NORTHERN IRON CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX AND THREE MONTHS ENDED 31 MARCH 2015

Stated in Canadian Funds

NOTICE OF NO AUDITOR REVIEW OF

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

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

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MANAGEMENT'S RESPONSIBILITY

To the Shareholders of Northern Iron Corp.:

Management is responsible for the preparation and presentation of the accompanying condensed interim consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the condensed interim consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors and the Audit Committee are composed primarily of Directors who are neither management nor employees of the Company. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and the external auditors. The Audit Committee has the responsibility of meeting with management, and the external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Board is also responsible for recommending the appointment of Northern Iron's external auditors.

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

We draw attention to Note 1 in the condensed interim consolidated financial statements which indicates the existence of a material uncertainty that may cast substantial doubt on the Company's ability to continue as a going concern.

27 May 2015

"Basil Botha"
Basil Botha, CEO

"Grant T. Smith"
Grant T. Smith, CFO

NORTHERN IRON CORP.

Statement 1

Canadian Funds

(Unaudited)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at	
		31 March 2015	30 September 2014
ASSETS			
Current Assets			
Cash		**$ 1,142,743**	$ 599,149
Amounts receivable	(6)	**11,007**	12,205
Prepaid amounts and other assets		**14,685**	13,727
		1,168,435	625,081
Non-current Assets			
Deferred financing costs	(7)	**-**	60,405
Deposits	(8)	**200,000**	200,000
Property and equipment	(10)	**212,288**	304,388
Exploration and evaluation assets	(11)	**9,677,864**	9,610,510
		10,090,152	10,175,303
		$ 11,258,587	$ 10,800,384
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		**$ 53,595**	$ 70,044
EQUITY (STATEMENT 3)			
Share capital		**14,530,825**	13,769,327
Options - Contributed surplus		**426,100**	426,100
Warrants - Contributed surplus		**806,623**	715,307
Deficit		**(4,558,556)**	(4,180,394)
		11,204,992	10,730,340
		$ 11,258,587	$ 10,800,384

Nature of operations and going concern	(1)	Capital management	(15)
Basis of preparation – Statement of Compliance	(2)	Commitment	(16)
Related party transactions	(13)	Subsequent events	(17)

The condensed interim consolidated financial statements were approved by the Board of Directors on 27 May 2015 and were signed on its behalf by:

"Paul Sarjeant"
Paul Sarjeant, Director

"Alberto Hassan"
Alberto Hassan, Director

-- The accompanying notes form an integral part of the condensed interim consolidated financial statements --

NORTHERN IRON CORP.

Statement 2

Canadian Funds

(Unaudited)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS

	Six Months Ended 31 March 2015	Six Months Ended 31 March 2014	**Three Months Ended 31 March 2015**	Three Months Ended 31 March 2014
CONTINUING OPERATIONS				
Operating Expenses				
Consulting fees	**$ 143,551**	$ 171,750	**$ 73,380**	$ 62,450
Amortization	**92,100**	95,594	**46,050**	47,797
Travel	**59,763**	34,002	**29,237**	17,231
Professional fees	**36,626**	43,912	**20,402**	28,190
Office and general	**15,877**	38,113	**7,244**	16,110
Shareholder relations	**15,597**	8,519	**11,298**	4,455
Transfer agent and filing fees	**14,689**	27,901	**13,847**	18,816
Insurance	**4,203**	4,373	**2,009**	2,134
Interest (income)	**(4,244)**	(4,047)	**(3,006)**	(943)
Share-based payments	**-**	29,000	**-**	29,000
Loss from Operations	**$ 378,162**	$ 449,117	**$ 200,461**	$ 225,240
Deferred tax recovery	**-**	(73,477)	**-**	(17,000)
Net Loss and Comprehensive Loss for the Period	**$ 378,162**	$ 375,640	**$ 200,461**	$ 208,240
Basic and Diluted Loss per Common Share	**(0.00)**	(0.00)	**(0.00)**	(0.00)
Weighted Average Number of Shares Outstanding	**89,657,633**	76,629,875	**95,727,875**	76,629,875

-- The accompanying notes form an integral part of the condensed interim consolidated financial statements --

NORTHERN IRON CORP.

