)	\$ 2,330,766
Comprehensive loss for period		-	-	-	(145,915)	(145,915)
Net change for period		-	-	-	(145,915)	(145,915)
<b>Balance – June 30, 2014</b>		79,778,229	\$ 9,025,302	\$ 779,901	\$ (8,893,683)	\$ 2,184,851

See accompanying notes to the financial statements.

## NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014

(Unaudited . expressed in Canadian dollars)

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### 1. NATURE AND CONTINUANCE OF OPERATIONS

Viking Gold Exploration Inc. (the "Company") is a Canadian mineral exploration company with interests in projects located in Ontario and Quebec. The Company's shares are publicly traded on the TSX Venture Exchange ("TSX-V") under the trading symbol "VGC". The Company currently has no subsidiaries.

The Company's exploration projects are described in Note 3. There has been no determination whether the Company's properties contain mineral reserves that are economically recoverable. Since its reorganization in 2004, the Company has not earned significant revenue and is considered to be an exploration stage entity.

During the three and six months ended June 30, 2015, the Company had a net loss of \$49,856 and \$105,112 respectively (2014 - \$80,839 and \$145,915 respectively) and an accumulated deficit of \$9,000,037 as at June 30, 2015, and to date, it has not generated positive cash flow from operations. As at June 30, 2014, the Company had a working capital deficiency of \$1,022,113.

Continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is hopeful that the Company's working capital will be replenished by way of external financing, sale of assets and debt settlements, though there is a significant risk that additional working capital will not be available on a timely basis or on terms acceptable to the Company.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration and evaluation properties and the Company's continued existence is dependent upon the preservation of its exploration and evaluation properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. Such adjustments could be material. As a result of the financial matters discussed in the preceding paragraph, there is significant doubt regarding the ultimate applicability of the Company's going concern assumption.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, negotiation of contracts, currency fluctuations and political uncertainty.

The address of the Company's registered office is #2B . 2900 John Street, Markham, Ontario, Canada, L3R 5G3.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014

(Unaudited . expressed in Canadian dollars)

**2. SIGNIFICANT ACCOUNTING POLICIES**

## a) Basis of Preparation

These condensed interim financial statements are prepared using accounting policies that comply with International Financial Reporting Standards (IFRS) in accordance with IAS 34, (Interim Financial Reporting). These financial statements should be read in conjunction with the Company's annual audited IFRS financial statements for the year ended December 31, 2014.

The Company's management has selected several of the Company's significant accounting policies for disclosure in these condensed interim financial statements . see Notes 2b to 2f.

## b) Basis of Measurement

These financial statements are prepared on the historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements are prepared using the accrual basis of accounting except for cash flow information. The Company uses the Canadian dollar for both its functional and presentation currencies.

## c) Use of Judgments, Estimates and Assumptions

The preparation of condensed interim financial statements using accounting policies that comply with IFRS, requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. The estimates and underlying assumptions are based on historical experience and other factors believed to be reasonable under the circumstances. Accounting estimates are reviewed on an ongoing basis and revisions are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant items in these financial statements that involve the use of estimates include the following items:

## Assets carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

## Capitalization of exploration and evaluation costs

Management has determined that exploration and evaluation costs incurred during the year have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits. See Note 3 for details of capitalized exploration and evaluation costs.

## Impairment of exploration and evaluation properties

While assessing whether any indications of impairment exist for exploration and evaluation properties, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of mineral properties. Internal sources of information include the manner in which mineral properties are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future cash flows expected to be derived from the Company's exploration and evaluation properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse



**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014

(Unaudited . expressed in Canadian dollars)

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current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation properties.

**Estimation of decommissioning and restoration costs and the timing of expenditure**

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

**Income taxes and recoverability of potential deferred tax assets**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning 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. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

**Share-based compensation**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

**Commitments, contingencies and provisions**

See Notes 8 and 11.

**d) Mineral Properties**

The Company's accounting policies for mineral property interests are as follows:

**Pre-exploration Phase**

Prospecting and other pre-exploration expenditures incurred before the Company has the legal right to explore a mineral property are charged to profit or loss as incurred.

**Exploration and Evaluation (E&E) Phase**

Acquisition costs and deferred exploration expenditures are capitalized to intangible assets. Acquisition costs are the costs of acquiring legal rights to explore a mineral property. Deferred exploration expenditures are exploration and evaluation expenditures incurred after the Company has secured the legal rights to explore.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014

(Unaudited . expressed in Canadian dollars)

Acquisition costs include cash consideration paid and the fair market value of shares issued by the Company. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts when the payments are made. Deferred exploration expenditures include such items as drilling and camps, transportation, technical studies, assays, consulting fees and property-specific general and administrative expenses. Amounts recovered, including option payments and administrative fees earned from exploration partners, are applied as a reduction of the cost of the related mineral property interest.

