FIRE RIVER GOLD

FIRE RIVER GOLD CORP.

(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

31 October 2011 and 2010

(Expressed in Canadian Funds)

JAMES STAFFORD

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Fire River Gold Corp.

We have audited the accompanying consolidated financial statements of Fire River Gold Corp., which comprise the consolidated balance sheets as at 31 October 2011 and 2010 and the consolidated statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Fire River Gold Corp. as at 31 October 2011 and 2010 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

James Stafford

Chartered Accountants

Vancouver, Canada
21 February 2012

Fire River Gold Corp.

(An Exploration Stage Company)

Statement 1

Consolidated Balance Sheets

As at 31 October

(Canadian Funds)

ASSETS		**2011**		**2010**
Current				
Cash and cash equivalents	$	1,825,031	$	8,042,809
Amounts receivable		428,976		53,452
Inventory *(Note 4)*		320,950		–
Prepaid expenses, advances and deposits *(Note 8)*		377,249		94,097
		2,952,206		8,190,358
Property, Plant and Equipment *(Note 5)*		6,457,892		120,475
Reclamation Deposits *(Note 6)*		2,050,649		2,243,033
Mineral Property Costs – *Statement 5 (Note 7)*		25,014,423		11,455,993
	$	36,475,170	$	22,009,859
LIABILITIES				
Current				
Accounts payable and accrued liabilities	$	949,546	$	130,540
Due to related parties *(Note 8)*		34,486		8,678
		984,032		139,218
Asset Retirement Obligations *(Note 6)*		2,105,379		3,238,299
Future Income Tax Liabilities *(Note 10)*		22,475		595,108
		3,111,886		3,972,625
SHAREHOLDERS' EQUITY				
Share Capital - *Statement 2 (Note 9)*				
Authorized:				
Unlimited number of common voting shares				
Issued and fully paid:				
99,181,502 (31 October 2010 – 59,821,490) common shares		32,030,999		16,265,025
Contributed Surplus		8,605,015		5,321,138
Deficit Accumulated During Exploration Stage		(7,272,730)		(3,548,929)
		33,363,284		18,037,234
	$	36,475,170	$	22,009,859

Commitments *(Note 11)*
Contingency *(Note 12)*
Subsequent Events *(Note 15)*

ON BEHALF OF THE BOARD:

"Richard Goodwin", Director

"Linda Holmes", Director

- See Accompanying Notes -

Fire River Gold Corp.

Statement 2

(An Exploration Stage Company)

Consolidated Statements of Changes in Shareholders' Equity

(Canadian Funds)

	Common Shares		Contributed	Other Comprehensive	Accumulated	
	Number	Amount	Surplus	Income	Deficit	Total
Balance – 31 October 2008	8,330,001	$ 733,001	$ –	$ 16,238	$ (291,901)	$ 457,338
Issuance of common shares for:						
- Initial Public Offering ($0.30 per share)	1,543,100	462,930	–	–	–	462,930
- Cash ($0.30 per share)	12,635,756	3,790,727	–	–	–	3,790,727
- Mineral properties	700,000	275,000	–	–	–	275,000
Business acquisition	6,415,000	2,670,750	225,670	–	–	2,896,420
Exercise of warrants	1,294	609	(178)	–	–	431
Value assigned to warrants	–	(1,495,359)	1,495,359	–	–	–
Stock-based compensation	–	–	57,004	–	–	57,004
Share issuance cost	–	(202,331)	–	–	–	(202,331)
Unrealized loss on available-for-sale securities	–	–	–	(16,238)	–	(16,238)
Loss for the year	–	–	–	–	(808,229)	(808,229)
Balance – 31 October 2009	29,625,151	$ 6,235,327	$ 1,777,855	$ –	$ (1,100,130)	$ 6,913,052
Issuance of common shares for:						
- Cash ($0.30 per share)	438,000	131,400	–	–	–	131,400
- Cash ($0.40 per share)	10,582,250	4,232,900	–	–	–	4,232,900
- Cash ($0.50 per share)	17,490,000	8,745,000	–	–	–	8,745,000
- Finder's fee	26,040	16,666	–	–	–	16,666
- Consulting services	35,000	14,000	–	–	–	14,000
Exercise of warrants	1,625,049	984,688	(338,571)	–	–	646,117
Value assigned to warrants	–	(3,296,700)	3,296,700	–	–	–
Issuance of warrants for mineral property	–	–	35,125	–	–	35,125
Stock-based compensation	–	–	370,873	–	–	370,873
Share issuance cost	–	(798,256)	179,156	–	–	(619,100)
Loss for the year	–	–	–	–	(2,448,799)	(2,448,799)
Balance – 31 October 2010	59,821,490	$ 16,265,025	$ 5,321,138	$ –	$ (3,548,929)	$ 18,037,234
Issuance of common shares for:						
- Cash ($0.45 per share)	18,795,008	8,457,753	–	–	–	8,457,753
- Cash ($0.50 per share)	14,815,326	7,407,663	–	–	–	7,407,663
Exercise of warrants	5,590,303	3,394,305	(1,169,510)	–	–	2,224,795
Exercise of options	159,375	111,724	(47,974)	–	–	63,750
Value assigned to warrants	–	(2,939,594)	2,939,594	–	–	-
Stock-based compensation	–	–	1,356,652	–	–	1,356,652
Warrant expense	–	–	205,115	–	–	205,115
Share issuance cost	–	(665,877)	–	–	–	(665,877)
Loss for the year	–	–	–	–	(3,723,801)	(3,723,801)
Balance – 31 October 2011	99,181,502	$ 32,030,999	$ 8,605,015	$ –	$ (7,272,730)	$ 33,363,284

- See Accompanying Notes -

Fire River Gold Corp.