Statement 3

Canadian Funds

(Unaudited)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Shares	Amount	Options	Amount	Warrants	Amount	Deficit	Shareholders' Equity
BALANCE AT 1 OCTOBER 2013	76,629,875	$ 13,767,827	4,025,000	$ 397,100	-	$ 715,307	$ (3,356,659)	$ 11,523,575
Stock options cancelled	-	-	(400,000)	-	-	-	-	-
Net loss for the period	-	-	-	-	-	-	(167,400)	(167,400)
BALANCE AT 31 DECEMBER 2013	76,629,875	$ 13,767,827	3,625,000	$ 397,100	-	$ 715,307	$ (3,524,059)	$ 11,356,175
Stock options cancelled	-	-	(350,000)	-	-	-	-	-
Issuance of stock options	-	-	1,550,000	29,000	-	-	-	29,000
Net loss for the period	-	-	-	-	-	-	(208,240)	(208,240)
BALANCE AT 31 MARCH 2014	76,629,875	$ 13,767,827	4,825,000	$ 426,100	-	$ 715,307	$ (3,732,299)	$ 11,176,935
Net loss for the period	-	-	-	-	-	-	(188,313)	(188,313)
BALANCE AT 30 JUNE 2014	76,629,875	$ 13,767,827	4,825,000	$ 426,100	-	$ 715,307	$ (3,920,612)	$ 10,988,622
Issuance of shares for property	50,000	1,500	-	-	-	-	-	1,500
Net loss for the period	-	-	-	-	-	-	(259,782)	(259,782)
BALANCE AT 30 SEPTEMBER 2014	76,679,875	$ 13,769,327	4,825,000	$ 426,100	-	$ 715,307	$ (4,180,394)	$ 10,730,340
Proceeds on Unit issuance	**19,048,000**	**861,084**	**-**	**-**	**19,048,000**	**91,316**	**-**	**952,400**
Unit issuance costs	**-**	**(97,486)**	**-**	**-**	**-**	**-**	**-**	**(97,486)**
Net loss for the period	**-**	**-**	**-**	**-**	**-**	**-**	**(177,701)**	**(177,701)**
BALANCE AT 31 DECEMBER 2014	**95,727,875**	**$ 14,532,925**	**4,825,000**	**$ 426,100**	**19,048,000**	**$ 806,623**	**$ (4,358,095)**	**$ 11,407,553**
Expiration of stock options	**-**	**-**	**(250,000)**	**-**	**-**	**-**	**-**	**-**
Unit issuance costs	**-**	**(2,100)**	**-**	**-**	**-**	**-**	**-**	**(2,100)**
Net loss for the period	**-**	**-**	**-**	**-**	**-**	**-**	**(200,461)**	**(200,461)**
BALANCE AT 31 MARCH 2015	**95,727,875**	**$ 14,530,825**	**4,575,000**	**$ 426,100**	**19,048,000**	**$ 806,623**	**$ (4,558,556)**	**$ 11,204,992**

-- The accompanying notes form an integral part of the condensed interim consolidated financial statements --

Northern Iron Corp.

Statement 4

Canadian Funds

(Unaudited)

