VIPER GOLD LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the Nine Months Ended September 30, 2012 and 2011

(Unaudited – Expressed in Canadian Dollars)

Notice to Readers:

These unaudited condensed interim financial statements of Viper Gold Ltd. (the “Company”) have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - *Continuous Disclosure Obligations.*

Viper Gold Ltd.

Condensed Interim Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

	Notes	As at September 30, 2012	As at December 31, 2011
Assets			
Current assets			
Cash		$ 28,641	$ 98,813
Amounts receivable		12,614	43,004
Prepaid expenses and deposits		2,635	10,572
Total current assets		43,890	152,389
Equipment	*5*	1,367	2,132
Exploration and evaluation assets	*6*	1,214,112	1,171,592
Total assets		$ 1,259,369	$ 1,326,113
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	*13*	$ 29,474	$ 42,591
Shareholders' Equity			
Share capital	*7*	1,529,071	1,487,051
Warrants	*7*	321,603	396,738
Share-based payments reserve	8	155,117	174,717
Deficit		(775,896)	(774,984)
Total equity		1,229,895	1,283,522
Total liabilities and equity		$ 1,259,369	$ 1,326,113

Going concern (note 2)

Commitments and contingencies (notes 6 and12)

Approved on Behalf of the Board:

Joseph Del Campo	*Paul C. Davis*
Director	Director

The accompanying notes are an integral part of these condensed interim financial statements.

Viper Gold Ltd.

Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

		For the three months ended September 30,		For the nine months ended September 30,	
	Notes	**2012**	**2011**	**2012**	**2011**
Expenses					
Share-based payments	*8*	$ -	$ -	$ -	$ 139,314
General and administrative expenses		12,024	25,924	36,389	138,703
Professional and consulting fees		27,312	26,543	58,493	100,858
Depreciation		255	104	765	312
Total expenses		39,591	52,571	95,647	379,187
Net loss before income taxes		(39,591)	(52,571)	(95,647)	(379,187)
Deferred income tax recovery		10,519	-	10,519	-
Net loss and comprehensive loss for the period		$ (29,072)	$ (52,571)	$ (85,128)	$ (379,187)
Basic and diluted loss per share	*9*	$ (0.00)	$ -	$ (0.01)	$ (0.03)
Weighted average number of common shares		12,632,833	12,105,000	12,608,711	11,905,000

The accompanying notes are an integral part of these condensed interim financial statements.

Viper Gold Inc.

Condensed Interim Statements of Changes in Equity

(Unaudited - Expressed in Canadian Dollars)

	Notes	Capital stock: Number of shares	Capital stock: Amount	Warrants	Share-based payments reserve	Deficit	Total Equity
Balance at December 31, 2011		12,205,000	$ 1,487,051	$ 396,738	$ 174,717	$ (774,984)	$ 1,283,522
Issued to for mineral properties	7 (a)(i)	567,000	42,020	-	-	-	42,020
Expiry of warrants		-	-	(75,135)	-	75,135	-
Expiry of options		-	-	-	(19,600)	19,600	-
Tax on expired warrants		-	-	-	-	(10,519)	(10,519)
Net loss		-	-	-	-	(85,128)	(85,128)
Balance at September 30, 2012		12,772,000	$ 1,529,071	$ 321,603	$ 155,117	$ (775,896)	$ 1,229,895
Balance at December 31, 2010		11,705,000	$ 1,375,051	$ 422,583	$ 44,582	$ (242,785)	$ 1,599,431
Issued to for mineral properties	7 (a)(i)	500,000	112,000	-	-	-	112,000
Expiry of warrants		-	-	(4,919)	4,919	-	-
Share-based payments	8	-	-	-	139,314	-	139,314
Net loss		-	-	-	-	(379,187)	(379,187)
Balance at September 30, 2011		12,205,000	$ 1,487,051	$ 417,664	$ 188,815	$ (621,972)	$ 1,471,558

The accompanying notes are an integral part of these condensed interim financial statements.