Statement 3

(An Exploration Stage Company)

Consolidated Statements of Loss and Comprehensive Loss

(Canadian Funds)

	Years Ended 31 October		
	2011	**2010**	**2009**
General and Administrative Expenses			
Accounting	$ 56,908	$ 46,842	$ 20,900
Amortization	7,805	3,882	2,689
Consulting	981,137	579,889	403,395
Corporate development	122,343	97,483	7,896
Couriers	11,275	5,457	2,374
Filing fees	42,294	81,052	29,044
Insurance	149,485	94,838	9,457
Interest and service charges	4,505	2,534	1,578
Legal	7,435	102,286	172,560
Lodging and food	39,440	63,153	23,097
Office and miscellaneous	111,484	108,174	43,393
Promotion	9,553	18,630	18,347
Rent	28,921	19,570	27,947
Reclamation and accretion	455,781	552,894	279,493
Telephone	25,090	17,239	5,642
Travel	30,380	71,828	32,389
Wages and benefits	123,915	–	–
Shareholder relations	543,587	488,943	112,466
Stock-based compensation	1,113,360	272,467	57,004
Warrant expense	205,115	–	–
Loss for the Year before Other Items	(4,069,813)	(2,627,161)	(1,249,671)
Other Items			
Mineral property costs written off	–	(546,530)	–
Property, plant and equipment written off	(17,765)	–	–
Foreign exchange, net	(290,464)	60,835	5,637
Interest income	81,608	29,452	7,572
Loss before Income Taxes	(4,296,434)	(3,083,404)	(1,236,462)
Future Income Tax Recovery	572,633	634,605	428,233
Net Loss for the Year	$ (3,723,801)	$ (2,448,799)	$ (808,229)
Other Comprehensive Loss			
Unrealized loss on available-for-sale securities	–	–	(16,238)
Comprehensive Loss for the Year	$ (3,723,801)	$ (2,448,799)	$ (824,467)
Net Loss per Share - Basic and Fully Diluted	$ (0.04)	$ (0.06)	$ (0.07)
Comprehensive Loss per Share - Basic and Fully Diluted	$ (0.04)	$ (0.06)	$ (0.07)
Weighted Average Number of Common Shares Outstanding	89,531,148	44,117,399	11,473,214

Fire River Gold Corp.

Statement 4

(An Exploration Stage Company)

Consolidated Statements of Cash Flows

(Canadian Funds)

Cash Resources Provided By (Used In)	Years Ended 31 October 2011	2010	2009
Operating Activities			
Loss for the year	$ (3,723,801)	$ (2,448,799)	$ (808,229)
Items not affecting cash			
Future income tax recovery	(572,633)	(634,605)	(428,233)
Mineral property costs written off	–	546,530	–
Property, plant and equipment written off	17,765	–	–
Amortization	7,805	3,882	2,689
Common shares issued for consulting services	–	14,000	–
Reclamation and accretion	455,781	552,894	279,493
Warrant expense	205,115	–	–
Stock based-compensation	1,113,360	272,467	57,004
Foreign exchange, net	(19,138)	(39,948)	(9,873)
Amounts receivable	(375,524)	(34,324)	(10,983)
Inventory	(320,950)	–	–
Prepaid expenses and deposits	(283,152)	(32,174)	(9,388)
Accounts payable and accrued liabilities	462,212	(115,420)	(9,457)
	(3,033,160)	(1,915,497)	(936,977)
Investing Activities			
Business acquisition, net of cash received	–	–	(284,819)
Sale of available-for-sale securities	–	–	275,000
Purchase of property, plant and equipment	(6,570,420)	(83,067)	(34,427)
Mineral property costs, net of cash recovered	(14,128,090)	(4,826,706)	(443,832)
	(20,698,510)	(4,909,773)	(488,078)
Financing Activities			
Due to related parties	25,808	(865,578)	(222,152)
Common shares issued, net of issuance costs	17,488,084	13,152,983	4,051,757
	17,513,892	12,287,405	3,829,605
Net (Decrease) Increase in Cash and Cash Equivalents	(6,217,778)	5,462,135	2,404,550
Cash and cash equivalents - Beginning of Year	8,042,809	2,580,674	176,124
Cash and Cash Equivalents - End of Year	$ 1,825,031	$ 8,042,809	$ 2,580,674

Supplemental Disclosure of Non-Cash Investing and Financing Activities

	2011	2010	2009
Exploration expenditures included in accounts payable	$ 273,501	$ 100,589	$ 86,659
Property, plant and equipment included in accounts payable	$ 83,293	$ –	$ –
Revision to asset retirement obligations	$ 1,377,179	$ –	$ –
Shares issued for mineral properties	$ –	$ –	$ 275,000
Share purchase warrants issued for mineral properties	$ –	$ 35,125	$ –
Business acquisition costs included in due to related parties	$ –	$ –	$ 874,256

Fire River Gold Corp.

Statement 5

(An Exploration Stage Company)

Consolidated Schedules of Mineral Property Costs

For the Years Ended 31 October

(Canadian Funds)

	2011			
	Acquisition Costs	**Exploration Costs**	**Total**	**2010 Total**
Draken Property – Alaska				
Engineering and geological consulting	$ –	$ –	$ –	$ 3,473
	–	–	–	3,473
Golden Zone Property – Alaska				
Field expenses	–	–	–	7,544
Engineering and geological consulting	–	–	–	39,880
Maintenance fees	–	–	–	69,677
	–	–	–	117,101
Kansas Creek Gold Project – Alaska				
Cash and share acquisition	–	–	–	20,832
Field expenses	–	–	–	1,447
Engineering and geological consulting	–	–	–	20,785
	–	–	–	43,064
Nixon Fork Gold Mine – Alaska				
Cash and share acquisition	–	–	–	225,000
Share purchase warrant acquisition	–	–	–	35,125
Amortization	–	290,726	290,726	36,205
Camp costs and field supplies	–	6,580,015	6,580,015	1,081,108
Claim maintenance and permitting	–	1,894	1,894	30,344
Consulting	–	1,215,198	1,215,198	526,912
Drilling	–	87,972	87,972	511,978
Geology	–	495,390	495,390	844,198
Royalties	–	32,566	32,566	91,731
Travel and fuel	–	3,773,412	3,773,412	1,283,810
Wages	–	5,430,318	5,430,318	1,397,119
Loan placement fee	–	100,000	100,000	–
Asset retirement obligations revision	–	(1,377,179)	(1,377,179)	–
Cost recovery	–	(3,071,882)	(3,071,882)	(1,130,137)
	–	13,558,430	13,558,430	4,933,393
Costs for the Year	–	13,558,430	13,558,430	5,097,031
Write-down of mineral property costs	–	–	–	(546,530)
Balance – Beginning of Year	6,529,078	4,926,915	11,455,993	6,905,492
Balance – End of Year	$ 6,529,078	$ 18,485,345	$ 25,014,423	$ 11,455,993

1. Nature and Continuance of Operations and Significant Accounting Policies

Nature and Continuance of Operations

Fire River Gold Corp. (the "Company") was incorporated on 22 September 1997 under the laws of the Province of British Columbia and is a mineral exploration company focused on the acquisition, exploration and development of primarily gold, silver and base metal properties. The Company expects to become a production company with a superior technical team focused on bringing its flagship project, the Nixon Fork Gold Mine, back into production within 2012. The Company is an exploration stage entity as defined by the Canadian Institute of Chartered Accountants ("CICA") Accounting Guideline 11.