Condensed Interim Consolidated Statement of Cash Flows

	Six Months Ended 31 March 2015	Six Months Ended 31 March 2014	Three Months Ended 31 March 2015	Three Months Ended 31 March 2014
Operating Activities				
Loss for the Period	$ (378,162)	$ (375,640)	$ (200,461)	$ (208,240)
Items not Affecting Cash				
Amortization	92,100	95,594	46,050	47,797
Share-based payments	-	29,000	-	29,000
Deferred tax recovery	-	(73,477)	-	(17,000)
	(286,062)	(324,523)	(154,411)	(148,443)
Net Change in Non-cash Working Capital				
Amounts receivable	1,198	9,467	(1,576)	6,673
Prepaid amounts and other assets	(958)	7,815	3,006	1
Accounts payable and accrued liabilities	(33,207)	(303,334)	12,875	(8,404)
	(32,976)	(286,052)	14,305	(1,730)
	(319,029)	(610,575)	(140,106)	(150,173)
Investing Activities				
Deposits	-	(650)	-	-
Exploration expenditures	(50,596)	(29,046)	(42,589)	(19,393)
	(50,596)	(29,696)	(42,589)	(19,393)
Financing Activities				
Proceeds from Unit issuances	952,400	-	-	-
Unit issuance costs	(39,181)	-	(30,152)	-
	913,219	-	(30,152)	-
Net Increase (Decrease) in Cash	543,594	(640,271)	(212,847)	(169,566)
Cash position – beginning of period	599,149	1,609,513	1,355,590	1,138,808
Cash Position – End of Period	$ 1,142,743	$ 969,242	$ 1,142,743	$ 969,242
Schedule of Non-cash Investing and Financing Transactions				
Shares issued for resource property acquisition	$ -	$ -	$ -	$ -
Supplementary Disclosure of Cash Flow Information				
Cash paid for interest	$ -	$ 1,684	$ -	$ 1,684
Cash paid for income taxes	$ -	$ -	$ -	$ -

-- The accompanying notes form an integral part of the condensed interim consolidated financial statements --

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1) Nature of operations and going concern

Northern Iron Corp. (the "Company", or "Northern Iron") was incorporated pursuant to the Company Act (Ontario) by registration of its Memorandum and Articles on 20 November 2009. On 9 July 2010 the Company registered in British Columbia for extra provincial registration as the Company's administrative office is located in British Columbia. The Company is classified as a Junior Natural Resource-Mining company.

The Company is in the business of acquiring and exploring mineral properties in Red Lake Mining Division, Ontario and other locations. There has been no determination whether properties held contain ore reserves, which are economically recoverable. The recoverability of valuations assigned to mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the properties, the ability to obtain the necessary financing to complete development, and future profitable production or proceeds from disposition.

These condensed interim consolidated financial statements (the "Financial Statements") have been prepared on the basis of the accounting principles applicable to a going concern, which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. There are several adverse conditions that cast significant doubt upon the soundness of this assumption. The business of mining and exploration 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 exploration and evaluation expenditures is dependent upon several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral properties.

Consistent with other companies, in the sector of mineral exploration, the Company has incurred operating losses since inception, has limited sources of revenue, is unable to self-finance operations and has significant cash requirements to meet its overhead and maintain its mineral interests.

For the Company to continue to operate as a going concern it must continue to obtain additional financing to maintain operations; although the Company has been successful in the past at raising funds, there can be no assurance that this will continue in the future. If the going concern assumption were not appropriate for these Financial Statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the condensed interim consolidated statement of financial position classifications used and such adjustments could be material.

(Rounded '000')	**31 March 2015**	30 September 2014
Working capital	**$ 1,115,000**	555,000
Accumulated deficit	**$ (4,559,000)**	(4,180,000)

NOTES TO THE FINANCIAL STATEMENTS

2) Basis of preparation – Statement of Compliance

These Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. The Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting except for cash flow information.

Since the Financial Statements do not include all disclosures required by the International Financial Reporting Standards ("IFRS") for annual financial statements, they should be read in conjunction with the Company's audited annual financial statements for the year ended 30 September 2014.

The policies set out were consistently applied to all the periods presented unless otherwise noted below. The preparation of Financial Statements in accordance with IAS 1 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The preparation of Financial Statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

3) Summary of significant accounting policies

The accounting policies and methods of computation followed in preparing these Financial Statements are the same as those followed in preparing the most recent audited annual financial statements. For a complete summary of significant accounting policies, please refer to the Company's audited annual consolidated financial statements for the year ended 30 September 2014.

NOTES TO THE FINANCIAL STATEMENTS

a) Basis of presentation

These Financial Statements incorporate the financial statements of Northern Iron and the entities controlled by the Company, which consist of:

- Canadian Iron Metallics Inc. ("Canadian Iron"), which was incorporated on 11 September 2014 in Ontario, Canada, (owned 85% by Northern Iron).
- Griffith Iron Metallics Inc. ("Griffith Iron"), which was incorporated on 11 September 2014 in Ontario, Canada, (wholly owned by Canadian Iron).
- Karas Iron Metallics Inc. ("Karas Iron"), which was incorporated on 11 September 2014 in Ontario, Canada, (wholly owned by Canadian Iron).

