

---

**MOUNT DAKOTA ENERGY CORP.  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED  
JANUARY 31, 2013 AND 2012**

---



---

## INDEPENDENT AUDITORS' REPORT

---

To the Shareholders of  
Mount Dakota Energy Corp.

We have audited the accompanying consolidated financial statements of Mount Dakota Energy Corp. which comprise the consolidated statements of financial position as at January 31, 2013 and 2012, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained based on our audits is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Mount Dakota Energy Corp. as at January 31, 2013 and 2012, and its financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### **Emphasis of Matter**

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Mount Dakota Energy Corp. to continue as a going concern.

*Manning Elliott LLP*

CHARTERED ACCOUNTANTS  
Vancouver, British Columbia  
May 30, 2013

---

**MOUNT DAKOTA ENERGY CORP.****CONSOLIDATED STATEMENTS OF FINANCIAL POSITION****AS AT JANUARY 31, 2013, AND 2012**(Expressed in Canadian Dollars)

---

	Note	2013 \$	2012 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		8,774	214,909
Accounts receivable		24,105	13,345
GST/HST recoverable		12,077	6,985
Prepaid expenses	5	12,500	35,196
		57,456	270,435
<b>DEPOSITS</b>		50,713	54,052
<b>PROPERTY AND EQUIPMENT</b>	4	179,266	195,335
<b>EXPLORATION AND EVALUATION ASSETS</b>	5	35,109	42,394
		322,544	562,216
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued liabilities		195,063	255,234
Loan payable	6	-	10,500
Due to related parties	9	1,185,276	1,262,508
		1,380,339	1,528,242
<b>DECOMMISSIONING PROVISIONS</b>	7	39,204	34,978
		1,419,543	1,563,220
<b>SHAREHOLDERS' DEFICIENCY</b>			
<b>SHARE CAPITAL</b>	8	5,333,848	5,333,848
<b>CONTRIBUTED SURPLUS</b>		387,101	387,101
<b>DEFICIT</b>		(6,817,948)	(6,721,953)
		(1,096,999)	(1,001,004)
		322,544	562,216

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)  
COMMITMENT (Note 16)

Approved and authorized for issue on behalf of the Board on May 30, 2013:

**"Gary Claytens"**  
Gary Claytens, Director**"John Kim"**  
John Kim, Director

---

**MOUNT DAKOTA ENERGY CORP.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**(Expressed in Canadian Dollars)

---

	Note	2013 \$	2012 \$
<b>PETROLEUM AND NATURAL GAS REVENUES</b>		95,361	219,957
<b>DIRECT COSTS</b>			
Production costs		112,597	142,561
Crown royalties (refund)		(5,760)	23,218
		106,837	165,779
<b>GROSS OPERATING PROFIT (LOSS)</b>		(11,476)	54,178
<b>EXPENSES</b>			
Accretion of decommissioning provisions	7	800	800
Amortization	4	802	245
Depletion and depreciation	4	18,693	40,888
Interest and bank charges		3,568	5,952
Legal and accounting	9[b]	46,269	49,423
Management and consulting fees	9[c]	4,499	291,449
Office and miscellaneous		6,562	9,062
Rent	9[a]	31,646	42,000
Share-based payments	9[c]	-	264
Transfer agent and filing fees		14,384	13,650
Travel		6,066	6,758
		133,289	460,491
<b>LOSS BEFORE OTHER INCOME (EXPENSE)</b>		(144,765)	(406,313)
<b>OTHER INCOME (EXPENSE)</b>			
Lease income	14	48,048	-
Impairment of exploration and evaluation assets	5	(7,285)	(10,000)
Foreign exchange gain		817	-
Interest income		540	-
Gain on settlement of accounts payable		6,650	-
Gain on disposal of property and equipment		-	134,046
		48,770	124,046
<b>LOSS AND COMPREHENSIVE LOSS FOR THE YEAR</b>		(95,995)	(282,267)
<b>Net Loss Per Share – Basic and Diluted</b>		\$ (0.01)	(0.03)
<b>Weighted Average Shares Outstanding</b>		8,460,087	8,460,087

