MUSGROVE MINERALS CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTH PERIODS ENDED

May 31, 2012

(UNAUDITED)

(Expressed in Canadian dollars)

(Amended and Restated)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements have been prepared by and are the responsibility of the management.

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

Musgrove Minerals Corp.
Interim consolidated statements of financial position
(Expressed in Canadian dollars – unaudited) (Amended and Restated)

	Notes		May 31, 2012		November 30, 2011
ASSETS					**Note 13**
Current assets					
Cash		$	133,306	$	21,989
Mineral property payment receivable	7		90,200		125,000
Receivable - HST			35,802		47,158
Receivable other			47,054		-
Prepaid expenses			10,846		10,846
Marketable securities	4		132,000		-
			449,208		204,993
Non-current assets					
Equipment	5		8,815		10,748
Exploration and evaluation assets	6		3,574,437		4,320,934
Payment receivable	7		84,200		162,600
Reclamation bond			6,818		6,818
			3,674,270		4,501,100
TOTAL ASSETS		**$**	**4,123,478**	**$**	**4,706,093**
LIABILITIES					
Current liabilities					
Payables and accrued liabilities		$	65,057	$	800,898
Due to related parties	11		-		15,000
Short-term loans	8		-		282,253
			65,057		1,098,151
Non-current liabilities			-		-
TOTAL LIABILIITES			65,057		1,098,151
SHAREHOLDERS' (DEFICIENCY)					
Share capital	9		18,640,590		15,463,259
Subscriptions receivable			(345,274)		-
AOCI			(84,000)		-
Reserves	10		2,628,722		4,747,263
Deficit			(16,781,617)		(16,602,580)
TOTAL EQUITY			4,058,421		3,607,942
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$**	**4,123,478**	**$**	**4,706,093**

APPROVED BY THE DIRECTORS:

"Norman Brewster" — **Director**

"Rana Vig" — **Director**

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

Musgrove Minerals Corp.
Interim consolidated statements of comprehensive loss
For the three and six month periods ended May 31, 2012 and 2011
(Expressed in Canadian dollars – unaudited) (Amended and Restated)

	Three Months Ended		Six Months Ended	
EXPENSES	**May 31, 2012 $**	**May 31, 2011 $**	**May 31, 2012 $**	**May 31, 2011 $**
Accounting and audit	3,963	43,200	7,083	77,200
Amortization	966	1,228	1,933	2,136
Bad debts	-	-	-	4,229
Consulting fees	13,644	85,763	18,664	356,079
Filing and transfer agent fees	21,144	9,188	24,672	49,854
Interest	9,227	11,311	10,455	132,484
Investor relations	-	87,269	-	96,459
Legal	11,835	11,219	13,714	20,651
Management fees	27,500	25,500	37,500	51,000
Miscellaneous property exploration	4,857	-	4,857	-
Office	8,205	76,493	20,772	118,186
Rent	38,742	24,276	52,198	54,751
Stock-based compensation	-	450,349	-	450,349
Travel	2,715	27,303	4,726	39,408
	142,818	853,098	196,574	1,452,785
LOSS BEFORE OTHER ITEMS	(142,818)	(853,098)	(196,574)	(1,452,785)
Administrative fee	-	30,000		60,000
Amortized gain on contribution to joint venture	-	1,146	-	2,292
Foreign exchange gain/(loss)	(93,800)	(4,853)	(64,730)	(1,760)
Gain on debt settlement	15,074	-	46,501	-
Interest income (expenses)	(5,186)	-	516	-
Miscellaneous income	8,250	-	8,250	-
Recoveries from prior year	-	69,552	-	69,552
Rent income	27,000	-	27,000	-
	(48,662)	95,845	17,537	130,084
NET INCOME/(LOSS)	(191,480)	(757,253)	(179,037)	(1,322,701)
BASIC AND DILUTED EARNINGS PER SHARE	(0.02)	(0.12)	(0.02)	(0.24)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	8,316,692	6,516,792	8,316,692	5,488,659
COMPREHENSIVE INCOME/(LOSS)				
Net loss for period	(191,480)	(757,253)	(179,037)	(1,322,701)
Other Comprehensive loss	(84,000)	-	(84,000)	-
Comprehensive income for the period	(275,480)	(757,253)	(263,037)	(1,322,701)

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

Musgrove Minerals Corp.
Interim consolidated statements of cash flow
For the three and six month periods ending May 31, 2012 and 2011
(Expressed in Canadian dollars - unaudited) (Amended and Restated)

