TELFERSCOT RESOURCES INC.

Interim Financial Statements

Three and Nine Month Periods Ended September 30, 2015 and 2014

(Stated in $CAD)

(Unaudited - Prepared by Management)

These unaudited interim financial statements, prepared by management, have not been reviewed by the company's external auditors

TELFERSCOT RESOURCES INC.
Interim Statements of Financial Position
As at September 30, 2015 and December 31, 2014
(Stated in $CAD)
(Unaudited - Prepared by Management)

		September 30 2015		December 31 2014
ASSETS				
Current:				
Cash	$	**52,863**	$	17,368
Accounts receivable (Note 5)		**14,889**		4,956
Prepaid expenses		**2,501**		1,800
		70,253		24,124
Long term:				
Investment in private company (Note 6)		**258,018**		258,018
	$	**328,271**	$	282,142
LIABILITIES				
Current:				
Accounts payable and accrued liabilities (Note 7)	$	**264,393**	$	242,961
SHAREHOLDERS' EQUITY				
Share capital (Note 8)		**3,590,655**		3,440,655
Contributed surplus		**39,749**		27,749
Reserve for warrants (Note 9)		**-**		12,000
Reserve for share based payments (Note 10)		**148,055**		148,055
Accumulated deficit		**(3,714,581)**		(3,589,278)
		63,878		39,181
	$	**328,271**	$	282,142

Going concern (Note 1(c))

Commitment (Note 13)

Subsequent events (Note 17)

The accompanying notes form an integral part of these unaudited interim financial statements

Approved on behalf of the Board:

"Gerry Gravina" Director

"Stephen Coates" Director

TELFERSCOT RESOURCES INC.

Interim Statements of Loss and Comprehensive Loss
Three and Nine Month Periods Ended September 30, 2015 and 2014
(Stated in $CAD)

(Unaudited - Prepared by Management)

	Three month period ended September 30 2015	Nine month period ended September 30 2015	Three month period ended September 30 2014	Nine month period ended September 30 2014
Revenue				
Foreign exchange gain	$ -	$ -	$ -	$ 858
Expenses				
Office and administration (Note 16)	**33,383**	**99,815**	33,215	99,803
Shareholder communication and reporting issuer costs	**2,288**	**11,353**	2,637	10,918
Professional fees	**3,000**	**10,840**	3,750	16,840
Insurance	**500**	**3,295**	1,300	5,350
	39,171	**125,303**	40,902	132,911
Net loss and comprehensive loss	**$ (39,171)**	**$ (125,303)**	$ (40,902)	$ (132,053)
Basic and diluted loss per share (Note 11)	**$ (0.001)**	**$ (0.003)**	(0.001)	(0.004)

The accompanying notes form an integral part of these unaudited interim financial statements

TELFERSCOT RESOURCES INC.
Interim Statements of Changes in Shareholders' Equity
Period from January 1, 2014 to September 30, 2015
(Stated in $CAD)
(Unaudited - Prepared by Management)

	Share capital		Reserve for warrants		Contributed surplus	Reserve for share based payments	Accumulated deficit	Total
	Shares	Amount	Number	Amount				
	(Note 8)		(Note 9)			(Note 10)		
As at January 1, 2014	**30,275,000**	**$ 3,440,655**	**6,000,000**	**$ 12,000**	**$ 27,749**	**$ 145,391**	**$ (3,410,746)**	**$ 215,049**
Net loss for period	-	-	-	-	-	-	(132,053)	(132,053)
As at September 30, 2014	**30,275,000**	**3,440,655**	**6,000,000**	**12,000**	**27,749**	**145,391**	**(3,542,799)**	**82,996**
Share based payments	-	-	-	-	-	2,664	-	2,664
Net loss for period	-	-	-	-	-	-	(46,479)	(46,479)
As at December 31, 2014	30,275,000	3,440,655	6,000,000	12,000	27,749	148,055	(3,589,278)	39,181
Expiry of warrants	-	-	(6,000,000)	(12,000)	12,000	-	-	-
Proceeds from private placement (Note 4(a)(i))	30,000,000	150,000	-	-	-	-	-	150,000
Net loss for period	-	-	-	-	-	-	(125,303)	(125,303)
As at September 30, 2015	**60,275,000**	**$ 3,590,655**	**-**	**$ -**	**$ 39,749**	**$ 148,055**	**$ (3,714,581)**	**$ 63,878**

The accompanying notes form an integral part of these unaudited interim financial statements

TELFERSCOT RESOURCES INC.

