BRAVURA VENTURES CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JULY 31,

2014 AND 2013

(UNAUDITED)

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited financial statements have been prepared by management and approved by the Audit Committee.

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

BRAVURA VENTURES CORP.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)

		July 31, 2014		January 31, 2014
ASSETS				
CURRENT				
Cash	$	198	$	229
Amounts receivable		2,934		2,116
		3,132		2,345
MINERAL PROPERTY (Note 4)		-		-
	$	3,132	$	2,345
LIABILITIES				
CURRENT				
Accounts payable and accrued liabilities (Note 5)	$	224,832	$	174,588
Loans payable (Note 5)		46,286		32,092
		271,118		206,680
SHAREHOLDERS' EQUITY				
SHARE CAPITAL (Note 6)		1,108,079		1,108,079
RESERVES		176,789		176,789
DEFICIT		(1,552,854)		(1,489,203)
		(267,986)		(204,335)
	$	3,132	$	2,345

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)

Approved and authorized for issue on behalf of the Board on September 29, 2014

"Quinn Field-Dyte"	*"Brook Bellian"*
Director	Director

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

BRAVURA VENTURES CORP.
Condensed Interim Statement of Comprehensive Loss
(Expressed in Canadian dollars)

	For the three months ended July 31, 2014	For the three months ended July 31, 2013	For the six months ended July 31, 2014	For the six months ended July 31, 2013
EXPENSES				
Investor communications	$ -	$ 244	$ -	$ 2,055
Management fees	15,000	15,000	30,000	30,000
Office and miscellaneous	130	111	296	214
Professional fees	8,500	18,914	8,500	18,914
Rent and property tax	6,000	-	12,000	5,000
Transfer agent and filing fees	6,824	9,968	12,855	19,285
NET LOSS AND COMPREHENSIVE LOSS	(36,454)	(44,237)	(63,651)	(75,468)
LOSS PER SHARE, basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	11,218,751	11,218,751	11,218,751	11,218,751

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

BRAVURA VENTURES CORP.
Condensed Interim Statements of Changes in Equity
(Expressed in Canadian dollars)

	Common Shares without Par Value							
	Shares		Amount		Reserves		Deficit	Total Shareholders' Equity
Balance, January 31, 2013	11,218,751	$	1,108,079	$	176,789	$	(893,611)	391,257
Comprehensive loss	–		–		–		(75,468)	(75,468)
Balance, July 31, 2013	11,218,751	$	1,108,079	$	176,789	$	(969,079)	315,789
Balance, January 31, 2014	11,218,751	$	1,108,079	$	176,789	$	(1,489,203) $	(204,335)
Comprehensive loss	–		–		–		(63,651)	(63,651)
Balance at July 31, 2014	11,218,751	$	1,108,079	$	176,789	$	(1,552,854) $	(267,986)

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

BRAVURA VENTURES CORP.
Condensed Interim Statements of Cash Flow
(Expressed in Canadian Dollars)

	For the three months ended July 31, 2014	July 31, 2013	For the six months ended July 31, 2014	July 31, 2013
OPERATING ACTIVITIES				
Loss for the period	$ (36,454)	$ (44,237)	$ (63,651)	$ (75,468)
	(36,454)	(44,237)	(63,651)	(75,468)
Changes in non-cash working capital items:				
Amounts receivables	(1,620)	(2,088)	(818)	(5,216)
Accounts payable and accrued liabilities	24,221	32,551	50,244	72,544
Loans payable	13,794	14,150	14,194	17,118
Net cash provided by (used in) operating activities	(59)	376	(31)	8,978
INCREASE (DECREASE) IN CASH	(59)	376	(31)	8,978
CASH, BEGINNING	257	82	229	(8,520)
CASH, ENDING	$ 198	$ 458	$ 198	$ 458

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Bravura Ventures Corp. (the "Company") was incorporated on August 6, 2010 under the British Columbia Business Corporations Act. The Company is domiciled in Canada and is a reporting issuer with its common shares publicly traded on the TSX-Venture exchange under the stock symbol "BVQ". The Company is primarily engaged in the acquisition, exploration and development of mineral properties. The address of its head office is 800-1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5