	Three Months Ending		Six Months Ending	
	May 31, 2012	May 31, 2011	May 31, 2012	May 31, 2011
Operating activities	**$**	**$**	**$**	**$**
Loss before income taxes	(191,480)	(757,253)	(179,037)	(1,322,701)
Adjustments for non-cash items:				
Amortization	996	1,228	1,933	2,136
Bad debts	-	-	-	4,229
Stock-based compensation	-	450,349	-	450,349
Amortized Gain on contribution JV	-	(1,146)	-	(2,292)
Gain on debt settlement	(15,074)	-	(46,501)	-
Changes in non-cash working capital items:				
Accounts receivable	(53,359)	43,492	77,502	27,504
Prepaid	-	1,724	-	(2,550)
Payables and accrued Liabilities (Note 15)	118,614	58,741	(215,550)	(255,878)
Net cash flows from (used in) operating activities	(140,334)	(202,865)	(361,653)	(1,099,203)
Investing activities				
Increase in exploration and evaluation assets (Note 4, 6,15)	(222,540)	(288,698)	(416,035)	(288,698)
Disposition of exploration and evaluation assets (Note 6, 15)	273,533	-	946,532	-
Purchase of equipment	-	194,946	-	(2,329)
Net cash flows from (used in) investing activities	50,993	(93,752)	530,497	(291,027)
Financing activities				
Shares issued for cash	239,726	-	239,726	2,698,850
Share issue costs	-	-	-	(203,214)
Due to related parties	(5,000)	(290,953)	(15,000)	(305,970)
Addition (repayment) of short term loans	(150,000)	258,910	(282,253)	(685,130)
Net cash flows from (used in) financing activities	84,726	(32,043)	(57,527)	1,504,536
Increase (decrease) in cash and cash equivalents	(4,615)	(328,660)	111,317	114,306
Cash and cash equivalents, beginning	137,921	445,384	21,989	2,418
Cash and cash equivalents, ending	**133,306**	**116,724**	**133,306**	**116,724**

Supplementary information (Note 15)

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

Musgrove Minerals Corp.
Interim consolidated statements of changes in equity
For the six month periods ended May 31, 2012 and 2011
(Expressed in Canadian dollars – unaudited) (Amended and Restated)

	Notes	Number of shares	Amount	Share subscription Receivable	Accumulated Other comprehensive income	Stock Option reserve	Warrant reserve	Deficit	Total
			$	$	$	$	$	$	$
Restated balance at Nov 30, 2011		**8,116,792**	**15,463,259**	-	**-**	**1,968,249**	**2,779,014**	**(16,602,580)**	**3,607,942**
Comprehensive income:						-			
Gain/Loss for the period		-	-	-	-	-	-	(179,037)	(179,037)
Other comprehensive income (loss)		-	-	-	(84,000)		-		(84,000)
Total comprehensive loss for period		-	-	-	(84,000)	-	-	(179,037)	(263,037)
Shares issued for cash in May 2012	9	6,500,000	376,300	(345,274)	-	-	208,700	-	239,726
Share issue costs		-	-	-		-			-
Shares issued - for debt	9	947,582	473,790	-	-	-	-	-	473,790
Expired – warrants & options		-	2,327,241	-	-	-	(2,327,241)	-	-
Restated balance at May 31, 2012		**15,564,374**	**18,640,590**	**(345,274)**	**(84,000)**	**1,968,249**	**660,473**	**(16,781,617)**	**4,058,421**

	Notes	Number of shares	Amount	Share Subscription receivable	Stock option reserve	Stock warrant reserve	Deficit	Total
			$	$	$	$	$	$
Restated balance at Nov 30, 2010		**2,918,326**	**13,210,762**	**-**	**1,517,900**	**1,448,746**	**(14,990,201)**	**1,187,207**
Comprehensive income:								
Loss for the period		-	-	-	-	-	(1,322,701)	(1,322,701)
Other comprehensive income (loss)		-	-	-	-	-	-	
Total comprehensive loss for period		-	-	-	-	-	(1,322,701)	(1,322,701)
Shares issued - for cash		3,598,466	1,972,706	-	--	726,144	-	2,698,850
Shares issue costs		-	(299,032)	-	-	95,818	-	(203,214)
Stock-based compensation		-	-	-	450,349	-	-	450,349
Restated balance at May 31, 2011		**6,516,792**	**14,884,436**	**-**	**1,968,249**	**2,270,708**	**(16,312,902)**	**2,810,491**

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

1. Nature and continuance of operations

Musgrove Minerals Corp. (the "Company") was incorporated under the laws of British Columbia, Canada on March 29, 2000.

The Company is in the business of the acquisition, exploration and development of mineral properties in Mexico and the USA and its shares trade on the TSX Venture Exchange (the "Exchange") under the symbol MGS and on the OTC market (Symbol: MGSGF) and Frankfurt (Symbol JL4M).

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future.

As at May 31, 2012, the Company had not advanced its property to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors are mostly beyond the Company's control. These uncertainties cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next six months with private placements of common shares, if needed.

2. Basis of preparation and adoption of International Financial Reporting Standards

Statement of compliance and conversion to International Financial Reporting Standards

These interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 and IFRS 1. Commencing December 1, 2011, the Company started to prepare its financial statements in accordance with IFRS with December 1, 2010 be the transition date. Previously the Company prepared its financial statements in accordance with Canadian generally accepted accounting principles ("Canadian GAAP" or "CGAAP"). The Company has consistently applied the same accounting policies in its opening IFRS balance sheet at December 01, 2010 and throughout all periods presented, as if these policies had always been in effect. Note 13 discloses the impact of the transition to IFRS on the Company's reported balance sheet, statements of income (loss) and comprehensive income (loss) and cash flows, including the nature and effect of significant changes in accounting policies from those used in the Company's financial statements for the year ended November 30, 2011. Comparative figures for 2011 in these financial statements have been restated to give effect to these changes.

The policies applied in the accompanying interim financial statements are based on IFRS issued and outstanding as of July 25, 2012, the date the Board of Directors approved the Financial Statements.

The interim consolidated financial statements should be read in conjunction with the Company's Canadian GAAP annual consolidated financial statements for the year ended November 30, 2011.