Interim Statements of Cash Flows

Three and Nine Month Periods Ended September 30, 2015 and 2014

(Stated in $CAD)

(Unaudited - Prepared by Management)

		2015		2014
Operating activities				
Net loss for period	$	**(125,303)**	$	(132,053)
Change in non-cash working capital items				
Accounts receivable		**(9,933)**		28,544
Prepaid expenses		**(701)**		151
Accounts payable and accrued liabilities		**21,432**		93,873
		(114,505)		(9,485)
Financing activities				
Proceeds from issuance of share capital		**150,000**		-
Increase (decrease) in cash		**35,495**		(9,485)
Cash, beginning of period		**17,368**		47,509
Cash, end of period	$	**52,863**	$	38,024

The accompanying notes form an integral part of these unaudited interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

(a) Nature of operations

Telferscot Resources Inc. ("the Company" or "Telferscot") was incorporated under the Canada Business Corporations Act on May 31, 2010 and is engaged in the acquisition and exploration of resource properties in the Democratic Republic of Congo ("DRC"). It has registered offices at 401 Bay Street, Suite 2702, Toronto, Ontario, Canada, M5H 2Y4, is a reporting issuer in the provinces of Ontario, British Columbia, Alberta and Manitoba, and trades under the symbol "TFS" on the Canadian Securities Exchange ("CSE").

As announced on May 13, 2015, the Company is currently in the process of a corporate re-organization and re-capitalization with respect to Resideo Properties Inc. as detailed in note 4.

As a result of the fiscal 2013 transactions detailed in note 6, the Company no longer actively operates in the DRC, but now holds its exploration interests through a passive 7.4% interest in Kolwezi Copper Corp. ("KCC"), a private Company registered in the British Virgin Islands ("BVI"). On November 11, 2015, the Company announced it had entered into a letter of intent to sell its entire 7.4% interest in KCC for proceeds of USD $854,700 (currently approximately CAD $1,139,600) *(see note 17(a))*.

The unaudited interim financial statements have not been reviewed by the Company's external auditors and were authorized for issuance by the Board of Directors on November 30, 2015.

(b) Development stage enterprise

KCC is considered a development stage enterprise, so Telferscot's 7.4% interest is subject to the risks that come with such an entity, as detailed below:

> KCC has not yet determined whether its interests in exploration licenses contain reserves that are economically recoverable. KCC's ability to recover amounts from these properties is largely dependent upon a number of factors including environmental risks, legal and political risks, the discovery of economically recoverable reserves, confirmation of KCC's interest in the underlying properties, the ability of KCC to obtain necessary financing to complete the development and future profitable production or proceeds from the disposition of the properties. It is considered to be a development stage enterprise as it has yet to generate any revenue from operations.
>
> Although KCC has taken steps to verify title to the exploration licenses on which it is conducting exploration and in which it has an interest, these procedures do not guarantee its title. Although management is not aware of any such agreements, transfers or defects, title may be subject to unregistered prior agreements, claims or transfers and may be affected by undetected defects. Assets located outside of North America are subject to the risk of foreign investment, including foreign currency exchange fluctuations and restrictions and local political instability and uncertainty.

1. NATURE OF OPERATIONS AND GOING CONCERN, CONTINUED

KCC's operations in the DRC are exposed to various levels of political risk and uncertainties, including political and economic instability, expropriation, government regulations relating to exploration and mining, military repression and civil disorder, all or any of which may have a material adverse impact on KCC's activities or may result in impairment in or loss of part or all of KCC's assets.

KCC faces risks and uncertainties including: (i) the inability to obtain the financing necessary to complete the development of its license interests, (ii) realization of proceeds from the sale of its exploration license interests, or (iii) its exploration licenses being revoked as a result of title disputes, a failure to comply with agreements or security issues preventing the safe exploration and development of any properties under license.

(c) **Going concern**

The accompanying unaudited interim financial statements have been prepared using International Financial Reporting Standards applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. It would, in this situation, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited interim financial statements. Such adjustments could be material.