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the Financial Statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

Non-controlling interest in the net assets of consolidated subsidiaries are identified separately from the Company's equity. Non-controlling interest consists of the non-controlling interest at the date of the original business combination plus the non-controlling interest's share of changes in equity since the date of acquisition.

b) Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 Business Combinations are recognized at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, which are recognized and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognized immediately in profit or loss.

The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders' proportion of the net fair value of the assets, liabilities and contingent liabilities recognized.

c) Exploration and evaluation assets

The Company is currently in the exploration stage with all of its mineral interests. Exploration and evaluation costs include the costs of acquiring licenses, costs incurred to explore and evaluate properties, and the fair value, upon acquisition, of mineral properties acquired in a business combination.

Costs of acquisition and exploration of mineral properties are capitalized until either commercial production is established or a property is abandoned. Once commercial production has commenced, the net costs of the applicable property are charged to operations using the unit-of-production method based on estimated proven and probable recoverable reserves. The net costs related to abandoned properties are charged to income. Office and administration costs not specifically related to mineral projects are expensed in the year in which they occur.

The Company reviews the carrying value of each property on an annual basis, at a minimum. This review generally is made by reference to the timing of exploration work, work programs proposed and the exploration results achieved by the Company and others. When the carrying value of a property is estimated to exceed its net recoverable amount, provision is made for the decline in fair value.

The amounts shown for the exploration and evaluation assets represent costs incurred to date and do not reflect present or future values. Acquisition costs represent shares or cash paid to acquire the rights to the resource property, while exploration expenditures represent amounts paid to explore and develop the resource properties. The recoverability of these capitalized costs is dependent upon the existence of economically recoverable reserves and the ability of the Company to obtain necessary financing to successfully complete their exploration program.

From time to time, the Company may acquire or dispose of mineral interests pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded in the period that the payments are made or received. The Company does not accrue costs to maintain mineral interests in good standing.

d) Financial instruments

All financial instruments must be recognized, initially, at fair value on the condensed interim consolidated statement of financial position. The Company has classified each financial instrument into the following categories: “held-for-trading,” “loans and receivables,” “other financial liabilities”, and “fair value through profit and loss”. Subsequent measurement of the financial instruments is based on their respective classification. Unrealized gains and losses on held-for-trading instruments are recognized in earnings. The other categories of financial instruments are recognized at amortized cost using the effective interest method. The Company had made the following classifications:

Financial Assets or Liabilities	Category
Cash	Loans and receivables
Amounts receivable	Loans and receivables
Accounts payable and accrued liabilities	Other financial liabilities

e) Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period.

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

NOTES TO THE FINANCIAL STATEMENTS

4) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The following are the critical judgments and areas involving estimates, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the Financial Statements.

a) Key sources of estimation uncertainty

Useful life of property and equipment

The Company reviews the estimated lives of its property and equipment at the end of each reporting period. There were no material changes in the lives of property and equipment for the six month period ended 31 March 2015 or the year ended 30 September 2014.

Income taxes

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that probable that future taxable profit will be available against which the deductible temporary differences and carry-forward of unused tax assets and unused tax losses can be utilized. In addition, the valuation of tax credits receivable requires management to make judgements on the amount and timing of recovery.

b) Key sources of judgement uncertainty

Going concern evaluation

As discussed on note 1, these Financial Statements have been prepared under the assumptions applicable to a going concern. If the going concern assumption were not appropriate for these Financial Statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used and such adjustments could be material.

The Company reviews the going concern assessment at the end of each reporting period. There were no material changes to the assessment as at 31 March 2015.

c) Exploration evaluation assets

The Company makes certain estimates and assumptions regarding the recoverability of the carrying values of exploration and evaluation assets. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. The recoverability of the assets' carrying values is dependent upon the determination of economically recoverable reserves, the ability of the Company to obtain the necessary financing and permits to complete development and future profitable production or proceeds from the disposition thereof.