The Company assesses its individual exploration and evaluation properties for impairment when facts and circumstances indicate that the carrying amount may not be recoverable. The expiry of rights to explore, the cessation of planned exploration activities, and the indication of mineral reserves that are insufficient to recover the capitalized costs are important factors the Company considers in identifying impairment. When an impairment situation is identified, a write-down of the related intangible asset is charged to profit or loss. The Company's write-downs of E&E assets in 2014 due to impairment are discussed in Note 3.

As at June 30, 2015 and December 31, 2014, the Company has four properties in the E&E phase.

**Development and Production Phase**

When the technical feasibility and commercial viability of extraction of an exploration property are determined, the related intangible assets are transferred to property, plant and equipment. Development costs incurred thereafter to bring an actual mine into production are capitalized to property, plant and equipment. Once commercial production has commenced, the net costs of the applicable mineral property are charged to profit or loss using the unit-of-production method based on estimated recoverable reserves. Production costs for the period are allocated to inventory and profit or loss as appropriate. The Company currently has no mineral properties in the development and production phase.

**e) Mineral Property Agreements With Other Parties**

A portion of the Company's activities is conducted jointly with other parties wherein the Company enters into agreements that provide for specified percentage interests in mineral properties. Once the parties have earned their respective interests and undertake to conduct further acquisition, exploration or development through a joint venture or other legal arrangement, the Company determines the proper accounting treatment for its continued interest in the mineral property.

Where the property is subject to the shared joint control of the parties (i.e. unanimous consent is required to make decisions), the Company discloses this relationship as a joint arrangement. A joint arrangement may be either a joint operation or a joint venture. In a joint operation, the parties (~~joint operators~~) have rights to the assets, and obligations for the liabilities, relating to the arrangement. As such, each joint operator records its share of any assets, liabilities, revenues and expenses of the joint operation. In a joint venture, the parties (~~joint venturers~~) have rights to the net assets of the arrangement. Joint ventures are accounted for using the equity method.

Where shared joint control is not present, the Company discloses this relationship as being one of ~~undivided working interests~~ and instead recognizes its assets, liabilities, revenue and expenses and/or its relative shares thereof related to the property.

In either case, costs incurred during earn-in periods remain capitalized and are added to amounts recorded thereafter, subject to any overriding impairment tests. The Company currently has no joint arrangements and one undivided working interest.

**f) New IFRS Accounting Standards**

The Company has adopted three new IFRS accounting standards, including amendments and interpretations to existing standards, as of January 1, 2014. The adoption of these new accounting standards did not affect any of the amounts or disclosures presented in these financial statements. The newly adopted IFRS standards are described below, along with other proposed standards yet to be adopted. Each new standard applies to annual periods beginning on or after the stated effective date.

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014

(Unaudited . expressed in Canadian dollars)

<u>New IFRS standards</u>	<u>Description</u>	<u>Effective dates</u>
<ul style="list-style-type: none"> <li>Amendments to IFRS 7 . Financial Instruments: Disclosures (December 2011 and November 2013)</li> </ul>	<p>The 2011 amendments improve offsetting rules and related disclosures for financial instruments.</p> <p>The 2013 amendments result from the introduction of a hedge accounting chapter in IFRS 9.</p>	January 1, 2018
<ul style="list-style-type: none"> <li>Amendments to IFRS 9 . Financial Instruments (October 2010 and May 2013)</li> </ul>	<p>The 2010 amendments provide guidance on the classification and measurement of financial liabilities. The 2013 amendments contain a hedge accounting chapter and permit the early application of presenting certain items in other comprehensive income.</p>	January 1, 2018
<ul style="list-style-type: none"> <li>IFRS 11 . Joint Arrangements (amended May 2104)</li> </ul>	<p>The standard was amended to require business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business.</p>	January 1, 2016
<ul style="list-style-type: none"> <li>IFRS 13 . Fair Value Measurement (issued May 2011, amended December 2013)</li> </ul>	<p>The new standard and related amendments provide guidance on measuring fair value when required by other IFRSs.</p>	July 1, 2014
<ul style="list-style-type: none"> <li>IFRS 15 - Revenue From Contracts With Customers</li> </ul>	<p>The new standard proposes to replace IAS 18 - Revenue, IAS 11 - Construction contracts, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.</p>	January 1, 2018
<ul style="list-style-type: none"> <li>Amendments to IAS 1 . Presentation of Financial Statements (December 2014)</li> </ul>	<p>Amended in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply.</p>	January 1, 2016

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**  
 FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014  
 (Unaudited . expressed in Canadian dollars)