Viper Gold Ltd.
Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

		For the nine months ended September 30,	
	Notes	**2012**	**2011**
Cash flows from operating activities			
Net loss for the period		$ (85,128)	$ (379,187)
Adjustments to reconcile net loss to net cash flows:			
Non-cash adjustments:			
Depreciation		765	312
Deferred income tax recovery		(10,519)	-
Share-based payments	*8*	-	139,314
		(94,882)	(239,561)
Working capital adjustments:			
Decrease (increase) in amounts receivable		30,390	(17,294)
Decrease in prepaid expenses		7,937	6,416
(Decrease) increase in accounts payable and accrued liabilities		(13,117)	11,946
Net cash flows (used in) operating activities		(69,672)	(238,493)
Cash flows used in investing activities			
Purchase of equipment		-	(1,797)
Exploration and evaluation assets		(500)	(801,543)
Net cash flows used in investing activities		(500)	(803,340)
Net cash flows from financing activities		-	-
Net (decrease) increase in cash and cash equivalents		(70,172)	(1,041,833)
Cash and cash equivalents - Beginning of period		98,813	1,323,599
Cash and cash equivalents - End of the period		$ 28,641	$ 281,766
Supplemental information:			
Common shares issued for interest in exploration properties	*7 (a)(i)*	$ 42,020	$ 112,000
Interest paid		$ -	$ -

The accompanying notes are an integral part of these condensed interim financial statements.

1. NATURE OF OPERATIONS

Viper Gold Ltd. (the "Company") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on January 29, 2008 under the name Leboldus Capital Inc. Until August 19, 2010, the Company was classified as a capital pool company as defined by TSX Venture Exchange (the "TSXV") Policy 2.4. During the year ended December 31, 2010, the Company completed its Qualifying Transaction, namely, the optioning of the Corongo Property as described in Note 6. The Company is a public corporation whose shares are listed and posted for trading on the TSXV under the symbol "VPR". The Company is in the business of acquiring and exploring mineral properties with a view to finding and developing mineable deposits of precious and base metals.

The address of the Company's executive office is: First Canadian Place, Suite 5700, 100 King Street West, Toronto, Ontario, M5X 1C7, Canada.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write downs of the carrying values. The Company's interest in the Corongo Property is located outside of Canada and is subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations, and political uncertainties.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current state of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory and environmental requirements.

2. GOING CONCERN

The Company is in the exploration and evaluation stage and has an interest in certain mineral claims in Peru and Canada, from which no revenue has yet been generated. The exploration and development of mineral properties involves significant financial risk, with recoverability of costs incurred being subject to future profitable production from economically recoverable reserves and/or financing through issuance of shares or sale of property interests.

These condensed interim financial statements have been prepared on a going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business at amounts different from those in these financial statements. Such adjustments could be material. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet ongoing administration expenses and related liabilities as they fall due.

3. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed 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 Standards ("IAS") 34, *Interim Financial Reporting.* These condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjuction with the Company's audited annual financial statements for the year ended December 31, 2011, which have been prepared in accordance with IFRS.

These condensed interim financial statements were approved and authorized for issue by the Board of Directors on November 12, 2012.

(b) Basis of preparation

These condensed interim financial statements are presented in Canadian dollars. The financial statements are prepared on the historical cost basis. In addition, these financial statements are prepared using the accrual basis of accounting except for cash flow information.

(c) Recent accounting pronouncements

Certain pronouncements were issued by the International Accounting Standards Board ("IASB") or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods after July 1, 2012 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded from the discussion below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

- IFRS 9 - *Financial instruments* ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013. IASB has proposed to move the effective date of IFRS 9 to January 1, 2015.

3. BASIS OF PRESENTATION (continued)

(c) Recent accounting pronouncements (continued)

- IFRS 10 - *Consolidated financial statements* ("IFRS 10") was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's return. IFRS 10 is effective for annual period beginning on or after January 1, 2013. Earlier adoption is permitted.

- IFRS 11 - *Joint arrangements* ("IFRS 11") was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

- IFRS 12 - *Disclosure of interests in other entities* ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

- IFRS 13 - *Fair value measurement* ("IFRS 13") was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRSs. The key points of IFRS 13 are as follows:

  - fair value is measured using the price in a principal market for the asset or liability, or in the absence of a principal market, the most advantageous market;
  - financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity's net risk exposure;
  - disclosures regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
  - a quantitative sensitivity analysis must be provided for financial instrument measured at fair value;
  - a narrative must be provided discussing the sensitivity fair value measurements categorized under Level 3 of the fair value hierarchy to significant unobservable inputs; and
  - information must be provided on an entity's valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

  IFRS 13 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

3. BASIS OF PRESENTATION (continued)

(d) Significant accounting judgments and use of estimates

The preparation of these condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. Capitalization of exploration and evaluation costs
Management has determined that exploration and evaluation costs incurred during the year have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits. See note 6 for details of capitalized exploration and evaluation costs.