The Company has taken steps to verify title to exploration and evaluation assets in which it has or is in the process of earning an interest, including review of condition of title reports, vesting deeds, mining claim location notices and filings, and property tax and other public records and is not presently aware of any title defects. The procedures the Company has undertaken and may undertake in the future to verify title provide no assurance that the underlying properties are not subject to prior agreements or transfers of which the Company is unaware.

5) Financial instruments and risk management

a) Financial instrument classification and measurement

Financial instruments of the Company carried on the condensed interim consolidated statement of financial position are carried at amortized cost. There are no significant differences between the carrying value of financial instruments and their estimated fair values as at 31 March 2015 and 30 September 2014:

The Company classifies the fair value of these transactions according to the following hierarchy:

- Level 1 – quoted prices in active markets for identical financial instruments.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

b) Fair values of financial assets and liabilities

The Company’s financial instruments include cash, amounts receivable, and accounts payable and accrued liabilities. As at 31 March 2015 and 30 September 2014, the carrying value of cash is at fair value. Amounts receivable and accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

c) Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company is not exposed to significant market risk.

d) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with major banks in Canada, accordingly the Company believes it not exposed to significant credit risk.

e) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

f) Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. To manage this risk the Company maintains only the minimum amount of foreign cash required to fund its on-going exploration expenditures. As at 31 March 2015 and 30 September 2014, the Company holds no cash denominated in foreign currency and therefore is not exposed to significant foreign currency risk.

g) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As at 31 March 2015, the Company had a cash balance of $1,142,743 to settle current liabilities of $53,595 which are due within one year. The Company is not exposed to significant liquidity risk.

6) Amounts receivable

Amounts receivable are comprised of:

	31 March 2015	30 September 2014
GST recoverable	**$ 11,007**	$ 12,205
	$ 11,007	$ 12,205

During the six month period ended 31 March 2015, the Company recognized a bad debt expense of $nil (prior year - $80,793) with respect to a related party balance.

NOTES TO THE FINANCIAL STATEMENTS

7) Deferred financing costs

The Company entered into financing discussions with a private equity group to provide the funding to develop the Karas and Griffith properties. As at 30 September 2014, the Company had incurred $60,405 (2013 - $Nil) in financing costs with respect to this transaction. On 28 November 2014 the transaction closed and the deferred financing costs were charged to equity (note 12(f)).

8) Deposits

Deposits are comprised of non-current cash amounts prepaid to exploration vendors for work yet to be performed on the Company's exploration and evaluation assets.

CARRYING AMOUNTS		
Balance at 30 September 2014	$	200,000
Balance at 31 March 2015	**$**	**200,000**

9) Intangible assets

Details are as follows:

		Computer Software
COST OR DEEMED COST		
Balance at 1 October 2013	$	5,521
Additions		6,991
Balance at 30 September 2014 and 31 March 2015	$	12,512
DEPRECIATION		
Balance at 1 October 2013		11,930
Depreciation for the year		582
Balance at 30 September 2014 and 31 March 2015	**$**	**12,512**
CARRYING AMOUNTS		
Balance at 30 September 2014 and 31 March 2015	**$**	**-**

NOTES TO THE FINANCIAL STATEMENTS

10) Property and equipment

Details are as follows:

	Land	Computer Equipment	Field Equipment	Total
COST OR DEEMED COST				
Balance at 1 October 2013	$ 75,000	$ 7,797	$ 594,944	$ 677,741
Additions	-	-	(26,000)	(26,000)
Balance at 30 September 2014	**$** 75,000	$ 7,797	$ 568,944	$ 651,741
Additions	**-**	**-**	**-**	**-**
Balance at 31 March 2015	**$ 75,000**	**$ 7,797**	**$ 568,944**	**$ 651,741**
DEPRECIATION				
Balance at 1 October 2013	$ -	$ 6,685	$ 167,742	$ 174,427
Depreciation for the year	-	1,112	184,294	185,406
Dispositions	-	-	(12,480)	(12,480)
Balance at 30 September 2014	$ **-**	$ 7,797	$ 339,556	$ 347,353
Depreciation for the period	**-**	**-**	**92,100**	**92,100**
Balance at 31 March 2015	**$ -**	**$ 7,797**	**$ 431,656**	**$ 439,453**
CARRYING AMOUNTS				
At 30 September 2014	$ 75,000	$ -	$ 229,388	$ 304,388
At 31 March 2015	**$ 75,000**	**$ -**	**$ 137,288**	**$ 212,288**