On June 13, 2013, the Company entered into an Amalgamation Agreement with RedLion Resources Corp. ("RedLion"), pursuant to which the Company and RedLion would complete a transaction resulting in the reverse takeover of the Company by the shareholders of RedLion. Pursuant to the Amalgamation Agreement, the Company filed a filing statement with the TSXV on December 23, 2013. On May 31, 2014, the Company and RedLion announced the termination of the Amalgamation Agreement. Trading in the common shares of the Company is currently halted. At July 31, 2014, the Company had incurred a net loss of $63,651 (2013 - $75,468) and an accumulated deficit of $1,552,854 which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) *Going concern*

These condensed consolidated interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at July 31, 2014 the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the company's ability to continue as a going concern.

The Company's continuation as a going concern is dependent upon the successful results from its exploration and evaluation activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares.

There is, however, no assurance that the sufficient sources of funding described above will be available to the Company, or that they will be available on terms and timely basis that are acceptable to the Company. Accordingly, these financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

As at July 31, 2014, the Company had an accumulated deficit of $1,552,854 (January 31, 2014 - $1,489,203) since inception and expect to incur further losses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Statement of compliance

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

The financial statements were authorized for issue in accordance with a resolution from the Board of Directors on September 29, 2014.

c) Basis of presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 2. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these financial statements are in accordance with IFRS.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

d) Significant accounting estimates and judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Critical accounting judgments

i. The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

Critical accounting estimates

i. the inputs used in accounting for share-based compensation expense in profit or loss;
ii. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the property where applicable; and,
iii. the estimated value of the exploration costs which are recorded in the statement of financial position;

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Mineral properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units of production method over estimated recoverable reserves. Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

f) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings. The tax rate used is the rate that is enacted or substantively enacted.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

h) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

j) Flow-through shares

Current Canadian tax legislation permits a company to issue securities referred to as flow-through shares whereby the Company assigns the tax deductions arising from the related resource expenditures to the shareholders. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. At the time the Company issues flow-through shares, the sale of tax deductions is deferred and presented as other liabilities in the statement of financial position to recognize the obligation to incur and renounce eligible resource exploration and evaluation expenditures. The tax deduction is measured as the difference between the current market price of the Company's common shares and the issue price of the flow-through share. Upon incurring and renouncing eligible resource exploration and evaluation expenditures, the Company recognizes the sale of tax deductions as a tax deduction recovery on the statement of comprehensive loss and reduces the other liability.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

k) Impairment of non-financial assets

At the end of each reporting period, the Company assesses each cash generating unit to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discounted rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

When an impairment subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

l) Cash and cash equivalents

Cash and cash equivalents consist of cash and liquid investments which are readily convertible into cash with maturities of three months or less when purchased. The Company's cash and cash equivalents are invested with major financial institutions and are not invested in any asset-backed deposits or investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Financial instruments

i) Financial assets

Financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity, or available-for-sale.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss. The Company has classified its cash as FVTPL.

Financial assets classified as loans and receivables are measured at amortized cost less impairment. The Company has classified its amounts receivable as loans and receivables.

Financial assets classified as held-to-maturity are measured at amortized cost. The Company has no financial assets classified as held-to-maturity.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary. The Company has no financial assets classified as available-for-sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

ii) Financial liabilities

Financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income or loss. The Company has no financial liabilities classified as FVTPL.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest rate method. The Company has classified its accounts payable as other financial liabilities.

n) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

3. RECENT ACCOUNTING PRONOUNCEMENTS

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

Accounting standards adopted and effective February 1, 2013

Consolidation
IFRS 10, *Consolidated Financial Statements*, requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces *SIC-12, Consolidation—Special Purpose Entities* and parts of *IAS 27*, *Consolidated and Separate Financial Statements*. The adoption of IFRS 10 did not have a material impact on the financial statements.

Joint ventures
On May 12, 2011, the IASB issued IFRS 11, *Joint Arrangements*. IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, *Interests in Joint Ventures*, and SIC-13, J*ointly Controlled Entities—Non-monetary Contributions by Venturers*. The adoption of IFRS 11 did not have a material impact on the financial statements.

Disclosure of interest in other entities
IFRS 12, *Disclosure of Interest in Other Entities*, establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The adoption of IFRS 12 did not have a material impact on the financial statements.