---

**MOUNT DAKOTA ENERGY CORP.****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**(Expressed in Canadian Dollars)

---

	Share Capital Number of Shares	Amount \$	Contributed Surplus \$	Deficit \$	Total \$
As at January 31, 2011	8,460,087	5,333,848	386,837	(6,439,686)	(719,001)
Share-based payments	–	–	264	–	264
Comprehensive loss	–	–	–	(282,267)	(282,267)
As at January 31, 2012	8,460,087	5,333,848	387,101	(6,721,953)	(1,001,004)
Comprehensive loss	–	–	–	(95,995)	(95,995)
As at January 31, 2013	8,460,087	5,333,848	387,101	(6,817,948)	(1,096,999)

---

**MOUNT DAKOTA ENERGY CORP.****CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**(Expressed in Canadian Dollars)

---

	2013	2012
	\$	\$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the year	(95,995)	(282,267)
Less items not affecting cash:		
Accretion of decommissioning provisions	800	800
Amortization	802	245
Depletion and depreciation	18,693	40,888
Impairment of exploration and evaluation assets	7,285	10,000
Gain on sale of property and equipment	-	(134,046)
Share-based payments	-	264
	(68,415)	(364,116)
Change in non-cash components of working capital:		
Accounts receivable	(10,760)	9,433
Prepaid expenses	22,696	2,163
Deposits	3,339	(45,031)
GST/HST recoverable	(5,092)	21,581
Accounts payable and accrued liabilities	(60,171)	41,162
Due to related parties	(77,232)	261,535
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(195,635)</b>	<b>(73,273)</b>
INVESTING ACTIVITIES		
Proceeds from sales of property and equipment	-	300,000
Expenditures on exploration and evaluation assets	-	(10,904)
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>-</b>	<b>289,096</b>
FINANCING ACTIVITIES		
Repayments of loan payable	(10,500)	(2,000)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(10,500)</b>	<b>(2,000)</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(206,135)</b>	<b>213,823</b>
<b>CASH AND CASH EQUIVALENTS – BEGINNING OF YEAR</b>	<b>214,909</b>	<b>1,086</b>
<b>CASH AND CASH EQUIVALENTS – END OF YEAR</b>	<b>8,774</b>	<b>214,909</b>
SUPPLEMENTAL DISCLOSURES		
Interest paid	1,000	2,400
Taxes paid	-	-
NON-CASH INVESTING AND FINANCING		
Recognition of asset retirement obligation	3,426	-

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**1. NATURE OF OPERATIONS AND GOING CONCERN**

Mount Dakota Energy Corp. (the "Company") is incorporated under the laws of British Columbia and is primarily engaged in the acquisition and development of petroleum and natural gas properties and the production of petroleum and natural gas through participation agreements in Canada.

The head office, principal address and records office of the Company are located at Suite 1601 – 1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3. The Company's registered address is at the same address.

For the year ended January 31, 2013, the Company reported a net loss of \$95,995, negative cash flows from operating activities of \$195,635, an accumulated deficit of \$6,817,948, and a working capital deficiency of \$1,322,883. These factors raise substantial doubt about the Company's ability to continue as a going concern. The continuance of the Company's operations is dependent on obtaining and maintaining sufficient debt or equity financing in order to realize the recoverability of the Company's investments in petroleum and natural gas properties, which is dependent upon the existence of economically recoverable reserves and market prices for petroleum and natural gas.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company is currently dependent on loans from companies controlled by directors and its other creditors to maintain its operations. Management is of the opinion that sufficient working capital will be obtained from operations or external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company.

**2. BASIS OF PREPARATION****[a] Statement of compliance**

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2013.

**[b] Basis of measurement**

The consolidated financial statements have been prepared on a historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3.