2. **Basis of preparation and adoption of International Financial Reporting Standards (cont'd)**

Basis of preparation

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

3. Significant accounting policies

Consolidation

When appropriate, the consolidated financial statements will include the accounts of the Company and its controlled entities. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, will be eliminated on consolidation.

Significant accounting judgments and estimates

Significant estimates

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

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

Critical judgement

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the classification of expenditures as exploration and evaluation expenditures or operating expenses;

- the classification of financial instruments;

- the determination of the functional currency of the parent company and its subsidiaries.

3. Significant accounting policies (cont'd)

Functional currency and foreign currency translation

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of the Company's subsidiaries is the Canadian dollar.

Determination of functional currency may involve certain judgements to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Transactions and balances:

Foreign currency transactions will be translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Subsidiary companies:

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency will be translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and

- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are charged to the Company's statement of loss as incurred.

3. Significant accounting policies (cont'd)

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Farms outs

The Company does not record any expenditure made by the farmee on its account. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but reallocates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized.

Share-based payments

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

3. Significant accounting policies (cont'd)

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Company of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses. Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

3. Significant accounting policies (cont'd)

Impairment of assets

The carrying amount of the Company's assets (which include property, plant and equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of income and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Income taxes

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

3. Significant accounting policies (cont'd)

Restoration and environmental obligations

The fair value of a liability for an asset retirement or environmental obligation is recognized when a reasonable estimate of fair value can be made. The asset retirement or environmental obligation is recorded as a liability with a corresponding increase to the carrying amount of the related long-lived asset. Subsequently, the asset retirement or environmental cost is charged to operations using a systematic and rational method and the resulting liability is adjusted to reflect period-to-period changes in the liability resulting from the passage of time and revisions to either the timing or the amount of the original estimate of undiscounted cash flow. As at May 31, 2012 and November 30, 2011, the Company does not have any restoration or environmental obligations.

Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of income and comprehensive income during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

Depreciation and amortization are calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. The depreciation and amortization rates applicable to each category of property, plant and equipment are as follows:

Class of property, plant and equipment	**Depreciation rate**
Computer equipment	30% - Declining Balance
Vehicle	30% - Declining Balance

Accounting standards issued but not yet effective

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

3. Significant accounting policies (cont'd)

Accounting standards issued but not yet effective (cont'd)

The following is a brief summary of the new standards:

IFRS 9 – Financial Instruments

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

IFRS 10 – Consolidation

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

IFRS 11 - Joint Arrangements

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the proportionate 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,

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.

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

4. Short term investments

On January 26th, 2012 Westridge Resources issued the Company 400,000 of its common shares FMV $260,000, as per the terms of the August 8th, 2011 agreement between the parties for the optioning of the Charay Property in Mexico. In May a penalty of 100,000 of these shares with FVM $44,000 was paid to the optionor of the Charay Property for failing to comply with the terms of the option agreement on Charay (Note 6). The remaining 300,000 shares are classified as available for sale and FMV at May 31, 2012 is $132,000.

5. Property and equipment

		Computer Equipment			**Computer Equipment**
Cost:			**Cost:**		
At December 01, 2011	$	13,894	At December 01, 2010	$	10,204
Additions		-	Additions		3,690
Disposals		-	Disposals		-
At May 31, 2012		13,894	At November 30, 2011		13,894
Depreciation			**Depreciation**		
At December 01, 2011		9,824	At December 01, 2010		8,559
Charge for the period		610	Charge for the period		1,265
Eliminated on disposal		-	Eliminated on disposal		-
At May 31, 2012		10,434	At November 30, 2011		9,824
Net book value:			**Net book value:**		
At December 01, 2012		4,070	At December 01, 2010		1,645
At May 31, 2012	**$**	**3,460**	**At November 30, 2011**	**$**	**4,070**

		Office Furniture			**Office Furniture**
Cost:			**Cost:**		
At December 01, 2011	$	7,291	At December 01, 2010	$	7,291
Additions		-	Additions		-
Disposals		-	Disposals		-
At May 31, 2012		7,291	At November 30, 2011		7,291
Depreciation			**Depreciation**		
At December 01, 2011		4,702	At December 01, 2010		4,055
Charge for the period		258	Charge for the period		647
Eliminated on disposal		-	Eliminated on disposal		-
At May 31, 2012		4,960	At November 30, 2011		4,702
Net book value:			**Net book value:**		
At December 01, 2011		2,589	At December 01, 2010		3,236
At May 31, 2012	**$**	**2,330**	**At November 30, 2011**	**$**	**2,589**

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

5. Property and equipment (cont'd)

		Leasehold Improvement			Leasehold Improvement
Cost:			**Cost:**		
At December 01, 2011	$	6,547	At December 01, 2010	$	6,547
Additions		-	Additions		-
Disposals		-	Disposals		-
At May 31, 2012		6,547	At November 30, 2011		6,547
Depreciation:			**Depreciation:**		
At December 01, 2011		4,910	At December 01, 2010		3,600
Charge for the period		818	Charge for the period		1,310
Eliminated on disposal		-	Eliminated on disposal		-
At May 31, 2012		5,728	At November 30, 2011		4,910
Net book value:			**Net book value:**		
At December 01, 2011		1,637	At December 01, 2010		2,947
At May 31, 2012	**$**	**818**	**At November 30, 2011**	**$**	**1,637**