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

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

(Unaudited - Expressed in Canadian dollars)

3. BASIS OF PRESENTATION (continued)

(d) Significant accounting judgments and use of estimates (continued)

iv. Impairment of exploration and evaluation assets

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

v. Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws. Future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

4. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these condensed interim financial statements are summarized in the audited financial statements of the Company for the year ended December 31, 2011. These condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2011.

5. EQUIPMENT

	Cost	Accumulated depreciation	Net book value
As at September 30, 2012	$ 3,056	$ 1,689	$ 1,367
As at December 31, 2011	$ 3,056	$ 924	$ 2,132

(Unaudited - Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSETS

	Balance December 31, 2010	2011 Additions	2011 Write-Offs	Balance December 31, 2011	2012 Additions	Balance September 30, 2012
Corongo Property	$ 330,982	$ 793,901	$ -	$ 1,124,883	$ 32,000	$ 1,156,883
Grindstone Creek Property	$ -	$ -	$ -	-	10,020	10,020
Campbell Lake Property	-	88,395	(88,395)	-	-	-
Currie-Bowman Property	-	46,709	-	46,709	500	47,209
	$ 330,982	$ 929,005	$ (88,395)	$ 1,171,592	$ 42,520	$ 1,214,112

Corongo:

On March 17, 2010, the Company entered into an option agreement ("Option Agreement") with Duran Ventures Inc. ("Duran"), an arm's length resources company, and its subsidiary Minera Aguila de Oro S.A.C. ("Minera"), providing for the right to acquire a 50% interest in certain mineral claims comprising a prospective gold property known as the Corongo Property in Peru. The Option Agreement was subsequently amended June 22, 2010 and August 5, 2010. The Option Agreement, as amended, provides for the acquisition of a 50% interest in certain mineral claims comprising the Corongo Property in consideration for: (i) the payment of US$25,000 ($25,247 paid) in cash upon execution of the Agreement, (ii) the Company incurring not less than US$1,000,000 in exploration expenditures on the Corongo Property (US$1,000,000 has been incurred) prior to March 10, 2012; and (iii) the issuance of 1,000,000 common shares in the capital of the Company as to: (a) 300,000 common shares on or prior to the closing of the Qualifying Transaction (issued and valued at $45,000); (b) 300,000 common shares on or prior to March 10, 2011 (issued and valued at $72,000); and (c) 400,000 common shares on or prior to March 10, 2012 (issued and valued at $32,000). The Company is the operator of the project.

Grindstone Creek:

On July 31, 2012, the Company entered into an option agreement (the “Agreement”) with Kinross Gold Corporation (“Kinross”) and Selkirk Metals Corp.(“Selkirk”), a wholly owned subsidiary of Imperial Metals Corporation on the Currie-Bowman Property, located 54 kilometres east of Timmins Ontario (the “Grindstone Creek Property”). Pursuant to the Agreement the Company can acquire 100% interest in the Grindstone Creek Property by earning 100% of the 60% participating interest currently held by Kinross and 100% of the 40% interest held by Selkirk. The option requires expenditures totalling $375,000 over 2 years, with the first $125,000 committed to be expended during the first year of the Agreement in addition to staged share payments totalling 667,000 common shares of the Company, of which 167,000 were due within 10 days of completing a 30 day due diligence period (issued and valued at $10,020). Kinross retains a 1% NSR and Selkirk retains a 0.67% NSR, 50% (or 0.835%) of which can be purchased by the Company for a total of $835,000.

(Unaudited - Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

Campbell Lake:

On August 15, 2011, the Company entered into a property option agreement with a local prospector (the "Vendor"), whereby the Company could acquire an undivided 100% interest in certain unpatented mining claims known as the Campbell Lake Property, consisting of 96 claim units in northeastern Ontario. The Company could have earned a 100% interest over a two-year period by making option payments totaling $100,000 ($10,000 has been paid) and issuing 600,000 common shares (200,000 issued and valued at $40,000). The Vendor was to retain a 2% Net Smelter Royalty, 1% of which could have been purchased by the Company for $1,000,000.

On February 15, 2012, the Company terminated the option agreement on this property with the Vendor and has written off all expenditures of $88,395 incurred on the property.