**3. SIGNIFICANT ACCOUNTING POLICIES****[a] Basis of consolidation**

These consolidated financial statements include the accounts of the Company and its wholly-owned Canadian subsidiary, Simez Energy Resources Inc. ("Simez"). The Company acquired all of the outstanding common shares of Simez on May 11, 2007 for nominal consideration. All significant inter-company balances and transactions have been eliminated upon consolidation.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)**[b] Cash and cash equivalents**

Cash and cash equivalents include cash in bank accounts and cashable securities that on acquisition have a term to maturity of three months or less, or may be redeemed during this period. Cash and cash equivalents are highly liquid marketable securities and deposits, which are designated as fair value through profit or loss and are recorded at their fair values with changes recognized in net loss. Fair values are determined by reference to quoted market prices at the balance sheet date. The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

**[c] Use of estimates**

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the determination of the recovery of accounts receivable, amortization, depreciation, depletion and impairment of property and equipment and exploration and evaluation assets, petroleum and natural gas reserves, decommissioning provisions, deferred income tax assets and liabilities, and assumptions used in valuing options and warrants in share-based payments calculations. Actual results could differ from these estimates.

**[d] Property and equipment**

Property and equipment includes crude oil and natural gas development and production assets, including costs incurred in developing oil and natural gas reserves and maintaining or enhancing production from such reserves and directly attributable general and administrative costs. Property and equipment is measured at cost, less accumulated depletion and depreciation and accumulated impairment losses.

Gains and losses on disposal of an item of property and equipment, including crude oil and natural gas interests, are determined by comparing the proceeds from disposal with the net carrying amount of property and equipment and are recognized within "gain or loss on sale of assets" in income (loss).

**Subsequent measurement**

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property and equipment are recognized as oil and natural gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in earnings as incurred. Capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing on or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized at the time of replacement or sale. The costs of the day-to-day servicing of property and equipment are recognized in earnings as incurred.

**Depletion and depreciation**

The net carrying value of development or production assets is depleted on a field by field basis using the unit of production method by reference to the ratio of production in the year to the related proven reserves, taking into account estimated future development costs necessary to bring those reserves into production. Future development costs are estimated taking into account the level of development required to produce the reserves. These estimates are reviewed by independent reserve engineers at least annually.

Proved and probable reserves are estimated by independent reserve engineers in accordance with Canadian Securities Regulation National Instrument 51-101. Production and reserves of natural gas are converted to equivalent barrels of crude oil on the basis of six thousand cubic feet of gas to one barrel of oil. Changes in reserve estimates used in prior periods, such as proved and probable reserves, that affect the unit-of-production calculations do not give rise to prior year adjustments and are dealt with on a prospective basis.



---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

## [d] Property and equipment (continued)

Other assets such as furniture and computer equipment recorded at cost and depreciated using the straight-line method based on their estimated useful lives of 3 years, net of any estimated residual value. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

## [e] Exploration and evaluation costs

Pre-license costs are recognized as an expense when incurred. Exploration and evaluation costs ("E&E"), including the costs of acquiring licenses, exploratory drilling and completion costs and directly attributable general and administrative costs are initially capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the asset acquired. These costs are accumulated in cost centers by field or exploration area pending determination of technical feasibility and commercial viability. Ongoing carrying costs including the costs of non-producing lease rentals are capitalized to exploration and evaluation assets.

The technical feasibility and commercial viability of extracting a resource is considered to be determinable when proved reserves are determined to exist. A review of each exploration license or area is carried out, at least annually, to ascertain whether proved reserves have been discovered. Upon determination of proved reserves, exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from E&E assets to property and equipment.

E&E assets are regularly reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of reserve properties may exceed its recoverable amount. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of value in use (being the present value of expected future cash flows of the relevant cash-generating unit) and fair value less costs to sell. If the carrying amount of an asset exceeds the recoverable amount an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

## [f] Impairment

The carrying amounts of the Company's property and equipment are reviewed at each reporting date for indicators of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the amount of the impairment, if any. The recoverable amount of an asset is evaluated at the cash generating unit level ("CGU"), which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of a CGU is the greater of its fair value less costs to sell and its value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in arm's length transaction between knowledgeable and willing parties, less the costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGU's are allocated to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation or amortization, if no impairment loss had been recognized.

---

**MOUNT DAKOTA ENERGY CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**  
(Expressed in Canadian Dollars)

---

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

[g] Provisions

(i) Legal matters

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

(ii) Decommissioning liabilities

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category. Decommissioning provisions are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the statement of financial position date. Subsequent to initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are recorded against the related asset. Actual costs incurred upon settlement of the decommissioning provisions are charged against the provision to the extent the provision was established.