		Vehicle			Vehicle
Cost:			**Cost:**		
At December 01, 2011	$	5,887	At December 01, 2010	$	5,887
Additions		-	Additions		-
Disposals		-	Disposals		-
At May 31, 2012		5,887	At November 30, 2011		5,887
Depreciation:			**Depreciation:**		
At December 01, 2011		3,435	At December 01, 2010		2,385
Charge for the period		246	Charge for the period		1,050
Eliminated on disposal		-	Eliminated on disposal		-
At May 31, 2012		3,681	At November 30, 2011		3,435
Net book value:			**Net book value:**		
At December 01, 2011		2,452	At December 01, 2010		3,502
At May 31, 2012	**$**	**2,208**	**At November 30, 2011**	**$**	**2,452**

6. Exploration and evaluation assets

Empire Mine Property, USA

On July 26, 2011, the Company exercised its options on exploration and lease agreements with two arm's length parties to earn a 100% operating interest in certain mining claims at the Empire Mine Property in Idaho, U.S.A. The lease has a term of 12 years.

Under the terms of the agreements, the Company must:

- Make annual royalty payments of US$57,000;
- Pay the annual holding fees to the Bureau of Land Management;
- Make an advanced royalty payment of US$30,000 by June 1, 2012;
- Complete the drilling of 4 core holes on the property and deliver the materials for analysis by September 1, 2012;
- Upon the completion of sufficient drilling to make the "initial reserves" calculation, make a payment of US$11,500 or issue the equivalent amount of the Company's common shares;

6. Exploration and evaluation assets (cont'd)

Empire Mine Property, USA (cont'd)

- Upon completion of resource calculations and delivering a copy to the underlying owners of the property, make a payment of US$31,500 or issue the equivalent amount of the Company's common shares;

- Complete a NI 43-101 report within 5 years; and make a payment of $US 51,500 or issue the equivalent amount of the Company's common shares; and Upon completion of a Record of Decision issued by the United States Forest Service or the completion of a Permit to Operate issued by the State of Idaho, make a payment of $US175,000 or issue the equivalent amount of the Company's common shares. On completion of a land exchange with the United States Forest Service make a payment of $US 50,000 or issue the equivalent amount of the Company's common shares.

- Upon commencement of commercial production, the property is subject to a 2.5 % NSR royalty which may be reduced to 1.5% for US$2,400,000.

On May 10, 2012 – Musgrove Minerals Corp announced that the TSX-V had approved an agreement with Konnex Resources Inc., whereby Konnex has been granted an option to acquire the Company's interest in its Empire Mine located in Idaho, USA.

Konnex has the exclusive right and option to acquire the Company's rights to the Empire Mine project by: (i) paying to the company a total of $1,490,000 (Cdn) cash plus (ii) $350,000 of Konnex stock. Production from the Empire Mine project will remain subject to a 2.5% net smelter return royalty ("NSR") to the underlying owners as well as a 2% NSR to the Company:

Certain other specific terms of the Agreement include:
1) To earn an initial 95%:
- $ 40,000 (paid)
- $ 200,000 payable on May 10, 2012, which was the date the Exchange accepts for filing a definitive agreement (the "Effective Date") (paid)
- $ 50,000 60 days after the Effective Date
- $ 250,000 on the earlier of the date that Konnex completes an initial public offering or 180 days after the Effective Date
- $ 725,000 on the earlier of the date that Konnex completes an initial public offering or 365 days after the Effective Date

2) Having earned the initial 95% interest, Konnex can earn the Company's remaining 5% carried interest by paying $225,000 to the Company on or before 18 months after the Effective Date.

The Company will retain a 2% NSR which can be purchased at any time up to 60 months from the Effective date for $ 5,000,000. the optionee will assume all further property payments and commitments on the Empire Mine Property commencing May 1, 2012 and has agreed to complete a work program of not less than $1,000,000 within 12 months of completing its initial public offering.

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

6. Exploration and evaluation assets (cont'd)

Musgrove Creek Property, USA

On June 13, 2007, the Company acquired the Musgrove Creek Property situated in the Cobalt Mining District, Lemhi County, Idaho, USA and, under the terms of the option agreement, the Company assumed the underlying lease agreement dated June 12, 2003 with respect to certain mineral claims that comprise the Musgrove Creek Property.

For certain claims' underlying the Musgrove Creek Property, the lease has a 10 year term and can be renewed for two successive terms of 10 years provided that the conditions of the lease are met. The Company is required to pay annual lease payments to the underlying lessor which progressively increase from US$25,000 paid on the third anniversary of the lease to a maximum of US$50,000 per year for the duration of the lease.

These claims are subject to an underlying 2% production royalty and a lump sum payment of US$1,000,000 upon completion of a feasibility study. In addition, the Company is required to incur minimum annual exploration expenditures of US$100,000 during the term of the lease. Provided in every period of five years the Company may omit to incur US$100,000 of exploration expenditures for one year. Any excess expenditure incurred in any year may be carried forward and credited to the subsequent year. As at November 30, 2011, the Company had paid a total of US$234,500 in lease payments to the underlying lessor.