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 are 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. All of the Company's mining assets are located outside of Canada and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and political uncertainty.

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

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and include the following significant accounting policies:

a) **Basis of Consolidation**

The consolidated financial statements include the financial statements of the Company and its wholly owned United States subsidiaries, Fire River Gold Corp. USA ("FAU USA") and Mystery Creek Resources, Inc. ("MCR"). Inter-company balances and transactions have been eliminated on consolidation.

b) **Cash and Cash Equivalents**

The Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at point of purchase of 90 days or less. The Company places its cash and cash investments with institutions of high-credit worthiness.

c) **Mineral Properties and Deferred Exploration Expenditures**

Direct costs related to the acquisition and exploration of mineral properties held or controlled by the Company are deferred on an individual property basis until the viability of a property is determined. When a property is placed in commercial production, deferred costs will be depleted using the units-of-production method. Management of the Company periodically reviews the recoverability of the capitalized mineral properties. Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future gold and metal prices, and reports and opinions of outside geologists, mine engineers and consultants.

When it is determined that a project or property will be abandoned, then the costs are written off, or if its carrying value has been impaired, then the mineral properties and deferred costs are written down to fair value.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee and, accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received are recorded as a gain on option or disposition of mineral property.

d) **Asset Retirement Obligations**

The Company recognizes the legal liability for obligations relating to retirement of property, plant, and equipment, and arising from the acquisition, construction, development, or normal operation of those assets. The Company has estimated the future cost of reclamation and closure, including site rehabilitation and long-term treatment and monitoring costs to net present value. Such estimates are, however, subject to change based on negotiations with regulatory authorities and changes in laws and regulations. These estimates are reviewed annually.

The Company records a liability for the estimated future costs associated with legal obligations relating to the reclamation and closure of its mining properties described above. This amount is initially recorded at its discounted present value with subsequent annual recognition of an accretion amount on the discounted liability. An equivalent amount is recorded as an increase to mining interests and expensed as amortization and depletion using a systematic and rational method over its useful life. Changes resulting from revisions to the timing or the amount of the original estimate of the undiscounted cash flows are recognized as an increase or a decrease in the carrying amount of the liability for reclamation and closure cost obligations, and the related asset retirement cost is capitalized as part of the carrying amount of the related long-lived asset.

e) **Inventory**

Mine supplies, including fuel, materials and other supplies, are valued at the lower of cost and net realizable value. Cost is determined on an average purchase cost basis with appropriate provisions for redundant and slow-moving items.

f) **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost and are amortized over their estimated useful lives using the declining balance method at the following annual rates:

Furniture and office equipment	20%
Field equipment	5 - 30%

Amortization of assets used in exploration is capitalized to mineral properties expenditures.

g) **Income Taxes**

Income taxes are accounted for using the asset and liability method. Future taxes are recognized for the tax consequences of “temporary differences” by applying enacted or substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and tax basis of existing assets and liabilities. The effect on future taxes for a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. In addition, the method requires the recognition of future tax benefits to the extent that realization of such benefits is more likely than not. A valuation allowance is provided to the extent that it is more likely than not that future income tax assets will not be realized.

h) **Foreign Currency Translation**

The Company's subsidiaries are integrated foreign operations and their results and financial position are translated into the Company’s functional currency, the Canadian dollar, using the temporal basis as follows:

- Monetary assets and liabilities at period-end rates,
- All other assets and liabilities at historical rates, and
- Expense and exploration and development items at the average rate of exchange prevailing during the period.

Exchange gains and losses arising from these translations are reflected in income or expense in the period that they occur.

i) **Stock-Based Compensation**

All stock-based awards made to employees and non-employees are measured and recognized using a fair value based method. For employees, the fair value of the options is measured at the date of the grant. For non-employees, the fair value of the options is measured on the earlier of: (a) the date at which the counterparty performance is completed, (b) the date the performance commitment is reached or (c) the date at which the equity instruments are granted if they are fully vested and non-forfeitable. For employees and non-employees, the fair value of the options is accrued and charged to operations or capitalized to mineral property costs as appropriate, with the offsetting credit to contributed surplus, over the applicable vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

j) **Earnings (Loss) per Share**

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share which assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. In years in which a loss is incurred, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and therefore basic and diluted losses per share are the same.

k) **Management's Estimates**

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

l) **Financial Instrument Standards**

Financial Assets and Financial Liabilities

Financial assets and liabilities are initially recognized at fair value and are subsequently measured based on their classification as held-to-maturity, loans and receivables, available-for-sale or held-for-trading, as described below. The classification is not changed subsequent to initial recognition.

Held-to-Maturity and Loans and Receivables

Financial instruments that have a fixed maturity date, where the Company intends and has the ability to hold to maturity, are classified as held-to-maturity and measured at amortized cost using the effective interest rate method. Held-to-maturity, loans and receivables are measured at amortized cost using the effective interest rate method.

Available-for-sale

Financial assets classified as available-for-sale are carried at fair value (where determinable based on market prices of actively traded securities) with changes in fair value recorded in other comprehensive income or loss. Available-for-sale securities are written down to fair value through earnings whenever it is necessary to reflect an other-than-temporary impairment. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability are added to its fair value.

Held-for-Trading

Financial assets and financial liabilities that are purchased and incurred with the intention of generating profits in the near term are classified as held-for-trading. These instruments are measured at fair value with the change in the fair value recognized in income or loss.

Derivatives and Hedge Accounting

The Company does not hold or have any exposure to derivative instruments and accordingly is not impacted by CICA Handbook Section 3865, "*Hedges*".

Comprehensive Income (Loss)

Comprehensive income (loss) is composed of the Company's earnings (loss) and other comprehensive income (loss). Other comprehensive income includes unrealized gains and losses on available-for-sale securities, foreign currency translation gains and losses on the net investment in self-sustaining operations and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income which is presented (if applicable) as a new category in shareholders' equity.

m) **International Financial Reporting Standards ("IFRS")**

In February 2008, the CICA announced that GAAP for publicly accountable enterprises is to be replaced by IFRS for fiscal years beginning on or after 1 January 2011. Companies are required to provide IFRS comparative information for the previous fiscal year. Accordingly, the conversion from GAAP to IFRS is to be applicable to the Company's reporting for the first quarter of its 2012 year end for which the current and comparative information will be prepared under IFRS. The Company is required to apply all of those IFRS standards which are effective for fiscal years ending 31 October 2012 and 2011 and apply them to its opening 1 November 2010 balance sheet.