Currie-Bowman:

On August 8, 2011, the Company staked 369 unpatented mining claims in northern Ontario. The Company holds a 100% interest in the staked mining claims, which are valid for two years from the date of recording, and can be held for additional years by completing a minimum of $400 of work per 16 hectare unit per year.

7. SHARE CAPITAL AND OTHER EQUITY

(a) Authorized, issued and outstanding shares

Authorized:
- unlimited number of common shares without par value
- unlimited number of preferred shares issuable in series

Issued:
12,772,000 and 12,205,000 common shares as at September 30, 2012 and December 31, 2011, respectively.

Transactions during the first nine months of 2012 and for the year ended December 31, 2011 are as follows:

	Number of Shares	Amount
Balance, December 31, 2010	11,705,000	$1,375,051
Corongo option agreement *(i)*	300,000	72,000
Campbell Lake option agreement *(i)*	200,000	40,000
Balance, December 31, 2011	12,205,000	$1,487,051
Corongo option agreement *(i)*	400,000	32,000
Grindstone option agreement *(i)*	167,000	10,020
Balance, September 30, 2012	12,772,000	$1,529,071

(Unaudited - Expressed in Canadian dollars)

7. SHARE CAPITAL AND OTHER EQUITY (continued)

(i) Shares issued for mineral exploration properties

On March 10, 2011, the Company issued 300,000 common shares valued at $0.24 per share (being the market value on the date of issue) to Duran pursuant to the Option Agreement (see Note 6).

On August 15, 2011, the Company issued 200,000 common shares valued at $0.20 per share (being the market value on the date of issue) pursuant to the option agreement on the Campbell Lake Property (see Note 6).

On January 24, 2012, the Company issued 400,000 common shares valued at $0.08 per share (being the market value on the date of issue) to Duran pursuant to the Option Agreement (see Note 6).

On September 21, 2012, the Company issued 167,000 common shares valued at $0.06 per share (being the market value on the date of issue) pursuant to the option agreement on the Grindstone Creek Property (see Note 6).

(b) Warrants

Details of common share purchase warrants outstanding at September 30, 2012 are as follows:

	Number of Warrants	Exercise price	Expiry date
Share purchase warrants			
Issued on private placement	5,155,000	$0.30	December 17, 2012
	5,155,000		

Common share purchase warrant transactions during the nine months ended September 30, 2012 and for the year ended December 31, 2011 are as follows:

	September 30, 2012			December 31, 2011		
	Number of Warrants	Weighted average exercise price	Fair Value	Number of Warrants	Weighted average exercise price	Fair Value
Outstanding – beginning of the year	6,905,000	$ 0.33	$ 396,738	7,418,200	$ 0.32	$ 422,583
Issued	-	-	-	-	-	-
Expired	(1,750,000)	0.40	(75,135)	(513,200)	0.24	(25,845)
Outstanding – end of the period	5,155,000	$ 0.30	$ 321,603	6,905,000	$ 0.33	$ 396,738

The weighted average remaining contractual life of the issued and outstanding warrants as at September 30, 2012 was 2.5 months.

(Unaudited - Expressed in Canadian dollars)

8. SHARE - BASED PAYMENTS – SHARE OPTION PLAN

The Company has adopted a stock option plan (the "Plan") for its directors, officers, employees and consultants to acquire common shares of the Company at a price determined by the fair market value of the shares at the date immediately preceding the date on which the option is granted. The terms and conditions of the options are determined by the Board of Directors.

The aggregate number of common stock options shall not exceed 10% of the issued and outstanding common shares of the Company, with no one individual being granted more than 5% of the issued and outstanding common shares. In addition, the exercise price of options granted under the plan shall not be lower than the exercise price permitted by the TSX Venture Exchange, and all options granted under the plan will have a term not to exceed five years.

A summary of the status of the Plan as at September 30, 2012 and December 31, 2011, and changes during periods ended on those dates are presented below:

	September 30, 2012		December 31, 2011	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Outstanding – beginning of the year	1,006,000	$0.30	500,000	$0.20
Granted	-	-	581,000	$0.38
Forfeited	-	-	(12,500)	$0.40
Expired	(100,000)	$0.26	(62,500)	$0.24
Outstanding – end of the period	906,000	$0.30	1,006,000	$0.30

As at September 30, 2012, the Company had stock options issued to directors, officers, employees and consultants of the Company outstanding as follows:

Date of grant	Number of options	Exercisable	Exercise price	Expiry date	Weighted average remaining contractual life
July 10, 2008	250,000	250,000	$0.20	July 10, 2013	0.79 years
August 17, 2010	200,000	200,000	$0.20	August 17, 2015	2.87 years
January 26, 2011	456,000	456,000	$0.40	January 26, 2016	3.33 years
	906,000	906,000			2.53 years

No options were granted during the nine month period ended September 30, 2012.