As at November 31, 2011 the Company had not met the exploration expenditure requirement; however, the Company was not served with a default notice. During the current quarter, management reached an agreement with the optionor that as the Company had incurred qualified exploration expenditures in previous years in excess of the requirements for those years, that these excess expenditure could be carried forward to 2011. As a result, the Company's exploration commitment as at November 30, 2011 is considered fulfilled and the Company is not in default with respect to this option agreement as at November 30, 2011 and May 31, 2012.

The Company deposited a reclamation bond of US$5,800 (CDN$6,818) (2010 - $6,818) in April 2006 for future mineral claim site reclamation costs.

Charay Property, Mexico

On October 15, 2008, and as amended in May 2011, the Company entered into an option agreement to acquire a 100% interest in the Charay Property located in Sinaloa, Mexico. The Company needs to make the following cash payments and incur exploration expenditures in future years under the option agreement:

	Cash $	Cash (USD) $	Exploration Expenditures (USD) $
By March 1, 2012	-	-	575,000
By September 30, 2012	-	-	287,500
By November 30, 2012	125,000	851,000	
By November 20, 2013	-	1,566,300	-

Of the cash commitments, $57,500 had been paid as at November 30, 2011.

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

6. Exploration and evaluation assets (cont'd)

Charay Property, Mexico (cont'd)

The property is subject to a 2% net smelter royalty ("NSR") upon commencement of commercial production. On August 8, 2011, the Company entered into an option agreement with Westridge Resources Inc. ("Westridge") to option Westridge an 80% interest in the Charay property. This agreement was approved by the Exchange on January 26, 2012.

Under the terms of the agreement, Westridge had to:

- Assume the Company's $258,000 loan payable (Note 8) commencing January 26, 2012;
- Make cash payments in the aggregate of US$2,227,500 plus applicable IVA and $140,000 to the Company over the next two years commencing September 1, 2011 representing payments to be made by the Company listed above;
- Make cash payments of $450,000 to the Company over a two year period commencing January 26, 2013;
- Issue a total of 1,200,000 Westridge common shares to the Company over a two year period commencing January 26, 2012; and Fund work costs of $500,000 on the property by February 28, 2012.
- Westridge will have the right, up to January 26, 2017, to purchase the remaining 20% interest from the Company for $5,000,000.

As at May 31, 2012, the Company had received option payments of $900,890 cash from Westridge. At November 30, 2011 $476,609 option payments had been received. During Q1 and Q2 2012 an additional $424,281 option payments were received. In addition to the option payments, the Company received 400,000 common shares of Westridge on January 26, 2012 with a market value of $260,000.

The Company did not meet the requirement to incur USD 575,000 in exploration expenditures by March 1, 2012. In order to maintain the Company's good standing on the Charay Property, the Company paid the optionor 100,000 common shares of Westridge to settle the default on March 29, 2012.

Vianey Property, Mexico – Joint Venture

The Company had a 50% interest in the Vianey mine concession located in Guerrero State, Mexico. On June 7, 2011, the Company signed an agreement with Grand Peak Capital Corp. ("Grand Peak") to acquire the Company's 50% interest in the Vianey Property for $325,000. Grand Peak would pay $125,000 upon legal transfer of the concessions and two subsequent payments of $100,000 each on the anniversary date of transfer.

The Company recorded a loss on the sale of the property of $192,842.

	$
Net present value of cash consideration	287,600
Carrying value	480,442
Loss on sale of mineral property	192,842

Information on Vianey is presented here for comparative statement purposes only

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

6 Exploration and evaluation assets (cont'd)

	USA			USA		
	Empire Mine	**Musgrove Creek**	**Total for six month period ended May 31, 2012**	**Empire Mine**	**Musgrove Creek**	**Total for year ended Nov 30, 2011**
Property acquisition costs						
Balance, beginning of period	$ 147,475	$ 644,665	$ 792,140	$ -	$ 595,215	$ 595,215
Additions - Cash	44,750	-	44,750	147,475	49,450	196,925
Additions - Share		-	-	-	-	-
Write-down due to impairment		-	-	-	-	-
Balance, end of period	192,225	$ 644,665	$ 836,890	$ 147,475	$ 644,665	$ 792,140
Exploration and evaluation costs						
Balance, beginning of period	$ 1,106,651	$ 1,174,156	$ 2,280,807	$ -	$ 1,113,143	$ 1,113,143
Costs incurred during period:						
Assays	29,386	-	29,386	153	-	153
Drilling and related costs	-	-	-	164,973	-	164,973
Field and camp costs	-	-	-	586,719	31,744	618,463
Geological consulting	-	-	-	325,040	-	325,040
Regulatory & Admin	-	-	-	2,011	16,167	18,178
Staking & Maintenance	-	-	-	3,954	13,102	17,056
Travel and accommodation	-	-	-	23,801	-	23,801
	$ 1,136,037	$ 1,174,156	$ 2,310,193	$ 1,106,651	$ 1,174,156	$ 2,280,807
Recovery of costs during period:						
Exploration tax credits	-	-	-	-	-	-
Proceeds from JV	-	-	-	-	-	-
Other:						
Exploration tax credits	-	-	-	-	-	-
Sale of exploration and evaluation asset	(264,250)	-	(264,250)	-	-	-
Write-down due to impairment	-	-	-	-	-	-
Total	$ 1,064,012	$ 1,818,821	$ 2,882,833	$ 1,254,126	$ 1,818,820	$ 3,072,946