(Canadian Funds)

n) **Comparative Figures**

Certain comparative figures have been adjusted to conform to the current year's presentation.

2. Fair Value of Financial Instruments

The following is a summary of the accounting model the Company elected to apply to each of its significant categories of financial instruments:

Cash and cash equivalents	Held-for-trading
Accounts receivable	Loans and receivables
Accounts payable	Other liabilities
Due to related parties	Other liabilities

As at 31 October 2011	**Fair value hierarchy**	**Held-for-trading, at fair value**	**Loans and receivables, at amortized cost**	**Other liabilities, at amortized cost**
Cash and cash equivalents	Level 1	1,825,031	-	-
Accounts receivable	N/A	-	309,262	-
Accounts payable	N/A	-	-	219,175
Due to related parties	N/A	-	-	34,428

As at 31 October 2010	**Fair value hierarchy**	**Held-for-trading, at fair value**	**Loans and receivables, at amortized cost**	**Other liabilities, at amortized cost**
Cash and cash equivalents	Level 1	8,042,809	-	-
Accounts receivable	N/A	-	4,426	-
Accounts payable	N/A	-	-	101,301
Due to related parties	N/A	-	-	3,895

Disclosure of a three-level hierarchy for fair value measurements is based upon transparency of inputs to the valuation of financial instruments carried on the balance sheet at fair value. The three levels are defined as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

a) **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing only with highly-rated Canadian financial institutions. As at 31 October 2011, amounts receivable was comprised of (1) accounts receivable from metal sales contracts of $309,262 (31 October 2010 - $Nil), (2) Harmonized Sales Tax receivable of $119,714 (31 October 2010 - $49,026) and (3) interest receivable of $Nil (31 October 2010 - $4,426). As a result, credit risk is considered insignificant.

b) **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. As the Company's financial instruments are substantially comprised of cash and cash equivalents, liquidity risk is considered insignificant.

c) **Currency Risk**

The Company is exposed to currency risk on its acquisition and exploration expenditures on its US properties since it has to convert Canadian dollars raised through equity financing in Canada to US dollars. The Company's expenditures will be negatively impacted if the US dollar increases versus the Canadian dollar.

The majority of the Company's cash flows and financial assets and liabilities are denominated in Canadian dollars, which is the Company's functional and reporting currency. Foreign currency risk is limited to the portion of the Company's business transactions denominated in currencies other than the Canadian dollar. The Company has cash and cash equivalents held in US dollars.

The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by holding most of its cash and cash equivalents in Canadian dollars. The Company monitors and forecasts the values of net foreign currency cash flow and balance sheet exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations.

The following table provides an indication of the Company's significant foreign currency exposures during the years ended 31 October 2011 and 2010:

	2011	2010
Cash and cash equivalents	US$1,436,199	US$3,026,978

The Company receives interest revenues denominated in US dollars on the financial assets denominated in US dollars. However, the Company does not currently view this exposure as a significant foreign exchange risk as the amount of revenue is not significant.

The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

(Canadian Funds)

d) **Interest Risk**

The Company's interest rate risk is primarily related to the Company's cash and cash equivalents for which amounts were invested at interest rates in effect at the time of investment. Changes in market interest rates affect the fair market value of the cash and cash equivalents. However, as these investments come to maturity within a short period of time, the impact would likely not be significant.

e) **Commodity Price Risk**

The Company is in the advanced development stage at its Nixon Fork Mine and is subject to fluctuations in the price of gold. The results of our operations will depend in large part upon the market price of gold. Gold prices fluctuate widely and are affected by numerous factors beyond our control. The level of interest rates, the rate of inflation, the world supply of gold and the stability of exchange rates, among other factors, can all cause significant fluctuations in commodity prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of gold has fluctuated widely in recent years, and future price declines could cause a mineral project to become uneconomic, thereby having a material adverse effect on our business and financial condition. We have not entered into derivative contracts to protect the selling price for gold. We may in the future more actively manage our exposure through derivative contracts or other commodity price risk management programs, although we have no intention of doing so in the near-term.

3. Acquisition

On 22 September 2009, the Company acquired a 100% interest in MCR (Notes 7 and 8). The aggregate purchase price was $4,232,585 of which $1,336,165 was paid in cash ($461,909 paid during the year ended 31 October 2009 and $874,256 paid during the year ended 31 October 2010), the Company issued 6,415,000 common shares of the Company valued at $2,670,750 and issued 1,000,000 share purchase warrants at an exercise price of $0.50 per common share valued at $225,670 (Note 9). The acquisition of MCR expanded the Company's business of acquiring and exploring mineral properties.

A valuation of certain assets was completed and the Company internally determined the fair value of other assets and liabilities. In determining the fair value of acquired assets, standard valuation techniques were used including the market and income approach.

The purchase price allocation has been determined as follows:

Assets purchased:	
Cash and cash equivalents	$ 177,090
Prepaid and advances	2,535
Property, plant and equipment	45,757
Reclamation deposits	2,741,886
Mineral property interests	6,100,001
Total assets acquired	$ 9,067,269
Liabilities assumed:	
Due to related parties	222,152
Asset retirement obligations	2,954,586
Future income tax liabilities	1,657,946
Total liabilities assumed	$ 4,834,684
Purchase price	$ 4,232,585

(Canadian Funds)

4. Inventory

	2011	2010
Mine supplies	$ 320,950	$ -

5. Property, Plant and Equipment

Details are as follows:

	Cost	Accumulated Amortization	31 October 2011 Net Book Value
Office equipment	$ 46,445	$ (11,688)	$ 34,757
Field equipment	6,734,212	(311,077)	6,423,135
	$ 6,780,657	$ (322,765)	$ 6,457,892

	Cost	Accumulated Amortization	31 October 2010 Net Book Value
Office equipment	$ 31,601	$ (3,883)	$ 27,718
Field equipment	131,650	(38,893)	92,757
	$ 163,251	$ (42,776)	$ 120,475

During the year ended 31 October 2011, total additions to property, plant and equipment were $6,653,713 (31 October 2010 - $83,067).