<ul style="list-style-type: none"> <li>• Amendments to IAS 24 . Related Party Disclosures</li> </ul>	<p>Amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity.</p>	<p>July 1, 2014</p>
<ul style="list-style-type: none"> <li>• Amendments to IAS 32 . Financial Instruments: Presentation ( May 2012)</li> </ul>	<p>The 2012 amendments (effective January 1, 2013) deal with the tax effect of equity distributions.</p>	<p>January 1, 2014 (adopted #1)</p>
<ul style="list-style-type: none"> <li>• Amendments to IAS 36 . Impairment of Assets (May 2013)</li> </ul>	<p>The amendments deal with recoverable amount disclosures for non-financial assets.</p>	<p>January 1, 2014 (adopted #2)</p>
<ul style="list-style-type: none"> <li>• Amendments to IAS 38 . Financial Instruments (December 2013)</li> </ul>	<p>The amendments deal with the proportionate restatement of accumulated depreciation on revaluation.</p>	<p>July 1, 2014</p>
<ul style="list-style-type: none"> <li>• Amendments to IAS 39 . Financial Instruments (June 2013)</li> </ul>	<p>The amendments deal with the novation of derivatives and continuation of hedge accounting.</p>	<p>January 1, 2014 (adopted #3)</p>

The new IFRS accounting standards listed above exclude any applicable to investment entities, since they do not apply to the Company. Management is currently assessing the impact of adopting the remaining new IFRS accounting standards on the Company's financial reporting.

### 3. EXPLORATION AND EVALUATION ASSETS

During the three and six months ended Jun 30, 2015, the Company did not acquire or write-off any mineral property interests. Below is a summary of the Company's three unimpaired exploration properties as at June 30, 2015.

<u>Properties</u>	<u>Year Acquired</u>	<u>Notes</u>	<u>Current Mineral Tenure</u>	<u># of Claims/ Leases</u>
Verneuil, Quebec				
Verneuil Central	2011	3b	Claims; 70% undivided working interest	22
Verneuil West	2011	3b	Claims; 100% interest	20
Verneuil East	2011	3b	Claims; 100% interest	9
Total Quebec properties				51
Total				51

A continuity schedule of the Company's exploration and evaluation (E&E) assets for the year ended December 31, 2014 and the six months ended June 30, 2015 follows.

# VIKING GOLD EXPLORATION INC.

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## NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED June 30, 2015 AND 2014 (Unaudited . expressed in Canadian dollars)

	<u>Balance,</u> <u>January 1,</u> <u>2014</u>	<u>Expenditures</u> <u>for</u> <u>year-ended</u> <u>December 31,</u> <u>2014</u>	<u>Write-offs</u> <u>for</u> <u>year-ended</u> <u>December 31,</u> <u>2014 *</u>	<u>Balance,</u> <u>December 31,</u> <u>2014</u>	<u>Expenditures</u> <u>for six</u> <u>months ended</u> <u>June 30,</u> <u>2015</u>	<u>Balance,</u> <u>June 30,</u> <u>2015</u>
<b>Acquisition costs</b>						
Larose, ON	105,028	-	(105,028)	-	-	-
Verneuil, QC						
Verneuil Central	137,372	-	-	137,372	-	137,372
Verneuil West	93,926	-	-	93,926	-	93,926
Verneuil East	65,615	-	-	65,615	-	65,615
Guyenne, QC	-	-	-	-	-	-
Vent d'Or, QC	35,590	1,909	(37,498)	1	-	1
<b>Total</b>	<b>437,531</b>		<b>(142,526)</b>	<b>296,914</b>		<b>296,914</b>
<b>Deferred exploration expenditures</b>						
Larose, ON	179	-	(179)	-	-	-
Verneuil, QC						
Verneuil Central	735,189	-	-	735,189	-	735,189
Verneuil West	412,949	-	-	412,949	-	412,949
Verneuil East	118,456	-	-	118,456	-	118,456
Guyenne, QC	-	-	-	-	-	-
Vent d'Or, QC	929	-	(929)	-	-	-
<b>Total</b>	<b>1,267,702</b>		<b>(1,108)</b>	<b>1,266,594</b>		<b>1,266,594</b>
<b>Total expenditures</b>						
Larose, ON	105,207	-	(105,207)	-	-	-
Verneuil, QC						
Verneuil Central	872,561	-	-	872,561	-	872,561
Verneuil West	506,875	-	-	506,875	-	506,875
Verneuil East	184,071	-	-	184,071	-	184,071
Guyenne, QC	-	-	-	-	-	-
Vent d'Or, QC	36,519	1,909	(38,427)	1	-	1
<b>Total</b>	<b>\$ 1,705,233</b>	<b>\$ 1,909</b>	<b>\$(143,634)</b>	<b>\$1,563,508</b>	<b>\$-</b>	<b>\$1,563,508</b>

ON = Ontario; QC = Quebec

\* = due to impairment

Information about the Company's individual properties follows.

a) Verneuil and Larose

On May 10, 2011, the Company signed a property sale agreement with Freewest Resources Canada Inc. (Freewest), a wholly owned subsidiary of Cliffs Natural Resources Inc. (NYSE: CLF), in which it agreed to acquire a 70% undivided working interest in the Verneuil property (Verneuil Central) and a 100% undivided interest in the Larose property (Larose), in exchange for a combined share-based payment of 1,000,000 common shares (recorded at the \$200,000 fair value, allocated 60% to Verneuil Central and 40% to Larose) and a 0.5% NSR on each property. The Larose property also required payment of an annual prepaid royalty of \$10,000 (due on June 10<sup>th</sup>). The 2014 payment was not made.