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

6 Exploration and evaluation assets (cont'd)

	Mexico			**Mexico**		
	Charay	**Vianey**	**Total for six month period ended May 31, 2012**	Charay	Vianey	**Total for year ended Nov 30, 2011**
Property acquisition costs						
Balance, beginning of period	$ 1,202,033	$ -	$ 1,202,033	$ 866,381	$ 246,640	$ 1,113,021
Additions - Cash	341,898	-	-	335,652	10,295	345,947
Additions - Penalty	44,000		67,000			
Balance, end of period	1,587,931	$ -	$ 1,269,033	$ 1,202,033	$ 256,935	$ 1,458,968
Exploration and evaluation costs						
Balance, beginning of period	$ 522,564	$ -	$ 522,564	$ 355,939	$ 204,280	$ 560,219
Costs incurred during period:						
Drilling and related costs	-	-	-	75,068	-	75,068
Field and camp costs	-	-	318,898	65,842	10,677	76,519
Geological consulting	-	-	-	23,315	2,550	25,865
Regulatory & Admin.	-	-	-	-	6,000	6,000
Staking & Maintenance	-	-	-	2,400	-	2,400
	$ 522,564	$	$ 841,462	$ 522,564	$ 223,507	$ 746,071
Recovery of costs during period:						
Exploration tax credits	-	-	-	-	-	-
Proceeds from JV	-	-	-		-	
Other:						
Sale of claim.		-	-		(480,442)	(480,442)
Opening balance option pmts.	(476,609)		(476,609)			
Option payments	(424,281)		(424,281)	(476,609)		(476,609)
Shares	(260,000)		(260,000			
Assignment	(258,000)	-	(258,000)			
		-				
Total	$ 691,604	$ -	$ 691,604	$ 1,247,988	$ -	$ 1,247,988
Mineral Properties Total	1,755,616	1,818,821	3,574,437	2,502,114	1,818,820	4,320,934

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

7. Payment receivable

		May 31, 2012		Nov 30, 2011
Payment receivable		162,600		162,600
Accretion		11,800		-
	$	174,400	$	162,600

The payment receivable relates to the sale of the Vianey property (Note 6). The balance due will be accreted on a quarterly basis over the two year term for payment. $90,200 of payment due in December 2012 has been transferred to current receivables.

8. Loans

		May 31, 2012		Nov 30, 2011
Loans		-		282,253
	$	-	$	282,253

On November 30, 2011 the Company carried $282,253 of loans and accrued interest. On January 26, 2012 the $258,000 loan in relation to the Charay Project in Mexico was assigned to Westridge and the accrued interest was subsequently paid.

On January 25, 2012, the Company entered into a loan agreement for $150,000. The loan accrued interest at 12% per annum and was due July 30, 2012. The loan was secured by the Company's interest in the Musgrove Creek Property. This loan was repaid during the period ended May 31, 2012.

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9. Share capital

Authorized share capital

Unlimited number of common shares without par value:

The Company received shareholder approval to consolidate its shares on a 5 to 1 basis. All references to common shares, share purchase warrants, stock options, and per share amounts for all periods have been adjusted on a retrospective basis to reflect the common share consolidation.

Issued share capital

During the quarter ended May 31, 2012, upon the completion of the private placement discussed in below, the Company issued 2,600,000 common shares and 2,600,000 share purchase warrants to account for the $239,726 subscription received during the quarter ended May 31, 2012. The market price of the Company's common share on May 31, 2012 was $0.11/share. At May 31, 2012 there were 15,564,374 issued common shares (November 30, 2011 – 8,116,792). They are fully paid except for 3,836,377 shares, which were paid for subsequent to the quarter end (Note 14)

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

9. Share capital (cont'd)

Private placements

On May 30, 2012 the Company announced that it has received approval from the TSX Venture Exchange and closed its non-brokered private placement of 6,500,000 Units at a price of $0.09 per Unit for gross proceeds of $585,000.00. Each Unit is comprised of one common share in the capital of the Company and one share purchase warrant (the "Unit") with each share purchase warrant exercisable to purchase one additional share over a two year period at a price of $0.12 per share; however, if the shares of the Company trade at $0.35 or greater for a period of ten consecutive trading days, the Company may, upon notice to the warrant holders, shorten the exercise period to 30 days from the date of the notice.

The following entities and individuals that are either insiders or professionals have purchased units in this Private Placement: Rana Vig 600,000; Accretive Capital (Martin Bernholtz) 500,000; Norman Brewster 125,000; Gary Singh 653,333. Proceeds will be used for general working capital purposes.

Shares for debt

On February 16th, 2012, the Company received approval from the Exchange to settle outstanding debt of $473,790 by issuing 947,580 shares having a deemed value of $0.50 each.

Basic and diluted loss per share

The calculation of basic and diluted loss per share of $0.02 for the six month period ended May 31, 2012 was based on the loss attributable to common shareholders of $179,037 and weighted average number of shares being 8,316,692. For the same period in 2011, the loss being $1,322,701, the weighted average number of common shares outstanding being 5,488,659 and the loss per share was $0.24. The calculation of diluted loss per share did not include the effect of stock options and share purchase warrants as their effects would be anti-dilutive.