During the year ended 31 October 2011, the Company recorded a provision for write-down of $17,765 (31 October 2010 - $Nil) related to field equipment.

6. Asset Retirement Obligations

The Company's asset retirement obligations consist of reclamation and closure costs related to its mineral properties. The present value of the estimated obligations relating to properties is $2,105,379 (31 October 2010 - $3,238,299) using discount rates at which cash flows have been discounted by 10%. Significant reclamation and closure cost activities includes land rehabilitation and reforestation, demolition of buildings and mine facilities, fencing, ongoing care and maintenance and other costs.

The undiscounted inflated reclamation and closure cost obligation at 31 October 2011 is $4,229,210 (31 October 2010 - $3,729,867) and the estimated cash outflows will incur in or about 2018 (31 October 2010 - 2013). During the year, an accretion expense component of $314,461 (31 October 2010 - $300,619) has been charged to operations to reflect an increase in the carrying amount of the asset retirement obligations.

Movements in the reclamation and closure cost balance during the year are as follows:

	2011	2010
Balance, beginning of year	$ 3,238,299	$ 3,128,735
Accretion	314,461	300,619
Revision to Nixon Fork future site reclamation costs	(1,348,396)	-
Effect of translation of foreign currency	(98,985)	(191,055)
Balance, end of year	$ 2,105,379	$ 3,238,299

In relation to these reclamation obligations, the Company, as at 31 October 2011, had a deposit of $2,050,649 (31 October 2010 - $2,243,033) with the government of Alaska.

7. Mineral Property Costs

a) **Draken Property**

On 19 June 2008, the Company issued 500,000 common shares of the Company valued at $50,000 to acquire a 100% interest in certain mineral property claims (“Draken Property”) which covers 960 acres and is located in southeast-central Alaska 288 kilometres ("km") southeast of Fairbanks, Alaska, USA.

On 10 November 2008, the title to the Draken Property was transferred to FAU USA, a wholly-owned subsidiary of the Company.

b) **Golden Zone Property**

On 22 June 2009, the Company signed a Letter Agreement with Hidefield Gold PLC, Hidefield Gold (Alaska) Inc. and Mines Trust Company as Optionors of the Golden Zone Project (“Golden Zone”), whereby the Company will have an option to acquire 100% interest from the Optionors in Golden Zone located in Alaska, USA.

The Golden Zone has a NI 43-101 compliant mineral resource containing a measured and indicated resource of approximately 3.09 million tons grading 0.082 ounces per ton ("opt") gold (2.81 g/t) using a cut-off grade of 0.03 opt gold (1.03 grammes per tons ("g/t") for a total of 259,940 ounces with 7.61 million pounds of copper and 1.39 million ounces of silver. A US$250,000 2009 trenching, mapping and assaying program was completed.

On 19 March 2010, the Company formally advised Hidefield Gold PLC, Hidefield Gold (Alaska) Inc. and Mines Trust Company of its decision to terminate the Golden Zone option agreement.

During the previous year, the Company recorded a provision for write-down of $546,530 related to the Golden Zone Property.

c) **Kansas Creek Gold Project**

On 19 June 2008, the Company signed an agreement to acquire a 100% interest from Anglo Alaska Gold Corporation in certain mineral claims referred to as the Kansas Creek Project. In consideration, the Company will pay an aggregate of US$40,000 in instalments (paid) and will also issue an aggregate of 250,000 common shares (200,000 common shares issued) (Note 9). The property is subject to a 1.5% Net Smelter Return (“NSR”) of which the Company may purchase 1.0% of the 1.5% NSR from the vendor in consideration for a cash payment of US$1,000,000 in which case, the vendor shall retain a 0.5% NSR.

The Kansas Creek Project is located in the Bonnifield District of the central Alaska Range in central-interior Alaska approximately 110 km south of Fairbanks, Alaska and 70 km east of Healy, Alaska. The Project consists of 28 State of Alaska mining claims covering a 16.8 square kilometre area. Placer gold was discovered in the district in 1906 and approximately 80,000 ounces of gold have been recovered from alluvial deposits through 2008. The Company’s objective is to explore the project for lode gold potential. A three phase program totalling over US$1,000,000 has been recommended.

Management is re-evaluating the data on the project with the objective of outlining a Phase I exploration program. The Company is currently seeking joint venture partners to fund the development of the Kansas Creek Project.

d) **Nixon Fork Gold Mine**

On 22 September 2009, the Company acquired 100% interest in Nixon Fork Gold Mine through the purchase of MCR from Pacific North West Capital Corp. (“PFN”), located 56km northeast of McGrath, Alaska, USA. In consideration, the Company paid $1,336,165 in cash, issued an aggregate of 6,415,000 common shares (issued and valued at $2,670,750) and issued an aggregate of 1,000,000 share purchase warrants at an exercise price of $0.50 per common share (issued and valued at $225,670) (Notes 3, 8 and 9).

On 18 December 2009, the Company entered into a purchase and sale agreement to acquire a 1% NSR royalty from Ambrian Partners Limited in consideration for $225,000 cash (paid) and 225,000 common share purchase warrants (issued and valued at $35,125) of the Company (Note 9).

On 4 July 2011, the Company tested the current gold processing plant at Nixon Fork Gold Mine. A total of 68.2 tonnes (31 October 2010 – Nil) of concentrate was recovered of which 48.2 tonnes (31 October 2010 – Nil) was sold, resulting in a recovery of $3,071,882 (31 October 2010 - $1,130,137) during the year ended 31 October 2011.

8. Due to Related Parties and Related Party Transactions

Included in prepaid expenses, advances and deposits as at 31 October 2011 is $58 (31 October 2010 - $4,783) advanced to a director and an employee of the Company. This amount was unsecured, non-interest bearing and due on demand.