(Unaudited - Expressed in Canadian dollars)

8. SHARE - BASED PAYMENTS – SHARE OPTION PLAN (continued)

On January 26, 2011, the Company granted a total of 481,000 stock options to directors, officers and a consultant of the Company, exercisable at a price of $0.40 per common share for a period of five years from the date of grant. The 456,000 options granted to directors and officers vested immediately. The 25,000 options granted to the consultant vested as to ¼ on each of the 3rd, 6th, 9th, and 12th month anniversaries of the date of grant. The 25,000 options have expired unexercised in 2011.

On March 29, 2011, the Company granted options to a director of the Company to acquire an aggregate of 100,000 stock options, exercisable at a price of $0.26 per common share for a period of five years from the date of grant, all of which vested immediately. These options expired unexcersided.

The grant date fair value of the options granted in the year ended December 31, 2011 was estimated to be $139,870. This amount was recognized as a share-based payment expense in the year ended December 31, 2011 as substantially all of the options vested immediately. The related credit is included in the share-based payments reserve.

The fair value of the options granted was determined using the Black-Scholes option pricing model, using the following range of assumptions:

	2011
Risk-free interest rate	2.56% - 2.71%
Expected life	5 years
Expected volatility	100%
Dividend yield	nil
Exercise price	$0.26 - $0.40
Grant date fair value per option	$0.20 - $0.25

9. LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the net loss attributable to common shareholders by the weighted average number of ordinary shares in issue during the period.

	For the three months ended September 30,		For the nine months ended September 30,	
	2012	**2011**	**2012**	**2011**
Net loss attributable to common shareholders	$ (29,072)	$ (52,571)	$ (85,128)	$ (379,187)
Weighted average number of ordinary shares in issue	12,632,833	12,105,000	12,608,711	11,905,000
Basic loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.03)

(b) Diluted

Diluted loss per share has not been presented as issued and outstanding warrants and options are considered to be anti-dilutive.

10. FINANCIAL RISK MANAGEMENT

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous year.

(a) Credit risk management

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivables. Cash is held with a reputable Canadian financial institution, from which management believes the risk of loss is remote. Financial instruments included in amounts receivable consists of harmonized sales tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is minimal.

(b) Liquidity risk

As at September 30, 2012, the Company had working capital of $14,416 (December 31, 2011 - $109,798). The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

(c) Market risk

At the present time, the Company does not hold any interest in a mining property that is in production. The Company's viability and potential success depends on its ability to develop, exploit, and generate revenue from the development of mineral deposits. Revenue, cash flow, and profits from any future mining operations in which the Company is involved will be influenced by precious and/or base metal prices and by the relationship of such prices to productions costs. Such prices can fluctuate widely and are affected by numerous factors beyond the Company's control.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency rates. The Company is required to make all exploration expenditures required under the Corongo Option Agreement in US dollars (Note 6). As at September 30, 2012, the Company had cash balances of $629 (December 31, 2011 - $972) in U.S. dollars.

Sensitivity to a plus or minus 5% change in the foreign exchange rate would not have had a material effect to the net loss for the nine month period ended September 30, 2012.

The Company does not undertake currency hedging activities to mitigate its foreign currency risk.

(e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances and currently does not carry interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its financial institutions. It is management's opinion that the Company is not exposed to significant interest rate risk.

(Unaudited - Expressed in Canadian dollars)

10. FINANCIAL RISK MANAGEMENT (continued)

(f) Commodity price risk

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals.

(g) Fair value of financial assets and liabilities

The book values of the cash, amounts receivable, and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments.

The fair values together with the carrying amounts shown in the statements of financial position are as follows:

	As at September 30, 2012		As at December 31, 2011	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash	$ 28,641	$ 28,641	$ 98,813	$ 98,813
Amounts receivable	12,614	12,614	43,004	43,004
Accounts payable and accrued liabilities	(29,474)	(29,474)	(42,591)	(42,591)

11. CAPITAL RISK MANAGEMENT

The Company defines capital as Shareholders' Equity which at September 30, 2012 was $1,229,895 (December 31, 2011 - $1,283,522). The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support its exploration, development and operations activities.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties and maximize shareholder returns. The Company satisfies its capital requirements through careful management of its cash resources and by utilizing bank indebtedness or equity issues, as necessary, based on the prevalent economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets. As at September 30, 2012 and December 31, 2011, the Company had no bank debt.