Verneuil Central is comprised of 22 claims in Verneuil Township in the Abitibi region of Quebec. The other 30% interest in Verneuil Central is held by Golden Tag Resources Ltd. (Golden Tag). Larose is comprised

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of 16 claims in Moss Township in Northwestern Ontario. Verneuil Central is subject to an existing 1% NSR and Larose to an existing 3% NSR. The NSR's described herein apply to all minerals in perpetuity. Also see Note 10c.

On June 7, 2011, the Company signed a letter agreement with other parties in which it agreed to acquire Verneuil East+, a 100% undivided interest in 9 mining claims located immediately east of Verneuil Central, in exchange for cash of \$20,000 (paid), a share-based payment of 200,000 common shares (issued and recorded at the \$43,000 fair value) and a 2% NSR in perpetuity. The Company may re-purchase half of the 2% NSR for \$1,000,000 at any time.

On June 13, 2011, the Company signed a letter agreement with other parties in which it agreed to acquire Verneuil West+, a 100% undivided interest in 20 mining claims located immediately west of Verneuil Central, in exchange for cash of \$30,000 (paid), a share-based payment of 300,000 common shares (issued) and 150,000 warrants (issued, exercisable at a price of \$0.30 for 2 years), and a 2% NSR in perpetuity. The Company may re-purchase half of the 2% NSR for \$1,000,000 at any time.

The TSX-V approved the Verneuil/Larose transaction on May 27, 2011 and the Verneuil East and West transactions on June 21, 2011. These three transactions closed on June 28, July 20 and June 29, 2011, respectively.

The Company and Golden Tag agreed that Golden Tag was not required to contribute financially towards deferred exploration expenditures incurred on the Verneuil Central property prior to January 1, 2012. For the year ended December 31, 2012, the parties further agreed that Golden Tag's share of the Verneuil Central exploration expenditures was \$100,000. As at December 31, 2012, this amount had been received and was therefore recorded as a reduction of deferred exploration expenditures (i.e. included in the \$14,011 net deferred exploration expenditure for Verneuil Central in the continuity schedule for 2012).

On December 8, 2011, the Company entered into an option agreement with Golden Share Mining Corporation (Golden Share+) whereby Golden Share may earn up to a 50% interest in the Larose property. Under the terms of the agreement, Golden Share agreed to issue: (i) 100,000 shares to the Company on the later of execution of the agreement and TSX-V approval (received with an assigned value of \$8,500) and (ii) an additional 100,000 shares on the first anniversary date of the agreement (received with an assigned value of \$3,000 on December 13, 2012). Golden Share also agreed to spend \$200,000 in the first year of the agreement on exploration of the property (completed) plus another \$150,000 in each of years two and three of the agreement. The parties agreed that at the time they become 50/50 owners in the property, they would enter into a joint venture agreement with Golden Share as the operator.

On December 18, 2012, the parties amended the December 8, 2011 option agreement to allow Golden Share to extend the second year commitment by one year (i.e. to December 8, 2014), and move the third year commitment into a fourth year (i.e. which ends on December 8, 2015). Golden Share also agreed to pay \$5,000 of a June 2013 \$10,000 advance royalty payment (both completed), which the Company is responsible for.

On April 2, 2014, Golden Share informed the Company that it was terminating the Larose option that the Company had granted to it.

On December 27, 2014, the Company re-evaluated its investment and future commitments related to LaRose property. As a result of this re-evaluation, the Company decided to return its claims to the original prospector and wrote-off its investment in the property.

d) Vent d'Or

On March 4, 2013, the Company entered into an option agreement to earn a 100% undivided interest in the Vent d'Or Property. Vent d'Or, which consisted of 44 mineral claims (reduced to 22 claims as at June 30, 2015 and December 31, 2014), is located southwest of the town of Chibougamau in the Druillettes and

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Hazur Townships in Central Quebec.

Under the terms of the option agreement, the Company will pay a total of \$90,000 cash and issue 1,000,000 common shares to the optionor as follows . (i) an initial payment of \$15,000 (paid) and 400,000 shares (issued and recorded at the \$18,000 fair value); (ii) \$30,000 and 300,000 common shares on or before June 1, 2014; and (iii) \$45,000 and 300,000 common shares on or before June 1, 2015. While the Company neither made the payments nor issued the common shares in 2014 and 2015, it continues to negotiate with the optionor. As a result, the Company has written down its investment to \$1. In addition, the Company has agreed to grant a 2% NSR royalty to the optionor. The Company may acquire 50% of the NSR by making a payment of \$1,000,000.

The TSX-V approved the Venture transaction on March 18, 2013 and the transaction closed on March 25, 2013.

**4. EQUIPMENT**

A continuity schedule of the Company's computer and office equipment for the six months ended June 30, 2015 follows.