Except as disclosed elsewhere, related party transactions are as follows:

a) During the year ended 31 October 2011, the Company paid or accrued $371,462 to a company related to the Company by way of directors in common for general operating expenses (31 October 2010 – $293,888).

b) During the year ended 31 October 2011, the Company paid or accrued $11,086 to a company related to the Company by way of management and directors in common for consulting fees (31 October 2010 – $72,681).

c) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $135,413 (31 October 2010 - $192,169) to the former Vice President of Mining of the Company and the current President of the Company.

d) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $103,040 (31 October 2010 - $58,775) to a company owned by the former Vice President of Business Development of the Company. As at 31 October 2011, there is an outstanding balance in the amount of $6,720 (31 October 2010 - $Nil).

e) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $18,000 (31 October 2010 - $Nil) to the Corporate Secretary of the Company.

f) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $16,863 (31 October 2010 - $10,000) to a director of the Company.

g) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $56,840 (31 October 2010 - $7,948) to a director of the Company. As at 31 October 2011, there is an outstanding balance in the amount of $27,766 (31 October 2010 - $ 8,678).

h) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $16,053 (31 October 2010 - $10,000) to a company controlled by a director of the Company.

i) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $15,500 (31 October 2010 - $23,500) to the former Chief Financial Officer of the Company.

j) During the year ended 31 October 2011, the Company paid or accrued consulting fees of $248,640 (31 October 2010 - $30,000) and rental expenses of $Nil (31 October 2010 - $1,769) to a company controlled by a former director of the Company.

k) During the previous year, the Company exercised its option to purchase a 100% interest in MCR, a wholly-owned Alaskan subsidiary of PFN and a company related to the Company by way of directors in common (Notes 3 and 9).

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

9. Share Capital

a) Private Placements

On 21 May 2009, the Company completed an Initial Public Offering ("IPO") of an aggregate of 1,543,100 units at $0.30 per unit for gross proceeds of $462,930. Each unit is consisted of one common share of the Company and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase an additional common share of the Company at a price of $0.40 per share until 21 May 2011. Haywood Securities Inc. ("Haywood") acted as an agent in connection with the IPO. In consideration for its services, Haywood received: (i) a cash commission in the amount of $46,293, representing 10% of gross proceeds of the offering; (ii) a work fee of $17,500 plus Goods and Services Tax; and (iii) was granted 154,310 non-transferable Agent's Warrants. Each Agent's Warrant entitles the holder to purchase one unit (the "Agent's Unit") exercisable on or before 21 May 2011 at an exercise price of $0.30 per Agent's Unit. Each Agent's Unit consists of one common share and one-half of one share purchase warrant exercisable at a price of $0.40 per share on or before 21 May 2011.

On 27 July 2009, the Company completed the first tranche closing pertaining to its non-brokered private placement and issued 4,934,044 units at $0.30 per unit for gross proceeds of $1,480,213. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.40 per share. In connection with this first tranche closing the Company has paid an aggregate of $41,709 as a finder's fee.

On 16 September 2009, the Company completed the second tranche closing pertaining to its non-brokered private placement and issued 1,973,673 units at $0.30 per unit for gross proceeds of $592,102. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.40 per share. In connection with this second tranche closing the Company has paid an aggregate of $22,035 as a finder's fee.

On 29 September 2009, the Company completed the third tranche closing pertaining to its non-brokered private placement and has issued 2,464,000 units at $0.30 per unit for gross proceeds of $739,200. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.40 per share. In connection with this third tranche closing the Company has paid an aggregate of $49,644 as a finder's fee.

On 22 October 2009, the Company completed the fourth tranche closing pertaining to its non-brokered private placement and has issued 3,264,039 units at $0.30 per unit for gross proceeds of $979,212. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.40 per share. In connection with this fourth tranche closing the Company has paid an aggregate of $27,385 as a finder's fee.

On 10 November 2009, the Company completed the fifth and final tranche closing pertaining to its non-brokered private placement and issued 438,000 units at $0.30 per unit for gross proceeds of $131,400. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.40 per share.

On 17 December 2009, the Company completed the first tranche pertaining to its brokered private placements with Loewen, Ondaatje, McCutcheon Limited, as lead agent, and M Partners Inc. and Macquarie Capital Markets Canada Inc. (collectively the "Agents") and issued 6,000,000 units at $0.50 per unit for gross proceeds of $3,000,000. Each unit consisted of one common share and one-half of one common share purchase warrant, each whole warrant exercisable to acquire one additional common share at a price of $0.75 per common share, for a period of 18 months after the closing date of the private placement, the Agents received a cash commission of $175,880, and were issued an aggregate of 409,700 compensation warrants, each of which is exercisable into one unit at a price of $0.50 expiring on 21 June 2011. These units have the same terms as the units sold under the private placement.

On 18 March 2010, the Company completed the second and final tranche pertaining to its brokered private placements with the Agents and issued 490,000 units at $0.50 per unit for gross proceeds of $245,000. Each unit consisted of one common share and one-half of one common share purchase warrant, each whole warrant exercisable to acquire one additional common share at a price of $0.75 per common share, for a period of 18 months after the closing date of the private placement.

On 11 May 2010, the Company completed the first tranche of its non-brokered private placement and issued 9,063,750 units at $0.40 per unit for gross proceeds of $3,625,500. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.60 per share. In connection with this first tranche closing the Company has paid in cash an aggregate of $130,675 as a finder's fee.

On 3 June 2010, the Company completed the second and final tranche of its non-brokered private placement and issued 1,518,500 units at $0.40 per unit for gross proceeds of $607,400. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.60 per share. In connection with this second and final tranche closing the Company has paid in cash an aggregate of $27,570 as a finder's fee.

On 21 July 2010, the Company completed its non-brokered private placement and issued 11,000,000 units at $0.50 per unit for gross proceeds of $5,500,000. Each unit consisted of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company for a period of 18 months from the date of issue at an exercise price of $0.75 per share. In connection with this non-brokered private placement closing the Company has paid in cash an aggregate of $204,230 and 26,040 common shares valued at $16,666 as finder's fee.

On 18 November 2010, the Company completed the first tranche of its non-brokered private placement and issued 12,883,083 units at a price of $0.45 per unit for gross proceeds of $5,797,387. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share of the Company at a price of $0.65 per share for a period of 18 months, subject to an accelerated expiry provision, such that, in the event that the Company's shares close at or above $0.90 per share for 10 consecutive trading days on the TSXV, the expiry date may be accelerated to 30 days.

On 7 December 2010, the Company completed the second tranche of its non-brokered private placement and issued 2,783,411 units at a price of $0.45 per unit for gross proceeds of $1,252,535 and an aggregate amount of total issuance of 15,666,494 units for gross proceeds of $7,049,922. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share at a price of $0.65 per share for a period of 18 months, subject to an accelerated expiry provision, such that, in the event that the Company's shares close at or above $0.90 per share for 10 consecutive trading days on the TSXV, the expiry date may be accelerated to 30 days.

On 30 December 2010, the Company has completed the third and final tranche of its non-brokered private placement and issued 3,128,514 units at a price of $0.45 per unit for gross proceeds of $1,407,831 and an aggregate amount of total issuance of 18,795,008 units for gross proceeds of $8,457,753. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share of the Company at a price of $0.65 per share for period of 18 months.