Stock options

The Company has adopted a stock option plan whereby the Company may from time to time in accordance with the TSX Venture Exchange ("Exchange") requirements grant to directors, officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position. As at May 31, 2012 the Company had 403,750 options outstanding and exercisable with a weighted average price of $1.46, weighted average remaining life of 3.5 years. Breakdown is as follows:

Number	Exercise Price	Expiry Date
2,500	$12.00	November 13,2012
3,750	$12.80	February 01, 2013
20,000	$4.00	April 02, 2014
17,500	$4.00	June 01, 2014
360,000	$1.00	February 15, 2016
403,750		

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

9. Share capital (cont'd)

Stock options (cont'd)

Continuity of the Company's stock option is as follows:

	May 31, 2012	November 30, 2011
	Number of options	Number of options
Options outstanding, beginning of period	407,500	57,500
Options granted	-	360,000
Options exercised	-	-
Options expired	(3,750)	(2,500)
Options forfeited		(7,500)
Options outstanding, end of period	403,750	407,500
Options exercisable,	403,750	407,500

The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions:

Options	Nov 30, 2011
Expected life	5 years
Annualized volatility	179%
Risk-free interest rate	2.32%
Dividend rate	0

Share Purchase Warrants

(a)

Number of Warrants		Exercise Price	Expiry Date
946,076	$	1.00	July 5, 2013
6,500,000	$	0.12	May 31,2014
7,446,607			

(b)

	May 31, 2012 Number of Warrants		Weighted Average Exercise Price	Weighted Average Remaining Life(Years)
Balance, Nov 30, 2011	3,912,531	$	$2.4	.07
Issued	6,500,000		0.12	2.0
Exercised	-		-	-
Expired	(2,966,455)			-
Balance,	7,446,607	$	0.23	1.88

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

9. Share capital (cont'd)

Share Purchase Warrants (cont'd)

The Company has allocated $208,700 to the Company's reserve to account for the warrants issued in the private placement closed on May 30, 2012. The allocation is made based on the fair value of the warrants relative to the market value of the Company's shares on May 30, 2012. The Company estimated the fair value of the Company's warrants using the Black-Scholes fair value pricing model with the following assumptions:

Warrants	May 31, 2012	November 30, 2011
Expected life	2 yrs.	1-2 years
Annualized volatility	112%	241%
Risk-free interest rate	1.31%	1.55%
Dividend rate	0	0

10. Reserves

Stock option reserve

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

	May 31, 2012	November 30, 2011
Balance at beginning of year	$1,968,249	$1,517,900
Value of options granted	-	450,349
Exercise of options	-	-
	$ 1,968,249	$1,968,249

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Warrant reserve

The stock warrant reserve records items recognized as warrants until such time that they are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount recorded is transferred to capital.

	May 31, 2012	November 30, 2011
Balance at beginning of year	$ 2,779,014	$1,448,746
Value of warrants granted	208,700	1,330,268
Exercise of warrants	-	-
Expiry of warrants	(2,327,241)	-
	$ 660,473	$2,779,014

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(Expressed in Canadian dollars - unaudited) (Amended and Restated)

11. Related party transactions

Related party balances

The following amounts due to related parties are included in payables:

		May 31 2012	November 30,2011
Companies controlled by directors	$	-	$15,000

Transactions

Related party transactions not disclosed elsewhere in these financial statements are as follows:

The Company incurred the following transactions with companies that are controlled by the Company's chief executive officer (also a director of the Company).

		Three-month period ended		
		May 31, 2012		May 31, 2011
Management fees	$	30,000	$	25,500

		Six-month period ended		
		May 31, 2012		May 31, 2011
Stock-based compensation	$	-	$	62,500
Management and consulting		45,000		46,250
	$	45,000	$	108,750

During the six months period ended May 31, 2012, the Company did not paid or grant any short-term employee benefits, post-employment benefits, other long-term benefits, termination benefits, and share-based payment to the Company's management.

During the first quarter of 2011, the current CEO was granted 50,000 (post-5-to-1-consolidation) stock options with a fair value of $62,500.

12. Contingency

The Company has no contingencies.

13. Transition to IFRS

As result of the Accounting Standards Board of Canada's decision to adopt IFRS for publicly accountable entities for financial reporting periods beginning on or after January 1, 2011, the Company adopted IFRS commencing December 1, 2011. The interim financial statements for the three months ended February 28, 2012 was the Company's first interim financial statements prepared in accordance with IFRS. The Company previously applied the available standards under previous Canadian GAAP that were issued by the Accounting Standards Board of Canada.

As required by IFRS 1 "First-time Adoption of International Financial Reporting Standards", December 1, 2010 has been considered to be the date of transition("Transition Date") to IFRS by the Company. Therefore, the comparative figures that were previously reported under previous Canadian GAAP have been restated in accordance with IFRS.

The Company has applied the following optional transition exemptions (provided by IFRS1) to full retrospective application of IFRS:

IFRS 3 "Business Combinations" has not been applied to acquisitions of subsidiaries or of interests in associates and joint ventures that occurred before January 1, 2010.

IFRS 2 "Share-based Payment" has not been applied to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the later of the date of transition to IFRS and January 1, 2005. The Company has elected not to apply IFRS 2 to awards that vested prior to December 1, 2010, which have been accounted for in accordance with Canadian GAAP.