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the nine month period ended September 30, 2012 and for the year ended December 31, 2011. The Company is not subject to externally imposed capital requirements.

(Unaudited - Expressed in Canadian dollars)

12. COMMITMENTS AND CONTINGENCIES

(a) Consulting agreements

On August 31, 2012, the Company entered into a consulting agreement with Paul C. Davis, the Company's President and Chief Executive Officer, to provide management services to the Company. The Company will pay Mr. Davis a per diem rate of $650 to a maximum of $4,000 monthly, along with a vehicle allowance of $55 per day to a maximum of $330 per month. The agreement is for a one year term, expiring August 31, 2013.

On January 1, 2012, the Company entered into a consulting agreement with Joseph Del Campo, the Company's Interim Chief Financial Officer, to provide management services to the Company. The Company will pay Mr. Del Campo a monthly fee of $1,000. The agreement is for a one year term, expiring December 31, 2012.

(b) Office lease commitment

On February 14, 2011, the Company entered into a lease agreement for office space commencing May 1, 2011. The term of the lease is for a period of two years, expiring on April 30, 2013. As part of the agreement, the Company paid a rental deposit of $1,233 to be applied to the first rental payment due and an additional $1,253 to be held as a security deposit. Future minimum rental payments under this lease are as follows:

October 1, 2012 – December 31, 2012	$ 3,758
January 1, 2013 – April 1, 2013	$ 3,758
	$ 7,516

(c) Environmental matters

The Company currently has an interest in exploration properties in Peru and Canada. The enforcement of environmental regulation in Peru is evolving and the enforcement posture of government authorities is continually being reconsidered. The Company periodically evaluates its obligations under environmental regulations.

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

(Unaudited - Expressed in Canadian dollars)

13. COMPENSATION OF KEY MANAGEMENT AND RELATED PARTY TRANSACTIONS

The remuneration of directors and members of key management personnel during the nine month period ended September 30, 2012 and 2011 was as follows:

	2012	2011
Aggregate compensation	$ 44,100	$ 44,100
Share-based payments	$ -	$133,092
	$ 44,100	$177,192

No options were granted during the nine month period ended Sepember 30, 2012. The directors and key management were awarded the following share options under the employee share option plan during the nine month period ended September 30, 2011.

Date of grant	Number of options	Exercise price	Expiry
January 26, 2011	456,000	$0.40	January 26, 2016
March 29, 2011	100,000	$0.26	March 29, 2016

During the nine month period ended September 30, 2012, the Company incurred legal fees in the amount of $19,073 (2011 - $25,398) from a law firm of which a director is a partner, of which $2,459 (December 31, 2011 - $Nil) was included in accounts payable.

During the nine month period ended September 30, 2012, directors and officers of the Company were paid a total of $44,100 (2011 - $44,100) for services rendered as disclosed in the compensation table above, and $19,600 (December 31, 2011 - $6,110) is included in accounts payable. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

14. SEGMENTED INFORMATION

The Company's only activity is mineral exploration and development. The Company's exploration property interests are located in Peru and Canada (see note 6). Substantially all of the Company's operating expenditures are incurred in Canada.

15. SUBSEQUENT EVENT

On October 3, 2012, the Company announced a non-brokered private placement of up to $502,000 consisting of up to 4.3 million common shares to be issued on a "flow-through" basis at a price of $0.07 per share and up to 3.35 million units at a price of $0.06 per unit, each unit consisting of one common share and one warrant to acquire an additional share at a price of $0.10 per share for a period of two years from the date of closing.

In connection with the private placement, finder's fees may be paid of up to 8% in cash and up to 8% in warrants, each warrant entitling the holder thereof to purchase one common share at a price of $0.10 per share for a period of two years.

The Company intends to use the proceeds from the private placement to fund its exploration expenditure requirements on the Grindstone Creek and Currie-Bowman properties in Canada, the Corongo Property in Peru and for general working capital purposes. All securities issued in connection with the Private Placement will be subject to applicable resale restrictions. Closing of the Private Placement is expected to occur on or about November 15, 2012 and is subject to TSX Venture Exchange approval.