[h] Revenue recognition

Revenue from sales of petroleum and natural gas is recognized when title and risks and rewards of ownership pass to an external party, the amount of revenue and costs incurred or to be incurred in respect of the transaction can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

[i] Foreign currency translation

The presentation currency and functional currency of the Company is the Canadian dollar. Monetary assets and liabilities are translated at the exchange rates in effect at the balance sheet date. Non-monetary assets and liabilities are translated at historical rates. The resulting exchange gains or losses are recognized in income.

[j] Income taxes

The Company utilizes the asset and liability method of accounting for income taxes. Under the liability method, deferred income tax assets and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying values and the tax bases of the related assets and liabilities. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit
- goodwill
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)**[k] Financial instruments**

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivable or at fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise cash and cash equivalents, accounts receivable, accounts payable, and due to related parties. At initial recognition management has classified financial assets and liabilities as follows:

**(i) Financial assets**

The Company has classified its cash and cash equivalents at FVTPL. A financial instrument is classified at FVTPL if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Financial instruments at FVTPL are measured at fair value and changes therein are recognized in income.

The Company has classified its accounts receivable as loans and receivables. Loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

**(ii) Financial liabilities**

The Company has classified its accounts payable, and due to related parties as other financial liabilities. Accounts payable and due to related parties are recognized at the amount required to be paid less, when material, a discount to reduce the payable to fair value. Loan payable is measured at amortized cost using the effective interest method. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

**[l] Share-based payments**

The Corporation grants options to purchase common shares to directors, officers, employees, consultants and certain service providers under its stock option plan. Share-based payments are measured at the fair value of the instruments issued and amortized over the vesting periods. The amount recognized as a share-based payment expense during a reporting period is adjusted to reflect the number of awards expected to vest. The offset to this recorded cost is to contributed surplus.

The fair value of employee stock options is measured using the Black Scholes Option Pricing Model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on short term government bonds). A forfeiture rate is estimated on the grant date and is subsequently adjusted to reflect the actual number of options that vest.

**[m] Comprehensive loss**

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net profit such as unrealized gains or losses on available-for-sale investments, gains or losses on certain derivative instruments and foreign currency gains or losses related to self-sustaining operations. The Company's comprehensive loss, components of other comprehensive income, and cumulative translation adjustments are presented in the Consolidated Statements of Comprehensive Loss and the Consolidated Statements of Changes in Equity.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)**[n] Loss per share**

The Company uses the treasury stock method in computing loss per share. Under this method, basic loss per share is computed by dividing losses available to common shareholders by the weighted average number of common shares outstanding during the period. For the year ended January 31, 2013 and 2012, the existence of stock options causes the calculation of fully diluted loss per share to be anti-dilutive. Accordingly, fully diluted loss per share is equal to basic loss per share.

**[o] New accounting standards issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2013, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective January 1, 2013

**IFRS 10 Consolidated Financial Statements** - 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.

**Amendments to other standards** - In addition, there have been other amendments to existing standards, including IAS 27 *Separate Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

---

**MOUNT DAKOTA ENERGY CORP.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

[o] New accounting standards issued but not yet effective (continued)

New accounting standards effective January 1, 2013 (continued)

**Amendments to IAS 1 *Presentation of Financial Statements*** - The IASB has amended IAS 1 to require entities to separate items presented in other comprehensive income (“OCI”) into two groups, based on whether or not items may be reclassified into profit or loss in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

Each of the new standards, IFRS 10 to 13 and the amendments to other standards, is effective for the Company beginning on January 1, 2013 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

New accounting standards effective January 1, 2015

**IFRS 9 *Financial Instruments*** - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard 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 or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 is effective for annual periods beginning on or after January 1, 2015 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