Impact of IFRS transition are as follows:

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

13. Transition to IFRS (cont'd)

Reconciliation of statements of financial position

		As at Nov 30, 2011			As at Dec 01, 2010		
	Notes	**Canadian GAAP**	**Effect of Transition**	**IFRS**	**Canadian GAAP**	**Effect of Transition**	**IFRS**
ASSETS						(i)	
Current assets		-	-	-	-	-	-
Non-current assets							
Exploration and evaluation assets		-	-	-	3,381,598	(164,750)	3,216,848
			-			-	
TOTAL ASSETS		**$ 4,706,093**	**$ -**	**$ 4,706,093**	**$ 3,503,406**	**$ (164,750)**	**$ 3,338,656**

		As at Nov 30, 2010			As at Dec 01, 2010		
	Notes	**Canadian GAAP**	**Effect of Transition**	**IFRS**	**Canadian GAAP**	**Effect of Transition**	**IFRS**
LIABILITIES						(i)	
Current liabilities							
Non-current liabilities							
Deferred gain on contribution		-	-	-	164,750	(164,750)	-
			-			-	
TOTAL LIABILITIES					**2,316,500**	**(164,750)**	**2,151,750**
			(ii)			(ii)	
SHAREHOLDERS' EQUITY							
Contributed surplus		4,747,263	(4,747,263)	-	2,966,646	(2,966,646)	-
Reserves		-	4,747,263	4,747,263	-	2,966,646	2,966,646
		3,607,942		**3,607,942**	**1,187,207**		**1,187,207**
TOTAL LIABILITIES AND SHARESHOLDER'S EQUITY		**$ 4,706,093**	**$ -**	**$ 4,706,093**	**$ 3,503,406**	**$ (164,750)**	**$ 3,338,656**

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

13. Transition to IFRS (cont'd)

2) The Canadian GAAP statement of income (loss) and comprehensive income (loss) for the six months ended May 31, 2011 and year ended Nov 30 2011 has been reconciled to IFRS as follows:

	Six Months Ending			Year Ending	
	May 31 2011	Effects of IFRS	May 31 2011	Nov 30 2011	Nov 30 2011
	CGAAP		IFRS	CGAAP	IFRS
	$	$	$	$	$
OPERATING EXPENSES					
Stock based compensation	450,349	-	450,349	450,349	450,349
Loss before other items	1,452,785	-	1,452,785	1,653,167	1,653,167
Other expenses (income)	(130,084)	-	(130,084)	(40,788)	(40,788)
Loss and comprehensive loss for the period	(1,322,701)	-	(1,322,701)	(1,612,379)	(1,612,379)

Reconciliation of cash flows for the six month period ended May31, 2011

	Notes	Canadian GAAP	Effect of Transition	IFRS
Operating activities				
Loss before income taxes		(1,322,701)		(1,322,701)
Stock based compensation		450,349	-	450,349
Net cash flows from (used in) operating activities		(1,099,203)	-	(1,099,203)
Investing activities				
Net cash flows from (used in) investing activities		(291,027)	-	(291,027)
Financing activities				
Net cash flows from (used in) financing activities		1,504,536	-	1,504,536
Increase (decrease) in cash and cash equivalents		114,306	-	114,306
Cash, beginning		2,418	-	2,418
Cash, ending		**$ 116,724**	**$**	**$ 116,724**

(Expressed in Canadian dollars - unaudited) (Amended and Restated)

13. Transition to IFRS (cont'd)

Reconciliation of statements of change in equity

	May 31, 2011	**Dec 01, 2010**
Equity previously reported under Canadian GAAP	**2,810,491**	**1,187,207**
Adjustments upon adoption of IFRS:		
No adjustments beside cumulative surplus to reserves upon adoption of IFRS	-	-
Equity reported under IFRS	**2,810,491**	**$1,187,207**

Notes to reconciliations

(i) Assets and Liabilities

Under Canadian CAAP, a deferred gain on contribution in connection with the Company's Vianey Property (Note 6) was set up as a liability, with the debit going to exploration and development assets in prior year. This was reversed upon adoption of IFRS.

(ii) Reserves

Under Canadian GAAP, amounts recorded in relation to the fair value of stock options granted and warrants issued were recorded to contributed surplus. Under IFRS, these amounts have been reclassified as reserves.

14 Subsequent Events

Subsequent to May 31, 2012 the Company received $345,274, which was subscription receivable on the private placement closed on May 30, 2012.

15 Cash Flow Statements Supplementary Information

Supplementary information to the condensed interim consolidated cash flow statements for the three and six months ended May 31, 2012 is as follows:

Non-cash transactions

a) The Company issued 4,737,900 common shares in exchange for the debt settlement of $473,790 accounts payable on February 6, 2012.
b) The Company received 400,000 common shares of Westridge with the market value of $260,000 which is part of the proceeds for optioning Westridge 80% interest in the Company's Charay Property (Note 6)
c) $44,000 non-cash acquisition cost was added to the Company's Charay Property to account for the transfer of 100,000 shares of Westridge to the optionor of the Charay Property (Note 4 and 6)
d) The Company recorded an un-realized loss of $84,000 to its comprehensive loss to account for the decrease in market value for the marketable securities on hand (Note 4)

Various expense paid by cash

The Company paid $9,227 and $33,480 by during cash during the three and six months ended May 31, 2012. No income taxes expenses were incurred and paid during the three and six months ended May 31, 2012.