As at September 30, 2015, the Company has no source of operating cash flow and had an accumulated deficit of $3,714,581 (December 31, 2014 - $3,589,278). Working capital deficiency as at September 30, 2015 was $194,140 compared with $218,837 as at December 31, 2014. Comprehensive loss for the nine month period ended September 30, 2015 was $125,303 (nine month period ended September 30, 2014 - $132,053). Operations since inception have been funded solely from the issuance of share capital and exercise of warrants. The Company has ongoing operating requirements as a public company and possible future spending requirements with respect to its DRC exploration project, subject to the new financing of the Kolwezi Project obtained in June, 2013 *(see note 6(b)*).

The Company now holds a passive investment in a private company and, as a result, has no source of operating cash flow. The Company intends to raise funds as and when required to fund its public company operating costs *(see note 4(a)(i))*. There is no assurance that the Company will be able to raise additional such funds on reasonable terms. The only sources of future funds presently available to the Company are through the exercise of outstanding stock options, the sale of equity capital of the Company or the sale by the Company of its interest in KCC *(see note 17(a))*. The ability of the Company to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions, the business performance of the Company and the continued support of its shareholder base. However, there are material uncertainties that cast significant doubt as to the propriety of the use of the going concern assumption upon which these unaudited interim financial statements have been prepared.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These unaudited interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting and do not include all of the information required for full annual financial statements by International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB").

These unaudited interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2014 and reflect the same accounting policies and methods of computation applied therein.

(b) Basis of presentation

The unaudited interim financial statements have been prepared on the historical cost basis as modified by the measurement at fair value of financial assets classified as fair value through profit and loss ("FVTPL").

The preparation of unaudited interim financial statements in accordance with IFRS requires management to make certain critical accounting estimates and to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these unaudited interim financial statements, are disclosed in note 2(j).

(c) Functional currency and foreign currency translation

Functional and presentation currency

The unaudited interim financial statements are presented in Canadian dollars, which is also the functional currency of the corporate offices located in Canada. The functional currency of the DRC operations is the US dollar, although the Company is no longer active there *(see note 6)*.

Foreign currency translation

Foreign currency transactions are initially recorded into the functional currency at the transaction date exchange rate. Monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the exchange rate at the end of the reporting period with all foreign currency adjustments being expensed.

Financial results of the DRC operations, for which the functional currency was the US dollar, were translated into Canadian dollars, the presentation currency of the parent, as follows: all asset and liability accounts (including non-monetary and capital items) were translated at the exchange rate at the end of the reporting period and all revenue and expense accounts and cash flow statement items were translated at average exchange rates for the reporting period. The resulting translation gains and losses were recorded as foreign currency translation adjustments in other comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(d) Cash

Cash consists of deposits held with banks.

(e) Investment in private company

The investment in a private company *(see note 6)* has initially been measured at fair value, with subsequent measurement done at cost under the exceptions permitted under IAS 39.46 in that this equity investment (1) does not have a quoted market price in an active market and (2) its fair value cannot be reliably measured by any other means.

(f) Provisions

A provision is recognized on the statements of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(g) Income taxes

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probably that the taxable profits will be available against which those deductible temporary differences can be utilized.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

(h) **Share based payments**

The Company offers a share option plan for its directors, officers, employees and consultants. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured using the Black-Scholes option pricing model based upon the number of awards expected to vest. Compensation expense is recognized upon vesting over the tranche's vesting period by increasing the reserve for share based payments. Any consideration paid on exercise of share options is credited to share capital.

For other equity settled transactions, the Company measures goods or services received at their fair value, unless that fair value cannot be estimated reliably, in which case the Company measures their value by reference to the fair value of the equity instruments granted.

(i) **Loss per share**

Basic loss per share amounts are calculated by dividing net loss for the reporting period attributable to common shareholders by the weighted average number of common shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the net earnings attributable to common shareholders by the weighted average number of shares outstanding during the reporting period plus the weighted average number of shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares. Diluted loss per share amounts are not presented if anti-dilutive.

(j) **Critical accounting estimates and judgements**

The preparation of these unaudited interim financial statements requires management to make estimates and judgements about the future that affect the amounts recorded in the financial statements. These estimates and judgements are based on the Company's experience and management's expectations about future events that are believed to be reasonable under the circumstances, and they are continually being evaluated based on new facts and experience. Actual results may differ from these estimates and judgements, which include the following:

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(j) Critical accounting estimates and judgements, continued

Investment in private company - The determination of any possible impairment of an investment in a private company is difficult given the lack of any quoted market price, the absence of other transactional activity in the Company's shares (other than that used to determine the initial fair value as detailed in note 6(c)) or any other means to reliably determine fair value. Any such determination of possible impairment will be based upon management's best estimates, which in turn are based upon available internal financial and operational information of the investee.