During the year ended 30 September 2014, the Company recorded dispositions of $26,000, recognizing gross proceeds of $12,192 and a realized loss on disposition of $1,328.

Property and equipment are stated, in the consolidated statement of financial position, at cost less accumulated depreciation and accumulated impairment losses. Assets in the course of construction are carried at cost, less any recognized impairment loss. Depreciation of these assets commences when the assets are ready for their intended use. The cost of property and equipment includes directly attributed incremental costs incurred in their acquisition and installation.

Assets held under capital lease are depreciated over their expected useful lives on the same basis as owned assets, or where shorter, the term of the relevant lease. The gain or loss arising on the disposal or retirement of an item of equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the statement of comprehensive loss.

Depreciation is charged so as to write off the cost of the asset using the straight-line method over the estimated useful lives as follows:

Computer equipment	1-3 years
Equipment	3-5 years

NOTES TO THE FINANCIAL STATEMENTS

11) Exploration and evaluation assets

The Company is running an exploration program in the following properties to define iron ore economic resources. The Company holds outright five contiguous mineral properties located in the Red Lake Mining Division.

a) El Sol property

100% interest in 4 mineral claims covering 1,024 hectares, known as the El Sol Property. This agreement was subject to a 2% Net Smelter Royalty ("NSR") upon commencement of commercial production.

b) Griffith Mine property

100% interest in 23 mineral claims known as the Griffith Mine Property. The agreement is subject to a 1% NSR upon commencement of commercial production. On 17 December 2011, the Company entered into an agreement to acquire a 100% interest in 5 mineral claims located adjacent to the Griffith Mine property. These claims are also subject to a 1% NSR upon commencement of commercial production. The Company has completed all of the requirements of the agreement, as detailed below:

Date	Shares Issued		Cash Payment
05 January 2010	2,000,000	$	6,000
24 December 2011	-		6,000
31 January 2012	100,000		-
Total	2,100,000	$	12,000

Additionally, the Company acquired a 100% interest in two mining claims, along with surface rights, adjacent to the past producing Griffith Mine Property. In consideration, the Company issued 1,500,000 common shares during the year ended 30 September 2013. This property is held in the Company's subsidiary, Griffith Iron, in which Northern Iron holds an 85% controlling interest.

c) Karas property

100% interest in 21 mineral claims covering 3,200 hectares ("Karas A"). For details on requirements relating to this property, see the table included with Whitemud property, below.

Independent of the claims noted above, on 11 October 2012, the Company announced that it acquired a 100% interest in four mineral claims located in the Red Lake mining district of Ontario ("Karas B"). These claims are strategic and extend the Company's claims around the Karas A property. In consideration for the 100% interest in the Karas B claims, the Company issued 100,000 common shares. This property is held in the Company's subsidiary, Karas Iron, in which Northern Iron holds an 85% controlling interest.

d) Whitemud property

100% interest in 4 mineral claims covering 5,168 hectares, known as Whitemud Property. The Company has completed all of the contractual requirements to keep the Karas A and Whitemud property in good standing, as detailed below:

Date	Shares issued		Cash
03 March 2010	2,500,000	$	-
01 August 2010	-		15,000
31 January 2011	-		20,000
31 January 2012	-		25,000
30 June 2012	50,000		-
31 January 2013	-		40,000
31 May 2013	50,000		-
31 July 2014	50,000		-
Total	2,650,000	$	100,000

e) Papagonga property

100% interest in 25 mineral claims covering 2,096 hectares, known as the Papagonga Property. The Company has performed all of the requirements of the agreement, which included the issuance of 500,000 common shares and payment of $5,000 cash.