Fair value measurement
IFRS 13, *Fair Value Measurement*, sets out a single IFRS framework for measuring fair value and new required disclosures about fair value measurements. The adoption of IFRS 13 did not have a material impact on the financial statements. .

Presentation of financial statements
IAS 1, *Presentation of Financial Statements*, effective for annual periods beginning on or after July 1, 2013, was amended to require entities to group items within other comprehensive income that may be reclassified to profit or loss. The adoption of IAS 1 amendments did not have a material impact on the financial statements.

Accounting standards anticipated to be effective February 1, 2014

Impairment of Assets
IAS 36, Impairment of Assets, addresses the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when and asset's or a CGU's recoverable amount is based on fair value less costs of disposal. The Company is currently evaluating the impact the final interpretation is expected to have on the Company's financial statements.

(Expressed in Canadian dollars)

3. RECENT ACCOUNTING PRONOUNCEMENTS (continued)

Accounting standards anticipated to be effective February 1, 2014 (continued)

Levies
IFRIC 21, Levies, provides an interpretation of IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. The Company is currently evaluating the impact the final interpretation is expected to have on the Company's financial statements.

Accounting standards anticipated to be effective February 1, 2018

Financial instruments
IFRS 9, *Financial Instruments*, addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit and loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit and loss or at fair value through other comprehensive income. The Company has not yet considered the potential impact of the adoption of IFRS 9 on its financial statements.

4. MINERAL PROPERTY

	July 31 and January 31, 2014			January 31, 2013
	$	$	$	$
	Quebec Property	Greenhorn Property	**Total**	**Total**
Acquisition costs				
Balance, beginning	45,000	68,055	**113,055**	**54,555**
Cash paid	-	-	**-**	**27,500**
Shares issued	-	-	**-**	**31,000**
Write off	(45,000)	(68,055)	**(113,055)**	**-**
Balance, ending	-	-	-	**113,055**
Exploration costs				
Balance, beginning	-	303,373	**303,373**	**293,996**
Other	-	-	**-**	**9,377**
Write off		(303,373)	**(303,373)**	**-**
Balance, ending	-	-	**-**	**303,373**
Total	-	-	**-**	**416,428**

(Expressed in Canadian dollars)

4. MINERAL PROPERTY (continued)

Quebec Property

Pursuant to an asset purchase agreement dated June 11, 2012, the Company acquired a 100% interest in 37 claims, comprising two graphite properties located in southern Quebec, Canada, all within the Central Metasedimentary Belt of the Grenville region. The Company paid $20,000 and issued 250,000 common shares with a fair value of $25,000 to acquire the interest. To date, the Company has incurred no exploration expenditures on the properties.

All claims comprising the properties expired subsequent to year-end, and as a result, all related acquisition costs have been written off.

Greenhorn Property, British Columbia

Pursuant to an option agreement dated November 24, 2010, the Company was granted an option to acquire a 100% undivided interest in the Greenhorn Property comprised of seven mineral claims located in the Slocan Mining Division, British Columbia. To earn the 100% interest, the Company agreed to pay $120,555 and issue 200,000 common shares of the Company to the optionors as follows:

	Cash Payments	Number of Common Shares
	$	
(i) By November 24, 2010 (paid)	15,555	–
(ii) On July 19, 2011 (paid and issued)	20,000	100,000
(iii) On or before July 4, 2012 (issued and partially paid)	20,000	100,000
(iv) On or before July 4, 2013 (unpaid)	30,000	–
(v) On or before July 4, 2014 (unpaid)	35,000	–
	120,555	200,000

The property is subject to a 2% net smelter return royalty ("NSR") which can be purchased by the Company at $1,000,000 per percentage point during the five year period commencing from the date upon which the property is put into commercial production.

The Company made a partial payment of $7,500 towards the July 4, 2012 payment commitment, and has paid $Nil towards the July 4, 2013 and July 4, 2014 payment commitments.