(k) Financial instruments

Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments ("HTM"), or available-for-sale financial assets ("AFS"), as appropriate at initial recognition and, except in very limited circumstances, the classification is not changed subsequent to initial recognition. The classification is determined at initial recognition and depends on the nature and purpose of the financial asset. A financial asset is derecognized when its contractual rights to the asset's cash flows expire or if substantially all the risks and rewards of the asset are transferred.

Financial assets at FVTPL

A financial asset is classified as FVTPL when the financial asset is held for trading or it is designated upon initial recognition as FVTPL. A financial asset is classified as HTM if (1) it has been acquired principally for the purpose of selling or repurchasing in the near term; (2) it is part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short term profit taking; or (3) it is a derivative that is not designated and effective as a hedging instrument. Financial assets at FVTPL are carried in the statements of financial position at fair value with changes in fair value recognized in profit or loss. Transaction costs are expensed as incurred. The Company has classified cash as FVTPL.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortized cost less losses for impairment. The impairment loss of receivables is based on a review of all outstanding amounts at the end of the reporting period. Bad debts are written off during the period in which they are identified. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the depreciation process. The Company has classified accounts receivable as loans and receivables.

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(k) Financial instruments, continued

AFS financial assets

Non derivative financial assets not included in the above categories are classified as AFS financial assets. They are carried at fair value with changes in fair value generally recognized in other comprehensive loss and accumulated in the AFS reserve. Impairment losses are recognized in profit or loss. Purchases and sales of AFS financial assets are recognized on settlement date with any change in fair value between trade date and settlement date being recognized in the AFS reserve. On sale, the cumulative gain or loss recognized in other comprehensive income is reclassified from accumulated other comprehensive income to profit or loss. The Company has designated its investment in a private company as AFS.

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the asset's original effective rate.

The carrying amount of all financial assets, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. Associated allowances are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Company. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

A provision for impairment is made in relation to accounts receivable, and an impairment loss is recognized in profit or loss when there is objective evidence that the Company will not be able to collect all of the amounts due under the original terms. With the exception of AFS equity instruments, if, in a subsequent period, the amount of impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss. On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had the impairment not been recognized.

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(k) Financial instruments, continued

Effective interest method

The effective interest method calculates the amortized cost of a financial instrument asset or liability and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset or liability, or where appropriate, a shorter period. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

Financial liabilities

Financial liabilities are classified as FVTPL, or other financial liabilities, as appropriate upon initial recognition. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. Subsequent to the initial recognition, other financial liabilities are measured at amortized cost using the effective interest method. The Company's other financial liabilities include accounts payables and accrued liabilities.

Financial liabilities are classified as FVTPL if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments (including separated embedded derivatives) unless they are designated as effective hedging instruments. Gains or losses on liabilities classified as FVTPL are recognized in profit or loss.

Financial hierarchy

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3: valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

3. ACCOUNTING STANDARD ISSUED BUT NOT YET EFFECTIVE

As at the date of authorization of these unaudited interim financial statements, the IASB has issued the following revised standard which is not yet effective:

(a) **IFRS 9: "Financial Instruments"** was issued by the IASB on November 12, 2009 and will replace IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. 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. 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, 2018.

The Company has not early adopted this standard, but management is currently assessing the impact of its application in the unaudited interim financial statements.

4. RESIDEO PROPERTIES INC.

(a) Resideo Properties Inc. acquisition

On May 13, 2015, the Company announced that it had entered into a letter of intent with Resideo Properties Inc. ("Resideo") to acquire the business of Resideo following the completion of due diligence and a formal purchase agreement (the "Acquisition"). The Acquisition will necessitate Telferscot to complete several corporate actions including a refinancing of CAD $250,000 *(see note 4(a)(ii))*, and a consolidation of the Company's shares. There are also several conditions precedent to the Acquisition to be completed by Resideo.

Resideo is a privately held Canadian company in the process of acquiring a portfolio of single-family and multi-tenant residential properties in the Detroit, Michigan area. It is anticipated that the property portfolio will provide sufficient cash flow to cover the Company's expenditures, and more importantly, an asset base from which to build a significant real estate business.