Cost		
As at January 1, 2015		\$ 4,740
Change for period		-
As at June 30, 2015		<u>4,740</u>
Accumulated Depreciation		
As at January 1, 2015		2,824
Depreciation for period		426
As at June 30, 2015		<u>3,250</u>
Net Book Value		
As at January 1, 2015		\$ 1,916
As at June 30, 2015		<u>\$ 1,490</u>

**5. AMOUNTS RECEIVABLE AND PREPAID EXPENSES**

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Amounts receivable		
Sales tax refundable (HST/QST)	\$ 2,953	\$ 4,080
Prepaid expenses	<u>5,886</u>	<u>5,471</u>
Total amounts receivable and prepaid expenses	<u>\$ 8,839</u>	<u>\$ 9,551</u>

**6. SHARE CAPITAL**

## a) Authorized Share Capital

The Company's authorized share capital consists of an unlimited number of voting common shares without nominal or par value.

## b) Issued Share Capital

As at June 30, 2015, the Company's fully paid and issued and outstanding share capital is 79,778,229 (December 31, 2014 . 79,778,229) common shares with a stated value of \$9,009,002 (December 31, 2014 - \$9,009,002). A continuity of the Company's share capital is disclosed in the Statements of Changes in Equity.

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c) Non-Brokered Private Placements

There were no private placements during either the three and six months ended June 30, 2015. See Note 15 for information about a non-brokered private placement of convertible debentures in 2014.

d) Common Share Purchase Warrants

A continuity of the Company's outstanding common share purchase warrants for the six months ended June 30, 2015 follows:

<u>Expiry date(s)</u>	<u>Term (yrs)</u>	<u>Exercise price</u>	<u>January 1, 2015</u>	<u>Issued 2015</u>	<u>Exercised 2015</u>	<u>Expired 2015</u>	<u>June 30, 2015</u>
July 5, 2015	2 ***	\$0.15	996,930	-	-	-	996,930
Total warrants			996,930	-	-	-	996,930
Weighted-average exercise price			\$0.100	\$ -	\$ -	\$ -	\$0.150

\*\*\* = issued in 2013 debt settlements. Subsequent to June 30, 2015, these warrants expired and were not exercised.

Other Warrants Issued

The preceding table does not take into account the 2,150,000 warrants that would be issued on the conversion of debentures described in Note 15.

Warrant Exercises

No warrants were exercised in 2015 or 2014.

e) Common Share Purchase Options

Under the Company's stock option plan, common share purchase options may be granted to employees for up to 10% of the issued and outstanding common shares. The exercise price of these options is not less than the Company's closing market price on the day prior to the grant of the options less the applicable discount permitted by the TSX-V, and will not otherwise be less than \$0.10 per share. The maximum exercise period after the grant of the option is 5 years.

All of the Company's outstanding and exercisable options have a 5-year term and vested at their respective grant dates. A continuity schedule of the Company's outstanding and exercisable common share purchase options for the six months ended June 30, 2015 is as follows:

<u>Expiry date</u>	<u>Exercise price</u>	<u>January 1, 2015</u>	<u>Granted 2015</u>	<u>Exercised 2015</u>	<u>Expired 2015</u>	<u>June 30, 2015</u>
February 4, 2015	\$0.11	250,000	-	-	(250,000)	-
October 6, 2015	\$0.125	625,000	-	-	-	625,000
November 15, 2015	\$0.17	700,000	-	-	-	700,000
May 17, 2016	\$0.24	250,000	-	-	-	250,000
September 12, 2016	\$0.17	1,000,000	-	-	-	1,000,000
December 8, 2016	\$0.20	1,000,000	-	-	-	1,000,000
February 9, 2017	\$0.175	150,000	-	-	-	150,000
May 1, 2018	\$0.10	525,000	-	-	-	525,000
Total options		4,500,000	-	-	(250,000)	4,250,000
Weighted-average exercise price		\$0.163	\$ -	\$ -	\$ 0.110	\$0.166



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**Options Exercised**

No options were exercised in either 2015 or 2014.

**Options Expired**

On February 4, 2015, 250,000 options held by Directors expired and were not exercised. The aggregate grant date fair value of the options expiring was \$23,125.

On April 4, 2014, the Company announced the resignation of three existing directors and the appointment of three new directors. The outgoing directors hold an aggregate total of 1,675,000 of the Company's common share purchase options. None of these options were exercised and they expired on July 4, 2014.

On July 4, 2014, 1,675,000 options held by Directors expired following their resignations. The aggregate grant date fair value of all options expiring in 2014 was \$171,122 (2013 . \$110,819).

On June 30, 2014, an officer of the Company resigned and 90 days later the unexercised options held by the officer expired. The officer held an aggregate total of 475,000 of the Company's common share purchase options. The aggregate grant date fair value of all options expiring in 2014 was \$51,734.