**MOUNT DAKOTA ENERGY CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

**4. PROPERTY AND EQUIPMENT**

	Petroleum and natural gas properties	Furniture and computer equipment	Total
<b>Cost:</b>			
Balance, January 31, 2011	\$ 466,006	\$ 10,372	\$ 476,378
Additions	30,252	-	30,252
Disposals	(266,975)	-	(266,975)
Balance, January 31, 2012	\$ 229,283	\$ 10,372	\$ 239,655
Additions	3,426	-	3,426
Disposals	-	-	-
Balance, January 31, 2013	\$ 232,709	\$ 10,372	\$ 243,081
<b>Accumulated depletion, depreciation and amortization:</b>			
Balance, January 31, 2011	\$ (88,354)	\$ (9,325)	\$ (97,679)
Depletion, depreciation and amortization	(40,888)	(245)	(41,133)
Disposals	94,492	-	94,492
Balance, January 31, 2012	\$ (34,750)	\$ (9,570)	\$ (44,320)
Depletion, depreciation and amortization	(18,693)	(802)	(19,495)
Disposals	-	-	-
Balance, January 31, 2013	\$ (53,443)	\$ (10,372)	\$ (63,815)
<b>Net book value:</b>			
As at January 31, 2012	\$ 194,533	\$ 802	\$ 195,335
As at January 31, 2013	\$ 179,266	\$ -	\$ 179,266

**5. EXPLORATION AND EVALUATION ASSETS**

	2013	2012
Opening balance	\$ 42,394	\$ 111,490
Additions	-	10,904
Dispositions	-	(70,000)
Impairment	(7,285)	(10,000)
Balance, end of period	\$ 35,109	\$ 42,394

As at January 31, 2013, exploration and evaluation assets include the Alsike II petroleum and natural gas project. During the year ended January 31, 2011, the Company entered into a Farm-In Agreement, whereas the farmee will farm in a 10% working interest in the Alsike II well in consideration of \$70,000 of expenditures by the farmee towards further well development. As of January 31, 2013, the Company incurred \$59,844 of expenditures by the farmee and the remaining balance of \$10,156 has been recorded as prepaid expenses.

During the year ended January 31, 2012, the Company abandoned its Alsike III petroleum and natural gas project and recorded a \$10,000 impairment charge. During the year ended January 31, 2013, the Company abandoned its Alsike IV petroleum and natural gas project and recorded an impairment charge of \$7,285.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**6. LOAN PAYABLE**

On April 30, 2009, the Company entered into a two year loan agreement with an unrelated third party under which the Company received proceeds of \$25,000 repayable on April 30, 2011. During the year ended January 31, 2011, the Company repaid \$12,500 of the outstanding principal. On May 1, 2011, the Company negotiated an extension of the agreement. Under the new terms, the Company paid a onetime extension payment of \$1,000 and continuous monthly interest payments of \$200 for as long as the loan principal was outstanding. During the year ended January 31, 2013, the Company paid the remaining principal in full and \$1,000 in interest.

**7. DECOMMISSIONING PROVISIONS**

The following table presents the reconciliation of the opening and closing aggregate carrying amount of the decommissioning provisions associated with the petroleum and natural gas properties:

		<b>2013</b>		<b>2012</b>
Balance, beginning of year	\$	34,978	\$	10,456
Accretion expense		800		800
Revision in estimates		3,426		30,252
Settlement of provision on sale of property		-		(6,530)
Balance, end of year	\$	39,204	\$	34,978

**8. SHARE CAPITAL****(a) Authorized Share Capital**

Unlimited	Common shares without par value
100,000,000	Class A preference shares with a par value of \$10 per share
100,000,000	Class B preference shares with a par value of \$50 per share

**(b) Issued and Outstanding Share Capital**

Disclosures relating to common shares issued and outstanding are provided in the Consolidated Statements of Changes in Equity. As at January 31, 2013, no Class A or B preference shares have been issued.

**(c) Stock Options**

The Company has a stock option plan (the "Plan") whereby it may grant stock options to its directors, officers, employees and consultants. The number of stock options available under the Plan shall not exceed 20% of the issued and outstanding common shares of the Company. The exercise price of each stock option granted generally equals the market price on the date of the grant. Stock options generally vest over an eighteen-month period from the date of grant and carry a maximum term of five years as determined by the Company's board of directors.

The Company did not grant any options during the years ended January 31, 2013 and 2012. During the year ended January 31, 2013, the Company recognized compensation cost of \$Nil (2012 - \$264).