(i) On June 22, 2015, the Company closed the first tranche of the previously announced financing through the issuance of 30,000,000 common shares at CAD $0.005 for total proceeds of CAD $150,000. The Company also announced that it intended to issue an additional 30,000,000 shares in a second tranche at CAD $0.005 for additional proceeds of CAD $150,000. Completion of the second tranche would result in a total offering of CAD $300,000, up from the previously announced CAD $250,000.

4. RESIDEO PROPERTIES INC., CONTINUED

(ii) The Company had originally planned a second and final tranche of financing to raise an additional CAD $150,000 for total financing of CAD $300,000, up from the previously announced CAD $250,000.

As described in note 17(b), the Company raised an additional CAD $250,000 through the issuance of convertible notes (the Notes"). The Notes are (i) interest free, and (ii) automatically convert into common shares on the basis of one common share for each $0.005 in principal amount converted. The $250,000 raised in the second tranche resulted in total proceeds from the financing of $400,000, up from the previously announced and amended amount of $300,000. However, as a result of the sale of the Company's interest in KCC (the "Sale") as described in note 17(a), the Company now intends to repay the Notes. The Notes will not be converted into common shares of the Company. The repayment of the Notes will occur following the execution of a definitive agreement with respect to the KCC share sale.

(iii) Proceeds of the two tranches of financing have been, or will be, used to pay accrued liabilities, including liabilities to a related party *(see notes 16(a) and 17(c)),* near-term working capital requirements and costs associated with completion of the Acquisition. The Company has sought and has been granted relief from the Canadian Securities Exchange's minimum price rule.

(iv) It is expected that there will be a consolidation of the Company's shares to facilitate the necessary post-Acquisition capital structure.

(v) Several of the events referred to may require approval of Company shareholders, regulators and/or the CSE. Following the execution of a definitive agreement, a complete description of the Acquisition; its impact on shareholders and the necessary approvals will be provided to the market.

(b) **Kolwezi Copper Corp.**

The Company had previously stated that its interest in Kolwezi Copper Corp. (which holds the Company's interests in copper exploration in the DR Congo) *(see note 6)*, or the realization of any value of KCC, would accrue entirely to the shareholders of record prior to the completion of the second tranche of the financing and the Acquisition of Resideo. Accordingly, the net proceeds of the Sale *(see note 17(a))* will be addressed by the Company and will likely include a cash distribution to the Company's current shareholders with the balance of the cash being made available for the previously announced potential acquisition of Resideo. The record date for this distribution will be set prior to the completion of the Acquisition.

5. ACCOUNTS RECEIVABLE

	September 30 2015	December 31 2014
Refundable HST ITC's	**$ 14,889**	$ 4,956

6. INVESTMENT IN PRIVATE COMPANY

As at September 30, 2015 and December 31, 2014, the Company held a 7.4% interest in Kolwezi Copper Corp. ("KCC"). On November 11, 2015, the Company announced it had entered into a letter of intent to sell its entire interest in KCC for proceeds of USD $854,700 (currently approximately CAD $1,139,600) *(see note 17(a))*. As of the reporting date, the nature of the investment and the related historical accounting are detailed below:

	September 30 2015	December 31 2014
Fair value of investment on loss of control (Note 6(c))	**$ 258,018**	$ 258,018

(a) **Initial interest in Kolwezi Project**

In July, 2011, the Company acquired an initial interest of 17% in the Kolwezi Project, a copper cobalt exploration project located in the Kolwezi district of the Democratic Republic of Congo, held through Kolwezi Copper Corp. ("KCC"), a BVI company, through its acquisition of 1830953 Ontario Inc. ("Numco"). Telferscot had a right to increase its ownership in the exploration project to 60% through the expenditure of a further CAD $4 million prior to September 2013. Exploration expenditures increased the Company's ownership position in KCC to approximately 44.9% by December 31, 2012 and 47.4% by April 30, 2013, the date of cessation of funding.