**f) Diluted Loss Per Share**

Loss per share is calculated using the basic and diluted weighted-average number of common shares outstanding during the three and six months ended June 30, 2015, which was 79,778,229 (2014 . 79,778,229). The determination of the weighted-average number of shares outstanding for the calculation of diluted loss per share does not include the potential effect of outstanding warrants (June 30, 2015 . 996,930, June 30, 2014 . 4,845,280), options (June 30, 2015 . 4,250,000, June 30, 2014 . 6,650,000) and 2,150,000 common shares and 2,150,000 warrants that would be issued on the conversion of the 10% debentures (Note 15), as they are anti-dilutive.

**7. INCOME TAXES**

No current tax expense (recovery) is recorded in these condensed interim financial statements for the periods presented due to the Company's taxable loss position.

No net deferred tax expense (recovery) is recorded in these condensed interim financial statements for the periods presented, due to the Company's existing unrecorded income tax asset. As at June 30, 2015, a net deferred tax asset of approximately \$998,000 (December 31, 2014 - \$998,000) has not been recorded by the Company on the basis that it is not probable that the Company will generate future taxable income to utilize it.

Additional details of the Company's tax carry-forward balances consisting of available operating and capital loss-carry forwards, resource expenditure tax pools, and unclaimed share issue costs, are reported in its December 31, 2014 annual audited financial statements.

**8. PROVISION FOR INDEMNIFICATION OF FLOW-THROUGH SUBSCRIBERS**

As at December 31, 2012, the Company was committed to incur \$566,880 in qualifying Canadian exploration expenditures prior to January 1, 2014, pursuant to two 2012 private placements for which flow-through share proceeds had been received by the Company and then renounced to Ontario and Quebec subscribers effective December 31, 2012.

The Company incurred actual qualifying expenditures of \$6,444 in 2012 and \$7,608 in 2013, leaving a shortfall of \$552,828 as at December 31, 2013. Accordingly, the Company has provided a \$415,000 provision for the estimated cost to indemnify flow-through share subscribers for their expected personal income tax reassessments by Canada Revenue Agency and Revenu Québec, attributable to each subscriber's proportionate share of the shortfall. The indemnifications are provided for in the underlying

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subscription agreements for the private placements. The governmental audit/reassessment process may be lengthy; therefore, it may be several months or longer before the Company's final liability is exigible.

The Company made the following assumptions in estimating its subscriber indemnification provision:

- Ontario subscribers have a combined personal income tax rate of 47.97% and are eligible for both the federal 15% and provincial 5% investment tax credits;
- Quebec subscribers have a combined personal income tax rate of 48.22% and are eligible for the federal 15% investment tax credit and the 150% CEE %super-allowance;
- Of the \$552,828 shortfall, \$73,329 applies to Ontario subscribers and \$479,499 applies to Quebec subscribers; and
- Subscribers will be assessed two year's interest on reassessed amounts.

The Company has also accrued in trade and other payables (see Note 9), the estimated Federal Part XII.6 tax and similar Quebec tax for 2013 and prior years.

Additional contingent liabilities with respect to the Company's flow-through share commitments for 2011 and prior years are discussed in Note 13a.

**9. TRADE AND OTHER PAYABLES**

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Trade payables	\$ 68,726	\$ 56,556
Accrued expenses	33,000	20,000
Accrued Part XII.6 tax and related amounts (Note 8)	100,627	100,627
Due to related parties (Note 10b)	286,471	226,785
	<u>\$ 488,824</u>	<u>\$ 403,968</u>

**10. RELATED PARTY TRANSACTIONS**

The Company considers its related parties to consist of: i) the Company's key management personnel (namely officers and directors) and those companies subject to their control or significant influence; and ii) advisory committee members and consultants providing services to the Company on a basis similar to employees.

a) Summary of Related Party Transactions

Details of the Company's transactions with related parties for the three and six months ended June 30, 2015 and 2014, are as follows:

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Statements of Loss and Comprehensive Loss				
Management fees	\$ 16,500	\$ 39,173	\$ 31,500	\$ 69,255
Office and administration				
Rent	2,250	2,250	4,500	4,500
Director fees	13,500	-	27,000	-
Professional and regulatory fees	-	26,666	-	26,666
Total expense	<u>\$ 32,250</u>	<u>\$ 68,089</u>	<u>\$ 63,000</u>	<u>\$ 100,391</u>

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The Company's officers receive fees through their companies pursuant to fee-for-service arrangements in lieu of salaries. Office and Administration and Professional and Regulatory fees are charged to the Company by officers' companies and officers' law firm. The Company's Board of Directors approves these fees and the share-based compensation.

## b) Related Party Balances

Trade and other payables as at June 30, 2015 includes amounts due to related parties of \$286,471 (December 31, 2014 . \$226,785) consisting of amounts owed to officers and their companies/law firm (see Note 9).

These related party liabilities are unsecured, non-interest bearing and due within 30 days.

As at June 30, 2015 and December 31, 2014, related parties were also invested in the 10% convertible debenture (see Note 15).