**MOUNT DAKOTA ENERGY CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

**8. SHARE CAPITAL (continued)**

(c) Stock Options (continued)

The following table summarizes the continuity of the Company's stock options outstanding:

	Number of Shares	Weighted Average Exercise Price
Outstanding, January 31, 2011	1,076,000	\$0.15
Expired	(230,000)	\$0.15
Outstanding, January 31, 2012 and 2013	846,000	\$0.15

The following table summarizes stock options outstanding as at January 31, 2013:

Options Outstanding				Options Exercisable		
Exercise Price	Number of Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price	
\$0.10	50,000	1.72	\$0.10	50,000	\$0.10	
\$0.15	796,000	0.50	\$0.15	796,000	\$0.15	
\$0.10 – \$0.15	846,000	0.57	\$0.15	846,000	\$0.15	

Stock options outstanding as at January 31, 2013 will expire between August 1, 2013 and October 20, 2014.

**9. RELATED PARTY TRANSACTIONS AND BALANCES**

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel and companies related to them were recorded as follows:

- (a) Rent totalling \$31,500 (2012 – 42,000) for office premises provided by a company controlled by a director of the Company.
- (b) Accounting expense totalling \$15,600 (2012 - \$15,630) provided by a company controlled by a director of the Company.
- (c) The remuneration of the Company's directors and other key management:

	2013	2012
Management fees	\$ -	\$ 288,000
Share-based payments	-	264
<b>Total</b>	<b>\$ -</b>	<b>\$ 288,264</b>

The above transactions have been in the normal course of operations and are recorded at their exchange amounts, which is the consideration agreed upon by the related parties. Amounts due to related parties are payable to companies controlled by two directors of the Company and are non-interest bearing, unsecured and due on demand.



**MOUNT DAKOTA ENERGY CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

**10. INCOME TAXES**

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	<b>2013</b>	<b>2012</b>
Canadian statutory income tax rate	25.00%	25.00%
Expected income tax recovery	\$ 23,999	\$ 70,567
Non-deductible expenses and others	914	(357)
Change in tax rates	-	-
Change in unrecognized deferred income tax assets	(24,913)	(70,210)
<b>Income tax recovery</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred income tax assets are as follows:

	<b>2013</b>	<b>2012</b>
Non-capital losses carried forward	\$ 289,449	\$ 264,722
Capital losses carried forward	34,437	34,437
Resource pools	304,815	305,885
Equipment	19,755	19,555
Alberta royalty tax deductions	61,772	61,772
Other	9,801	8,743
	720,029	695,114
<b>Unrecognized deferred income tax assets</b>	<b>(720,029)</b>	<b>(695,114)</b>
<b>Net deferred income tax assets</b>	<b>\$ -</b>	<b>\$ -</b>

The Company has non-capital losses for income tax purposes of \$1,179,000 which may be carried forward and offset against deferred taxable income. The non-capital losses expire as follows:

Year	Amount
2027	\$ 19,000
2028	143,000
2029	82,000
2030	379,000
2031	341,000
2032	112,000
2033	103,000
	<b>\$1,179,000</b>

In assessing the realizability of deferred income tax assets, management considers whether it is probable that some portion of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred income tax assets considered realizable could change materially in the near term based on future taxable income during the carry forward period.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**11. CAPITAL MANAGEMENT**

The Company defines capital as all components of shareholders' equity and amounts due to related parties. The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can ultimately provide returns for shareholders and benefits for other stakeholders. The board of directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company does not pay dividends and is not subject to any externally imposed capital requirements.

**12. SEGMENTED INFORMATION**

The Company operates in one industry segment, namely acquisition and development of petroleum and natural gas properties and the production of petroleum and natural gas through participation agreements in Alberta, Canada.

**13. FINANCIAL INSTRUMENTS AND RISK****Financial Instruments**

As at January 31, 2013, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, and due to related parties.

The Company classifies its cash and cash equivalents as fair value through profit or loss, its accounts receivable as loans and receivables and its accounts payable, and due to related parties as other financial liabilities. The fair values of these financial instruments approximate their carrying values because of their current nature.