(b) **Investment in KCC by Ivory Mines Investments Limited**

(i) On June 4, 2013, the Company announced it had entered into a binding agreement with a new investor, Ivory Mines Investments Limited ("Ivory"), to provide USD $20,000,000 of funding to KCC to advance the Kolwezi Project.
(ii) Under the terms of the agreement, Ivory is to provide a USD $20,000,000 equity facility ("the facility") to fund future exploration. Monies are to be advanced from the facility quarterly (in advance) to fund the exploration budget. Ivory may withdraw the facility if exploration results do not meet expectations, subject to a requirement to fund a minimum of 4,000 meters of drilling.
(iii) In return for provision of the facility, Ivory immediately received a 70% interest in KCC. In the event the facility is withdrawn prior to full funding of the USD $20,000,000 facility, Ivory's interest will be reduced on a pro-rata basis.
(iv) As part of the agreement, Telferscot waived its rights to increase its ownership interest in the Kolwezi Project under the terms of its original agreement. Accordingly, the Company is no longer required to provide any funding for the project.
(v) As a result of the Ivory agreement and related finders' fees, Telferscot's interest in KCC was diluted to 10.4%.

(c) **Accounting for Ivory transaction**

The reduction in ownership of KCC resulted in effective loss of control of KCC, and was accounted for under the loss of control provisions of IFRS 10.25. Accordingly, the Company:

(i) derecognized the assets previously accounted for under "Advances to DRC operations",

6. INVESTMENT IN PRIVATE COMPANY, CONTINUED

(ii) recognized the 10.4% of KCC retained by the Company at the fair value implicit in the minimum drilling budget of $2,440,450 underlying Ivory's investment into KCC, or $362,233, and,
(iii) the gain of $362,233 associated with the loss of control, net of amounts then remaining under "Advances to DRC operations" of $25,769, was recognized as income in the year ended December 31, 2013.

Subsequent measurement of this financial asset will be at cost under the exceptions permitted under IAS 39.46 in that this investment (1) does not have a quoted market price in an active market, and (2) its fair value cannot be reliably measured by any other means. This valuation will be reassessed as circumstances change or relevant information becomes available.

(d) **Share for share exchange**

With a new direction to be undertaken by the Company as a result of the Ivory transaction, management approached the Company's largest shareholder with a proposal whereby this shareholder would exchange its shares of the Company for an equivalent percentage of the Company's investment in KCC. This share exchange transaction, approved by shareholders at the Company's Annual General Meeting in August, 2013 and completed on October 23, 2013, was as follows:

(i) This shareholder held 12,237,200 common shares of the Company, representing 40.4% of the 30,275,000 then-outstanding common shares.
(ii) Prior to the share exchange transaction, the Company held a 10.4% interest in KCC. The Company transferred 40.4% of its 10.4% interest, or 4.2%, to this shareholder.
(iii) In consideration for the transfer of this interest, the shareholder surrendered its entire shareholding position in Telferscot for cancellation, reducing the number of issued and outstanding common shares in Telferscot to 18,037,800.
(iv) The carrying value of the Company's investment in KCC was reduced by 40.4%, or $104,215, with a corresponding reduction in share capital.
(v) Subsequent to the share exchange transaction, the Company now holds a passive 7.4% interest in KCC.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30 2015	December 31 2014
Trade accounts payable	**$ 394**	$ 27,190
Accrued management fees (Note 16(a))	**210,000**	172,500
Accrued director fees (Note 16(b))	**36,000**	27,000
Other	**17,999**	16,271
	$ 264,393	$ 242,961

8. SHARE CAPITAL

Continuity schedules for the Company's share capital and other equity instruments are disclosed in the unaudited interim statements of changes in shareholders' equity for the period from January 1, 2014 to September 30, 2015. There were no equity transactions during the period, other than the private placement described in note 4(a)(i).

9. WARRANTS

	Warrants	Exercise price	Attributed value
Balance - January 1, 2014	**6,000,000**	$ 0.05	$ 12,000
Change in year	-	-	-
Balance - December 31, 2014	**6,000,000**	0.05	12,000
Expired unexercised	**(6,000,000)**	0.05	(12,000)
Balance - September 30, 2015	**-**	$ -	$ -

(a) The Company issued 8,000,000 warrants in July, 2010 that expired on January 15, 2015, and entitled the holder to purchase one common share at an exercise price of $0.05.

(b) In June, 2013, 2,000,000 warrants were exercised at $0.05 each for proceeds of $100,000, resulting in the issuance of 2,000,000 common shares *(see note 9(a))*. $4,000 of the value originally attributed to the warrants was transferred to share capital upon exercise.

(c) The remaining 6,000,000 warrants outstanding as at December 31, 2014 expired unexercised on January 15, 2015. The attributed value of $12,000 was credited to contributed surplus on expiry.