## c) Loan from related party

On May 1, 2015, a related party loaned the Company \$15,000 for six months bearing interest at 8%. The Company has pledged its interests in the Verneuil Central properties as security.

**11. FINANCIAL RISK FACTORS**

## a) Financial Instruments

The Company's financial instruments consist of financial assets and liabilities as outlined below.

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Statements of Financial Position		
Financial assets		
Loans and receivables		
Amounts receivable (Note 6)	\$ 2,953	\$ 4,080
Cash	6,123	4,805
	<u>9,076</u>	<u>8,885</u>
Total financial assets	<u>\$ 9,076</u>	<u>\$ 8,885</u>
Financial liabilities		
Other financial liabilities		
Provision for indemnification of subscribers (Note 8)	\$ 415,000	\$ 415,000
10% convertible debentures (Note 15)	107,500	107,500
Interest on convertible debentures (Note 15)	10,751	5,315
Due to related party Note 10)	15,000	-
Trade and other payables (Note 9)	488,824	403,968
Total financial liabilities	<u>1,037,075</u>	<u>931,783</u>
(Deficiency) excess of financial assets over financial liabilities	<u>\$ (1,027,999)</u>	<u>\$ (922,898)</u>

FVTPL = Fair Value Through Profit or Loss+

As at June 30, 2015, the carrying values and fair values of the Company's financial instruments are approximately the same because of the limited term of these investments. In addition, the Company's financial instruments that are carried at fair value consist of a FVTPL investment, classified as Level 1+, within the fair value hierarchy.

## b) Financial Risks

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Risk exposures and the impact on its financial instruments are summarized below.

**Credit Risk**

The Company's financial assets are exposed to some credit risk. The Company has no significant concentration of credit risk arising from operations. The Company does not use derivatives to manage credit risk.

**Liquidity Risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2015, the Company has a substantial deficiency of financial liabilities over financial assets of \$1,027,999; accordingly, liquidity risk is assessed as critical.

As at June 30, 2015, the Company's trade and other payables have contractual maturities of less than 30 days and are subject to normal trade terms. The Company's provision for indemnification of flow-through subscribers is recorded as a current liability though there is uncertainty regarding the actual amount and timing of the realization of this liability. The Company may potentially reduce its liquidity risk through additional private placements and debt settlements with creditors.

**Market Risk**

The Company's market risk has three components . interest rate risk, foreign currency risk and price risk.

**(i) Interest rate risk**

The Company has cash balances and fixed rate debentures. The Company's current policy is to periodically invest temporary cash surpluses in guaranteed investment certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its bank.

**(ii) Foreign currency risk**

The Company's functional currency is the Canadian dollar and all purchases are transacted in Canadian dollars. The Company has no foreign operations and thus has no foreign exchange risk derived from either currency conversions or from holding foreign currencies. The Company does not speculate in the foreign currency market nor does it have any need to acquire foreign currency hedges.

**(iii) Price risk**

The Company is exposed to some price risk with respect to commodity prices; however, this is limited since the Company is not a producing entity. The Company closely monitors commodity prices to determine its appropriate course of action.

**c) Sensitivity Analysis**

Management believes that sensitivity analysis on the Company's financial instruments is presently unnecessary, since any changes in interest rates and commodity prices are unlikely to have a material effect on the Company's financial instruments.

**12. CAPITAL MANAGEMENT**

The Company considers its capital structure to consist of components of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties, in which the Company currently has an interest, are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company spends its existing working capital and raises additional amounts as needed. The Company continues to assess new properties and seek to acquire an

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interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

**13. COMMITMENTS AND CONTINGENCIES****a) Flow-through Shares**

The Company believes that it has incurred sufficient qualifying expenditures to satisfy its December 31, 2011 and prior flow-through share commitments in respect of Ontario and Quebec subscribers, though such expenditures and the Company's related tax returns are subject to potential audit and reassessment by Canada Revenue Agency and Revenu Québec. The Company has agreed to indemnify the subscribers of those flow-through shares for tax-related amounts that become payable by them, if the Company fails to meet its expenditure commitments.

The Company's original December 31, 2012 flow-through share commitment is discussed in Note 8.

**b) Environmental Contingencies**

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations and has made, and expects to make in the future, appropriate expenditures to comply with such laws and regulations.

**14. SEGMENTED INFORMATION**

The Company's operations comprise a single operating segment engaged in the acquisition, exploration and development of mineral properties in Canada.

**15. CONVERTIBLE DEBENTURES**

On July 7, 2014, the Company completed a private placement of \$107,500 10% unsecured convertible debentures (the "~~Debentures~~") that mature on June 30, 2015. A related party invested \$10,000 in the placement. The Debentures bear interest at the rate of 10% per annum which interest will be paid on maturity.

The Debentures (plus any unpaid and accrued interest) are convertible, at the option of the holder, into units (each a "~~Unit~~") at a conversion price (the "~~Conversion Price~~") of \$0.01 per Unit over the term of the Debenture, subject to the TSX-V minimum pricing requirement of \$0.05 for the first 12 months and \$0.10 thereafter until maturity. In the event of a share consolidation by the Company, the Conversion Price will be adjusted proportionately, though it will still be subject to the same \$0.05 and \$0.10 TSX-V minimum pricing requirements on a post-consolidation basis.