5. RELATED PARTY TRANSACTIONS AND BALANCES

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management:

In the six month period ended July 31, 2014:

	2014	2013
Management fees	$ 30,000	$ 30,000
Rental fees	-	5,000
	$ 30,000	**$ 35,000**

(Expressed in Canadian dollars)

5. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

As at July 31, 2014, the Company has included in accounts payable and accrued liabilities a total of $117,518 (January 31, 2014 - $82,180), which are payable to directors, officers, companies controlled by officers, and former directors and officers and the companies they control. The amounts owing are non-interest bearing and unsecured, with no stated terms of repayment.

During the six months ended July 31, 2014, the Company received a series of loans from officers, former officers and Companies controlled by officers, totalling $14,194, for working capital purposes. As at July 31, 2014, the entire balance of $46,286 is outstanding. The amounts are owing non-interest bearing and unsecured, with no stated terms of repayment.

During the year ended January 31, 2014, the Company received a series of loans from officers, former officers and Companies controlled by officers, totalling $32,092, for working capital purposes. As at January 31, 2014, the entire balance of $32,092 is outstanding. The amounts are owing non-interest bearing and unsecured, with no stated terms of repayment.

6. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) No shares were issued during the six months ended July 31, 2014 or year ended January 31, 2014.

c) Stock options

The Company has implemented a stock option plan ("the Plan") to be administered by the Board of Directors. Pursuant to the Plan the Board of Director's has discretion to grant options for up to a maximum of 10% of the issued and outstanding common shares of the Company at the date the options are granted. The option price under each option shall not be less than the discounted market price on the grant date. The expiry date of an option shall be set by the Board of Directors at the time the option is awarded, and shall not be more than ten years after the grant date.

The continuity of stock options is as follows:

	Number of Options	Weighted Average Exercise Price
		$
Balance, January 31, 2013	920,000	0.15
Expired	(170,000)	0.15
Forfeited	(300,000)	0.15
Balance, July 31, 2014 and January 31, 2014	450,000	0.15

Details of stock options outstanding and exercisable as at July 31, 2014 are:

Options outstanding	Exercise price	Remaining contractual	Expiry date
450,000	$ 0.15	1.63	March 18, 2016

The Company did not grant any stock options during the six months ended July 31, 2014 or year ended January 31, 2014.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

d) Escrow shares

The Company entered into an escrow agreement on April 28, 2011. Pursuant to the escrow agreement, 2,450,001 common shares were to be held in escrow, of which 10% were released on July 4, 2011, which was the date the common shares of the Company were listed and posted for trading on the TSXV, and 15% will be released every six months thereafter to July 4, 2014.

As at July 31, 2014, there were no common shares remaining in escrow.

e) Warrants

The continuity of warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price
		$
Warrants outstanding, January 31, 2013	467,500	0.20
Expired	(467,500)	0.20
Warrants outstanding, July 31, 2014 and January 31, 2014	-	-

There are no share purchase warrants outstanding and exercisable as at July 31, 2014 or January 31, 2014.

The Company did not issue any warrants during the six months ended July 31, 2014 or year ended January 31, 2014.

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of mineral properties. The Company does not have any externally imposed capital requirements to which it is subject.

As at July 31, 2014, the Company had capital resources consisting mainly of cash and receivables. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

8. FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash, accounts payable and loans payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

		July 31, 2014
FVTPL (i)	$	198
Other financial liabilities (ii)		271,118

(i) Cash
(ii) Accounts payable, Loans payable

8. FINANCIAL INSTRUMENTS (continued)

Fair Values (continued)

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market date

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	July 31, 2014
Cash	$ 198	$ -	$ -	$ 198

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

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 through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as all of its transactions are in Canadian dollars.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

9. SUBSEQUENT EVENTS

On August 14, 2014, the Company has entered into a Letter Agreement with Nutaq Innovation Inc. ("Nutaq"). Pursuant to the Nutaq Letter Agreement, the parties contemplate a business combination wherein a yet-to-be-performed subsidiary of the Company ("Spinco") will acquire all of the issued and outstanding securities of Nutaq by share exchange. Nutaq is a leading provider of advanced digital signal processing ("DSP") solutions and wireless technologies, including software defined radios ("SDR"). The Company further announces that it is proceeding with a share consolidation, on the basis of five (5) old shares for one (1) new share (the "Consolidation"). As a result of the Consolidation, the 11,218,751 common shares which are currently issued and outstanding will be reduced to 2,243,750 common shares.