10. STOCK OPTIONS AND SHARE BASED PAYMENTS

The Company's shareholders have approved a stock option plan, the purposes of which are to (i) encourage common share ownership in the Company for directors, officers, consultants and employees, (ii) provide additional incentive for superior performance by such individuals, and (iii) enable the Company to attract and retain valued directors, officers and employees.

Stock option activity for the period from January 1, 2014 to September 30, 2015 was as follows:

	Nine months ended September 30, 2015		Year ended December 31, 2014	
	Options	**Weighted average exercise price**	Options	Weighted average exercise price
Outstanding, beginning of period	**2,383,333**	**$ 0.15**	2,383,333	$ 0.15
Change in period	**-**	**-**	-	-
Outstanding, end of period	**2,383,333**	**$ 0.15**	2,383,333	$ 0.15

10. STOCK OPTIONS AND SHARE BASED PAYMENTS, CONTINUED

As at September 30, 2015, the issued and outstanding options to acquire common shares of the Company were as follows:

	Number of options			
Grant date	**Granted**	**Exercisable**	**Exercise price ($)**	**Expiry date**
July 27, 2011	1,100,000	1,100,000	0.15	July 27, 2016
November 27, 2012	1,283,333	1,283,333	0.15	November 27, 2017
	2,383,333	2,383,333	0.15	

The details of each specific option grant are as follows:

(a) **July 27, 2011 grant:**

The Board of Directors approved the grant of 1,200,000 options exercisable at $0.15 per option with a term of five years (expiring July 27, 2016). Of these options, 900,000 vested immediately and the remaining 300,000 vested as follows: 1/3 immediately, 1/3 after one year and 1/3 after two years. 100,000 of these options were forfeited during fiscal 2012 upon the expiration of the option holder's employment.

(b) **November 27, 2012 grant:**

(i) The Board of Directors approved the grant of 1,900,000 options exercisable at $0.15 per option with a term of five years (expiring November 27, 2017). The options vested as to 1/3 immediately, 1/3 after one year and 1/3 after two years.
(ii) In November, 2013, 616,667 of these options were forfeited upon cessation of the option holder's employment or membership on the Board of Directors, resulting in the transfer of $5,499 from the reserve for share based payments to contributed surplus.

11. LOSS PER SHARE

Basic and diluted loss per share is computed using the weighted average number of common shares outstanding. The weighted average number of common shares outstanding for the three and nine month periods ended September 30, 2015 was 60,275,000 and 41,264,011 respectively (three and nine month periods ended September 30, 2014 - 30,275,000 and 30,275,000 respectively).

Diluted loss per share and the weighted average number of common shares exclude all potentially dilutive equity instruments since their effect is anti-dilutive. As at September 30, 2015, the following potentially dilutive equity instruments were outstanding: (1) Nil warrants (December 31, 2014 - 6,000,000), and (2) 2,383,333 options (December 31, 2014 - 2,383,333).

12. FINANCIAL RISK FACTORS

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, mineral property risk and currency risk. Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and accounts receivable. Financial instruments included in accounts receivable consist of refundable HST ITC's.

As at September 30, 2015, cash of $52,863 (December 31, 2014 - $17,368) was held with reputable financial institutions from which management believes the risk of loss to be minimal. As accounts receivable consists of refundable HST ITC's, management believes that its credit risk is negligible.

(b) Liquidity risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due, or can only do so at excessive cost *(see note 1(c))*. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2015, the Company had a working capital deficiency of $194,140 (December 31, 2014 - $218,837). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms.

(c) Mineral property risk

The Company's operations in the DRC, held through its passive 7.4% interest in KCC *(see note 6)*, are exposed to various levels of political risk and uncertainties, including political and economic instability, expropriation, government regulations relating to exploration and mining, military repression and civil disorder, all or any of which may have a material adverse impact on the Company's activities or may result in impairment in, or loss of, part or all of the Company's assets.

(d) Sensitivity analysis

The Company operates in Canada and has a presentation and functional currency of CAD dollars. As at September 30, 2015, the Company no longer has any USD denominated bank accounts, so it is therefore only subject to foreign exchange fluctuations against the CAD dollar on any USD denominated liabilities, of which there are currently none.