On 18 March 2011, the Company completed the first tranche of its non-brokered private placement and issued 4,425,000 units at a price of $0.50 per unit for gross proceeds of $2,212,500. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share of the Company at a price of $0.70 per share for period of 18 months, subject to an accelerated expiry provision, such that, in the event that the Company's shares close at or above $0.90 per share for 10 consecutive trading days on the TSXV, the expiry date may be accelerated to 30 days.

On 8 April 2011, the Company completed the second and final tranche of its non-brokered private placement and issued 10,390,326 units at a price of $0.50 per unit for gross proceeds of $5,195,163. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share of the Company at a price of $0.70 per share for period of 18 months, subject to an accelerated expiry provision, such that, in the event that the Company's shares close at or above $0.90 per share for 10 consecutive trading days on the TSXV, the expiry date may be accelerated to 30 days.

b) **Other**

On 23 June 2009, the Company issued 200,000 common shares of the Company valued at $75,000 to acquire a 100% interest in the Kansas Creek Gold Project (Note 7).

On 2 October 2009, the Company issued 6,415,000 common shares of the Company valued at $2,670,750 and issued 1,000,000 share purchase warrants at an exercise price of $0.50 per share valued at $225,670 to acquire 100% of the issued and outstanding common shares of MCR (Notes 3, 7 and 8).

On 5 October 2009, the Company issued 500,000 common shares of the Company valued at $200,000 to acquire a 100% interest in the Golden Zone Property.

On 18 December 2009, the Company issued 225,000 share purchase warrants at an exercise price of $0.75 per share valued at $35,125 to acquire 1% Net Smelter Return Royalty related to Nixon Fork Gold Mine from Ambrian Partners Limited (Note 7).

On 8 April 2010, the Company issued 35,000 common shares of the Company valued at $14,000 to Moody Capital LLC for consulting services.

c) **Exercise of Warrants and Options**

During a prior year, 863 agent compensation warrants were exercised at an exercise price of $0.30 per share.

During a prior year, 431 warrants were exercised at an exercise price of $0.40 per share.

During the previous year, 39,025 agent compensation warrants were exercised at an exercise price of $0.30 per share.

During the previous year, 1,586,024 warrants were exercised at an exercise price of $0.40 per share.

During the year, 113,266 agent compensation warrants were exercised at an exercise price of $0.30 per share.

During the year, 5,477,037 warrants were exercised at an exercise price of $0.40 per share.

During the year, 159,375 stock options were exercised at an exercise price of $0.40 per share.

d) **Stock Options**

The Company has established a share purchase option plan, as amended on 24 March 2010, whereby the Board may from time to time grant up to 9,918,510 stock options to directors, officers, employees or consultants. Options granted must be exercised no later than ten years

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from date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option will be set by the Board of Directors at the time such option is granted and cannot be less than the closing market price on the TSX Venture Exchange ("TSXV") on the last trading day preceding the grant date, less any allowable discounts that may be permitted under applicable exchange policies.
A summary of the changes in the Company's stock options for the years ended 31 October 2011 and 2010 are as follows:

	Year ended 31 October 2011		Year ended 31 October 2010	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	4,455,000	$0.50	2,200,000	$0.40
Granted	4,830,000	$0.47	3,070,000	$0.55
Exercised	(159,375)	$0.40	-	-
Expired	-	-	-	-
Cancelled	(1,069,375)	$0.50	(815,000)	$0.45
Outstanding, end of year	8,056,250	$0.48	4,455,000	$0.50
Exercisable, end of year	4,421,048	$0.49	1,245,210	$0.43

Weighted average grant-date fair value of options granted during the year was $0.32 per option (31 October 2010 - $0.52 per option).

The following table summarizes information regarding stock options outstanding and exercisable at 31 October 2011:

Exercise Price Range	Number of options outstanding	Weighted average remaining years of contractual life	Weighted average exercise price	Number of options exercisable	Weighted average exercise price
$0.40 to $0.49	4,331,250	4.1	$0.42	1,998,750	$0.42
$0.50 to $0.55	3,725,000	3.9	$0.55	2,422,298	$0.55
	8,056,250			4,421,048	

f) **Stock-Based Compensation**

The fair value of the options which vested in the year, estimated using the Black-Scholes model, was $1,356,652 (31 October 2010 - $370,873). A total of $1,113,360 (31 October 2010 - $272,467) has been expensed as stock-based compensation and $243,292 (31 October 2010 - $98,406) has been capitalized as mineral property costs, with a corresponding amount recorded as contributed surplus.

The fair value of the stock options granted and vested during the year was determined using the Black-Scholes option pricing model and the following weighted average assumptions:

	2011	2010	2009
Expected dividend yield	0.00%	0.00%	0.00%
Expected stock price volatility	91.61%	109.54%	100.00%
Risk-free interest rate	2.13%	1.58%	2.50%
Expected life of options	4.94 years	4.98 years	5.00 years

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The fair value computed using the Black-Scholes model is only an estimate of the potential value of the individual options and the Company is not required to make payments for such transactions.

g) **Share purchase warrants**

During a prior year, 7,244,168 common share purchase warrants having a fair value of $1,495,359 were issued relating to private placements.

During a prior year, 1,000,000 common share purchase warrants having a fair value of $225,670 were issued relating to business acquisition (Note 3).

During the previous year, 14,909,338 common share purchase warrants having a fair value of $3,510,981 were issued.

During the year, 16,805,168 common share purchase warrants having a fair value of $2,939,594 were issued.

As at 31 October 2011, the following share purchase warrants were outstanding:

Warrants	Exercise Price	Expiry Date
3,000,000	$0.75	21 June 2012*
245,000	$0.75	19 July 2012*
4,531,875	$0.60	11 November 2011
759,250	$0.60	03 December 2011
5,500,000	$0.75	21 January 2012
6,441,542	$0.65	18 May 2012
1,391,706	$0.65	07 June 2012
1,564,257	$0.65	30 June 2012
2,212,500	$0.70	17 September 2012
5,195,163	$0.70	18 October 2012
30,841,293		

* Amended and extended on 18 May 2011

The weighted average grant-date fair value of warrants issued during the year was $0.17 per warrant (31 October 2010 - $0.24 per warrant). The fair value of each warrant granted was determined using the Black-Scholes option pricing model and the following weighted average assumptions:

	2011	2010	2009
Expected dividend yield	0.00%	0.00%	0.00%
Expected stock price volatility	94.79%	113.20%	100.00%
Risk-free interest rate	1.68%	1.54%	1.30%
Expected life of warrants	1.50 years	1.50 years	2.00 years

The Black-Scholes option pricing model requires the input of highly subjective assumptions including the expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's share purchase warrants.