	January 31, 2013	January 31, 2012
Fair value through profit or loss	8,774	214,909
Loans and receivables	24,105	13,345
Other financial liabilities	1,380,339	1,528,242

IFRS 7 *Financial Instruments – Disclosures*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**(Expressed in Canadian Dollars)

---

**13. FINANCIAL INSTRUMENTS AND RISK (continued)****Financial Instruments (continued)**

The Company's financial assets and liabilities measured at fair value on a recurring basis as of January 31, 2013 are as follows:

	Balance at January 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	\$	\$	\$	\$
Financial Assets:				
Cash and cash equivalents	8,774	8,774	–	–

The Company believes that the carrying values of accounts receivable, accounts payable, and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations.

The Company thoroughly examines the various financial instrument risks to which it is exposed, and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. There have not been any significant changes from the previous year as to how these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risks exposures is described below.

**Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents and accounts receivable. To minimize the credit risk related to cash and cash equivalents, the Company places these instruments with high credit quality financial institutions. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts. As at January 31, 2013, cash and cash equivalents do not exceed the amounts covered by federal deposit insurance. The Company continuously monitors accounts receivable to minimize risk. As at January 31, 2013, the Company's maximum risk exposure to credit risk is the carrying value of cash and cash equivalents and accounts receivable of \$32,879.

**Liquidity Risk**

The Company manages liquidity risk by maintaining adequate cash and credit facilities with financial institutions and other parties. The Company continuously monitors and reviews both actual and forecasted cash flows. As at January 31, 2013, the Company had a working capital deficiency of \$1,322,883.

**MOUNT DAKOTA ENERGY CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**  
(Expressed in Canadian Dollars)

**13. FINANCIAL INSTRUMENTS AND RISK (continued)**

**Liquidity Risk (continued)**

Contractual undiscounted cash flow requirements for financial liabilities as at January 31, 2013 are as follows:

	Less Than 1 Month \$	1 – 3 Months \$	4 months to Less Than 1 Year \$	Years 2 – 4 \$	Total \$
Accounts payable and accrued Liabilities	195,063	–	–	–	195,063
Due to related parties	1,185,276	–	–	–	1,185,276
Surface lease agreements	–	–	20,000	12,000	32,000
	1,380,339	–	20,000	12,000	1,412,339

**Foreign Exchange Risk**

The Company's functional currency is the Canadian dollar. The Company is not exposed to significant currency risk.

**Interest Rate Risk**

The Company is exposed to interest rate price risk on its loan payable as it bears interest at a fixed rate. The Company has elected not to actively manage this risk.

**Commodity Price Risk**

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of its commodities. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

**14. LEASE INCOME**

On January 21, 2012, the Company entered into a Paid-Up Oil and Gas Lease agreement with a third party (the "lessee") for the right to explore a 640.64 acre section in the County of Billings, North Dakota, USA. The lease is for 3 years and US\$48,048 (US\$75 per acre) is to be paid up front. The lease also contains an option for an additional 2 years at the same rate per acre for each section renewed. The Company received the lease payment of US\$48,048 in June 2012 and recognized the amount as lease income during the year ended January 31, 2013.

---

**MOUNT DAKOTA ENERGY CORP.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****FOR THE YEARS ENDED JANUARY 31, 2013 AND 2012**

(Expressed in Canadian Dollars)

---

**15. MAJOR CUSTOMERS AND ECONOMIC DEPENDENCE**

During the year ended January 31, 2013, sales to one customer accounted for 100% of the Company's total petroleum and natural gas revenues (2012 – three customers accounted for 100%). As at January 31, 2013, the Company does not consider itself to be economically dependent on these customers as transactions with these parties can be easily replaced by transactions with other parties on similar terms and conditions. The following table summarizes revenues by major customer:

		<b>2013</b>		<b>2012</b>
Customer 1	\$	95,361	\$	123,201
Customer 2		-		72,739
Customer 3		-		24,017
Total	\$	95,361	\$	219,957

**16. COMMITMENT**

On February 1, 2010 and March 6, 2010, the Company entered into surface lease agreements with a third party whereby the Company will pay annual consideration of \$4,000 for the Alsike I property and annual consideration of \$8,000 for the Alsike II property respectively for a total of five years. Total consideration paid at the end of five years will be \$60,000. As at January 31, 2013, the Company has made payments of \$28,000. Required payments are as follows:

2014	20,000
2015	12,000
	<u>\$ 32,000</u>