12. FINANCIAL RISK FACTORS, CONTINUED

(e) **Fair value hierarchy**

The following summarizes the methods and assumptions used in estimating the fair value of the Company's financial instruments where measurement is required. The fair value of short-term financial instruments, financial instruments classified as loans and receivables and other financial liabilities approximate their carrying amounts due to their short term maturities. Fair value amounts represent point in time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the statement of financial position, have been prioritized into three levels as per their fair value hierarchy.

Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data. The fair value of the Company's financial instruments where financial measurement is required are as follows:

	September 30 2015	December 31 2014
	$	$
Level one		
Cash	**52,863**	17,368

13. COMMITMENT

The Company has a contract for management and administrative services *(see note 16(a))*. It is billed on a monthly basis with a six-month notice period. Effective January 1, 2014, the monthly rate was decreased from $17,500 to $10,000.

14. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain adequate levels of funding to maintain head office corporate and administrative functions. The Company considers its capital to be its shareholders' equity. The Company manages its capital structure in an effort to provide sufficient funding for its development projects. Funds are primarily secured through equity capital raised by way of private placements and exercise of warrants.

There can be no assurances that the Company will be able to continue raising equity capital in this manner. The Company's 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. 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 have been no changes in the Company's approach to capital management since the year-end. The Company is not subject to externally imposed capital requirements.

15. SEGMENTED INFORMATION

The Company conducts its business in a single operating segment consisting of the exploration activities in the DRC.

16. RELATED PARTY TRANSACTIONS (INCLUDING KEY MANAGEMENT COMPENSATION)

(a) Telferscot is billed a monthly fee of $10,000 by a Company controlled by one of the directors. The monthly fee is for management and administrative services, including monthly compensation for the CFO of $2,500, corporate secretary, office rent and regular administrative functions. During the three and nine month periods ended September 30, 2015, the Company incurred total fees of $30,000 and $90,000 respectively (three and nine month periods ended September 30, 2014 - $30,000 and $90,000 respectively).

From June, 2013 to December, 2013, Telferscot only paid $10,000 per month against the prior monthly fee of $17,500. From January, 2014 to March, 2015, the Company had not paid anything against the revised fee, such that as at March 31, 2015, accounts payable and accrued liabilities included $202,500 in respect of such fees.

Unpaid fees totalling $52,500 (before applicable HST) covering the period to December, 2013 were paid out of the proceeds of the private placement described in note 4(a)(i). Accordingly, as at September 30, 2015, accounts payable and accrued liabilities includes $210,000 (December 31, 2014 - $172,500) in respect of such fees *(see also notes 13 and 17(c))*.

(b) Each independent director receives a quarterly honorarium of $1,500. Fees recorded for the three and nine month periods ended September 30, 2015 were $3,000 and $9,000 respectively (three and nine month periods ended September 30, 2014 - $3,000 and $9,000 respectively). To date, no payments have been made against these honorariums such that as at September 30, 2015, accounts payable and accrued liabilities includes $36,000 (December 31, 2014 - $27,000) in respect of such fees.

17. SUBSEQUENT EVENTS

(a) On November 11, 2015, the Company announced that it had entered into a Letter of Intent (the "LOI") to sell its 2,775 common shares (or 7.4% interest) in Kolwezi Copper Corp. ("KCC") for USD $854,700 (currently approximately CAD $1,139,600) (the "Sale") *(see note 4(a))*. The Sale will close in two tranches. The first tranche of 575 KCC shares will close coincident with the execution of a definitive agreement. The second tranche of 2,200 KCC shares is expected to close in January 2016. The LOI sets out a number of conditions precedent with respect to the Sale including necessary shareholder and regulatory approvals.

(b) On October 6, 2015, the Company announced that it had closed the second and final tranche of the financing previously announced on May 13, 2015 *(see notes 4(a)(i) and 4(a)(ii))*. The Company issued CAD $250,000 in convertible notes (the "Notes"). The Notes are (i) interest free, and (ii) are to be automatically converted into that common shares on the basis of one common share for each $0.005 in principal amount converted.

The Company further announced on November 11, 2015 that, upon entering into a definitive agreement for the sale of the Company's interest in KCC *(see note 17(a))*, it intends to repay the Notes. If repaid, the Notes will not be converted into common shares of the Company.

(c) On October 7, 2015, the Company paid $124,300 ($110,000 plus applicable HST) against the related party liability described in note 16(a), such that $100,000 currently remains payable to that party for services up to September 30, 2015.