(Canadian Funds)

On 18 May 2011, the Company extended the expiry dates for the holders of 3,245,000 share purchase warrants summarized as follows:

Issue Date	Warrants as at 18 May 2011	Exercise Price	Original Expiry Date	Amended Expiry Date
11 January 2010	3,000,000	$0.75	21 June 2011	21 June 2012
31 March 2010	245,000	$0.75	19 July 2011	19 July 2012
	3,245,000			

The warrant expense related to amending 3,245,000 share purchase warrants was $205,115.

The weighted average grant-date fair value of warrants amended during the year was $0.06 per warrant (31 October 2010 - $Nil per warrant). The following assumptions were used for the Black-Scholes valuation of the amended share purchase warrants:

	2011	2010	2009
Expected dividend yield	0.00%	-	-
Expected stock price volatility	76.25%	-	-
Risk-free interest rate	1.62%	-	-
Expected life of warrants	1.10 years	-	-

The Black-Scholes option pricing model requires the input of highly subjective assumptions including the expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's share purchase warrants.

10. Income Taxes

a) A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2011		2010
Net loss for the year	$	(4,296,434)	$	(3,083,404)
Canadian federal and provincial income tax rates		26.83%		28.75%
Expected income recovery	$	(1,152,733)	$	(886,479)
Items not deductible for income tax purposes		355,921		72,589
Rate differences in other jurisdictions		(45,911)		(18,699)
Change in prior year provisions to actual		11,604		200,242
Changes in enacted rates		54,159		(2,258)
Change in valuation allowance		204,327		-
Total income taxes (recovery)	$	(572,633)	$	(634,605)
Represented by:				
Current income tax	$	-	$	-
Future income tax recovery	$	(572,633)	$	(634,605)

(Canadian Funds)

b) The significant components of the Company's future income tax assets and liabilities are as follows:

	2011	2010
Future income tax assets (liabilities)		
Non-capital loss carry forwards	$ 1,438,781	$ 753,134
Share issue costs	246,275	154,172
Property, plant and equipment	93,770	(13,068)
Mineral properties	(1,596,974)	(1,489,346)
	181,852	(595,108)
Valuation allowance	(204,327)	-
Net future income tax assets (liabilities)	$ (22,475)	$ (595,108)

c) The Company has non-capital losses of approximately $5,689,582 available to offset against taxable income in future years, which, if unutilized, will expire as follows:

	Canada	United States	Total
2014	$ 343	$ -	$ 343
2027	3,745	-	3,745
2028	81,055	-	81,055
2029	928,215	-	928,215
2030	1,910,871	56,630	1,967,501
2031	2,583,293	125,430	2,708,723
Total	$ 5,507,522	$ 182,060	$ 5,689,582

Subject to certain restrictions, the Company also has resource exploration expenditures of approximately $780,695 available to reduce Canadian taxable income of future years.

11. Commitments

The Company has outstanding and future commitments under mineral property option agreements to issue common shares of the Company (Note 7).

12. Contingency

The Company is subject to certain legal actions which the Company considers to be routine to its business activities. As at 31 October 2011, management of the Company believed, after consultation with legal counsel, that the outcome of such legal matters is not likely to have a material adverse effect on the Company's financial position, liquidity or results of operations (Note 15).

13. Segmented Information

The Company's only business activity is exploration and development of mineral properties. This activity is carried out in Canada and the United States.

(Canadian Funds)

The breakdown by geographic area for the year ended 31 October 2011 is as follows:

	Canada	United States	Total
Net loss	$ 3,132,164	$ 591,637	$ 3,723,801
Current assets	925,029	2,027,177	2,952,206
Property, plant and equipment	34,757	6,423,135	6,457,892
Reclamation deposits	-	2,050,649	2,050,649
Mineral property costs	-	25,014,423	25,014,423
Total assets	$ 959,786	$ 35,515,384	$ 36,475,170

The breakdown by geographic area for the year ended 31 October 2010 is as follows:

	Canada	United States	Total
Net loss	$ 2,082,053	$ 366,746	$ 2,448,799
Current assets	7,585,244	605,114	8,190,358
Property, plant and equipment	27,718	92,757	120,475
Reclamation deposits	-	2,243,033	2,243,033
Mineral property costs	-	11,455,993	11,455,993
Total assets	$ 7,612,962	$ 14,396,897	$ 22,009,859

14. Capital Management

The Company manages its capital structure which includes issuance of common shares, warrants and stock options, and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The board of directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company manages the capital structure and makes adjustments to it in light of changes in economic condition and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended 31 October 2011. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

15. Subsequent Events

The following events occurred during the period from the year ended 31 October 2011 to the date the consolidated financial statements were available to be issued on 21 February 2012:

On 4 November 2011, the Company signed a term sheet with Sprott Resource Lending Partnership (SRL) for a $7.5 million credit facility. An advance payment of $1.0 million was provided on signing the term sheet and the subsequent $6.5 million was received on 9 December 2011. The loan was secured with substantially all of the Company's assets. The funds are repayable by 15 November 2012 and accrue interest at a rate of 12% per annum. SRL also received a structuring fee of $50,000 and a bonus fee of $750,000, 10% of the loan amount and subject to a 4 month hold period, paid in common shares (issued 3,260,870 common shares on 9 December 2011). The loan can be repaid at any time subject to a minimum of payment of six months interest. Furthermore, six months following the Closing Date, the Company will be required to make monthly principal repayments of $1,250,000.

On 14 November 2011, the Company gave notice to various individuals that any unexercised stock options, vested or not will be cancelled on 28 February 2012. As at 31 October 2011, these individuals hold 766,250 stock options with a weighted average exercise price of $0.48.

On 15 December 2011, the Company granted 350,000 stock options at an exercise price of $0.25, vesting on a quarterly basis and expiry date of 5 years.

On 13 February 2012, the Company received a notice and is subject to certain legal actions which the Company considers to be routine to its business activities. As at 31 October 2011, management of the Company believed, after consultation with legal counsel, that the outcome of such legal matters is not likely to have a material adverse effect on the Company's financial position, liquidity or results of operations (Note 12).