Each Unit consists of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company at the Conversion Price for a period of 36 months from the date of issuance of the warrant.

Interest expense on the Debentures for the three and six months ended June 30, 2015 was \$2,733 and \$5,436 respectively (2014 . Nil).

Assuming that \$107,500 of the Debentures are subsequently converted by the holders at a \$0.05

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conversion price, and there is no share consolidation, this would result in the issuance of 2,150,000 Units, representing the equivalent of 2,150,000 common shares and 2,150,000 warrants (or a combined potential 4,300,000 common shares if all the warrants were subsequently exercised). No value has been assigned to the equity conversion option as the conversion rate substantively exceeds the market value of the equity and the limited time to exercise.

On June 1, 2015, the debenture holders agreed to extend the maturity of the debentures, under the same terms and conditions, to December 31, 2015.

**16. BLENDER BOYZ**

On May 19, 2015 the Company announced that it had entered into a letter of agreement with a private company operating as %Blender Boyz+(the %Letter Agreement+). Under the terms of the Letter Agreement, Viking will undertake an arrangement whereby %Blender Boyz+will become a publicly traded reporting issuer and Viking shareholders will receive a partial interest in that new company. The following steps will be taken:

- Viking to form a wholly-owned subsidiary company %New Blender Boyz+
- Under the Letter Agreement Viking has the right to acquire 100% of the shares of 2309270 Ontario Inc, which owns 100% of 2291306 Ontario Inc., the company operating %Blender Boyz+business, for \$3,200,000 in shares valued at \$.20 each. The right of Viking under the Letter Agreement to acquire Blender Boyz will be assigned to New Blender Boyz.
- Viking to complete a stock consolidation to be determined.
- Viking to distribute out the shares of %New Blender Boyz+to all existing Viking shareholders on the basis of 1 share of New Blender Boyz for every 4 shares of Viking that are held.
- %New Blender Boyz+to complete a private placement of \$1,200,000 from the sale of 6,000,000 units at \$0.20 each. Each unit to consist of one common share of %New Blender Boyz+plus one warrant to purchase another share at a price of \$0.30 exercisable for two years.
- %New Blender Boyz+will loan to Viking \$100,000 on terms to be negotiated to offset some of the costs of this transaction.

The result of these steps is that Viking will continue to be a publicly traded company that will hold all of its existing properties and liabilities, and %New Blender Boyz+will be a separate public company.

The transaction, initially scheduled to close on August 15, 2015, has been extended to October 15, 2015.

This entire series of transactions will be subject to a number of conditions including the signing of a definitive agreement and certain regulatory, court and shareholder approvals.

**17. VALOR ENERGY LTD.**

On June 30, 2015, the Company announced that it had entered into a letter of agreement (the "Letter Agreement") with Valor Energy Ltd. ("Valor") granting Viking the option to acquire all of the issued and outstanding shares of Valor.

Under the terms of the Letter Agreement, Viking will undertake an arrangement whereby Valor will become a publicly traded reporting issuer and Viking shareholders will receive a partial interest in that new company. The following steps will be taken:

- Viking to form a wholly-owned subsidiary company "New Valor".
- Under the Letter Agreement, Viking has the right to acquire 100% of the shares of Valor on the basis of 12 common shares of Viking for each issued and outstanding share of Valor. Valor currently has 77,582,697 ordinary shares issued and outstanding. Outstanding Valor warrants will be converted using the same ratio.

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- The right of Viking under the Letter Agreement to acquire Valor will be assigned to New Valor and, if assigned, the provisions of the Letter Agreement will be adjusted accordingly.
- Following assignment of the Letter Agreement to New Valor, New Valor to complete the acquisition of Valor by the issuance of common shares of New Valor to the shareholders of Valor based on a comparable exchange ratio.
- Viking to distribute out a portion of the shares of New Valor that it will hold to all existing Viking shareholders and Viking will retain the balance of the shares.
- Valor to complete a private placement. The amount and structure is to be determined.
- Valor to loan to Viking \$25,000 for six months at 6%. These amounts were received. In addition, New Valor to advance the sum of \$50,000 to offset some of the costs of this transaction.

Collectively referred to as the "Transaction"

It is anticipated that on completion of the Transaction Viking and its shareholders will hold approximately 8.0% of the issued and outstanding common shares of New Valor, pre-financing. The result of these steps is that Viking will continue to be a publicly traded company that will hold all of its existing properties and liabilities, and "New Valor" will be a separate public company.

This transaction is scheduled to close on or before September 15, 2015.

This entire series of transactions will be subject to a number of conditions including the signing of a definitive agreement, satisfactory completion of due diligence, Valor's completion of a private placement and certain regulatory, court and shareholder approvals.