NORTHERN IRON CORP.

Canadian Funds

(Unaudited)

NOTES TO THE FINANCIAL STATEMENTS

	Karas	Whitemud	Griffith	El Sol	Papagonga	Total
ACQUISITION						
Balance as at 1 October 2013	$ 187,150	$ 138,600	$ 375,749	$ 1,060,000	$ 105,000	$ 1,866,499
Additions	1,500	-	-	-	-	1,500
Balance as at 30 September 2014	$ 188,650	$ 138,600	$ 375,749	$ 1,060,000	$ 105,000	$ 1,867,999
Additions	-	-	-	-	-	-
Balance as at 31 March 2015	**$ 188,650**	**$ 138,600**	**$ 375,749**	**$ 1,060,000**	**$ 105,000**	**$ 1,867,999**
EXPLORATION EXPENDITURES						
Balance as at 1 October 2013	$ 4,456,176	$ 338,570	$ 2,757,585	$ -	$ 92,181	$ 7,644,512
Admin and camp	-	-	19,174	-	-	19,174
Assaying	5,564	-	-	-	-	5,564
Dewatering	-	-	4,533	-	-	4,533
Drilling	2,654	-	-	-	-	2,654
Geological and consulting	-	-	8,262	365	-	8,627
Staking	-	32,490	1,440	2,755	12,825	49,510
Transportation	-	-	7,937	-	-	7,937
Balance as at 30 September 2014	$ 4,464,394	$ 371,060	$ 2,798,931	$ 3,120	$ 105,006	$ 7,742,511
Admin and camp	**978**	**2,723**	**1,100**	**-**	**-**	**4,801**
Dewatering	**-**	**-**	**10,929**	**-**	**-**	**10,929**
Geological and consulting	**16,284**	**-**	**24,385**	**-**	**-**	**40,669**
Survey			**606**			**606**
Staking	**2,430**	**-**	**7,919**	**-**	**-**	**10,349**
Balance as at 31 March 2015	**$ 4,484,096**	**$ 373,783**	**$ 2,843,870**	**$ 3,120**	**$ 105,006**	**$ 7,809,865**
CARRYING AMOUNTS						
Balance at 30 September 2014	$ 4,653,044	$ 509,660	$ 3,174,680	$ 1,063,120	$ 210,006	$ 9,610,510
Balance at 31 March 2015	**$ 4,672,736**	**$ 512,383**	**$ 3,219,619**	**$ 1,063,120**	**$ 210,006**	**$ 9,677,864**

NOTES TO THE FINANCIAL STATEMENTS

12) Share capital

a) Authorized:

Unlimited common shares without par value.

b) Issued or allotted and fully paid:

On 28 November 2014, the Company issued 19,048,000 Units of the Company ("Units") by way of private placement at a price of $0.05 per Unit, for aggregate gross proceeds of $952,400. Each Unit consists of one common share in the capital of Northern Iron and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable for a period of three years from the date of closing of the Private Placement at an exercise price of $0.05.

On 24 July 2014, the Company issued 50,000 common shares in accordance with the Whitemud property agreement as detailed in Note 11(d).

c) Summary of stock option activity

The Company has adopted an incentive stock option plan to grant options to directors, officers, and consultants for up to 10% of the outstanding common shares. The Board of Directors determines the exercise price per share and the vesting period under the plan. The options can be granted for a maximum term of five years.

Stock option activity during the six month period ended 31 March 2015 and the year ended 30 September 2014 are as follows:

STOCK OPTION ACTIVITY	**31 March 2015**		**Weighted Average Exercise price**	30 September 2014		Weighted Average Exercise price
Balance – beginning of period	**4,825,000**	**$**	**0.14**	4,025,000	$	0.17
Issued	**-**		**-**	1,550,000		0.05
Cancelled	**-**		**-**	(750,000)		0.14
Expired	**(250,000)**		**0.03**	-		-
Balance – end of period	**4,575,000**	**$**	**0.14**	4,825,000		0.14

Details of stock options outstanding as at 31 March 2015 are as follows:

Issuance Date	Expiry Date	Exercise Price	Fiscal 2015
01 April 2010	17 February 2019	0.10	250,000
01 April 2010	17 February 2019	0.10	25,000
11 June 2010	10 June 2015	0.10	700,000
13 October 2011	12 October 2016	0.30	200,000
21 December 2011	20 December 2016	0.30	950,000
23 May 2012	22 May 2017	0.10	500,000
10 July 2012	09 July 2017	0.15	400,000
28 February 2014	27 February 2019	0.05	1,550,000
			4,575,000

The outstanding options have a weighted average remaining life of 2.33 years and a weighted average exercise price of $0.14 as at 31 March 2015. All of the outstanding options have vested. No options were in the money as at 31 March 2015. On 31 March 2015, the Company extended the expiry dates of the 275,000 options issued on 01 April 2010 from 31 March 2015 to 17 February 2019.

d) Warrants

Warrant activity during the period is summarized as follows:

WARRANT ACTIVITY	31 March 2015	Weighted average exercise price	30 September 2014	Weighted average exercise price
Balance – beginning of period	-	$ -	-	$ -
Issued	**19,048,000**	**0.05**	-	-
Balance – end of period	**19,048,000**	**$ 0.05**	-	$ -

Details of warrants outstanding as at 31 March 2015 are as follows:

Expiry Date	Exercise Price	31 March 2015	30 September 2014
28 November 2017	**$ 0.05**	**19,048,000**	-
		19,048,000	-

	31 March 2015	30 September 2014
The outstanding warrants have a weighted-average exercise price of:	**$ 0.05**	$ -
The weighted average remaining life of the outstanding warrants is:	**2.67**	-

e) Share-based payments

Details of the Company's issued stock options to its directors, officers, and consultants and recognized share-based payments during the six month period ended 31 March 2015 and the year ended 30 September 2014 are as follows:

	31 March 2015	30 September 2014
Total options granted	-	1,550,000
Average exercise price	**$** -	$ 0.05
Estimated fair value of compensation – Expense	**$** -	$ 29,000
Estimated fair value per option	**$** -	$ 0.02

The fair value of the share-based payments to be recognized in the accounts has been estimated using the Black-Scholes Option-Pricing Model with the following weighted-average assumptions:

	31 March 2015	30 September 2014
Risk free interest rate	-	1.18%
Expected dividend yield	-	0.00%
Expected stock price volatility	-	116%
Expected option life in years	-	3.12

Share-based payments for the options that vested during the period are as follows:

	31 March 2015	30 September **2014**
Number of options vested	-	1,550,000
Total share-based payment	**$** -	$ 29,000

The Black-Scholes Option Pricing Model was created for use in estimating the fair value of freely tradable, fully transferable options. The Company's stock options have characteristics significantly different from those of traded options, and because changes in the highly subjective input assumptions can materially affect the calculated values, management believes that the accepted Black-Scholes model does not necessarily provide a reliable measure of the fair value of the Company's stock option awards.

NOTES TO THE FINANCIAL STATEMENTS

f) Non-controlling interest

On 16 October 2014, the Company announced that it has entered into an investment agreement with OMC Investments Limited ("OMC"), of Hong Kong. The transaction closed on 28 November 2014, and the Company issued 19,048,000 units of the Company ("Units") by way of private placement at a price of $0.05 per unit, for aggregate proceeds of $952,400. OMC now holds approximately 19.9% of the issued and outstanding shares of the Company. Each Unit consists of one common share in the capital of Northern Iron and one common share purchase warrant (a "Warrant"). Each Warrant is exercisable for a period of three years from the date of closing of the Private Placement at an exercise price of $0.05. The Company also issued 15 common shares of its subsidiary Canadian Iron to OMC, reducing its ownership share from 100% to 85%. Canadian Iron holds a 100% interest in Karas Iron and Griffith Iron. The Company's interests in the The Karas and Griffith properties are held in Karas Iron and Griffith Iron, respectively.

In addition, the shareholders' agreement with OMC will allow OMC to progressively earn additional equity in Canadian Iron, up to a total of 70% of Canadian Iron's issued and outstanding shares, as follows:

- an additional 30% for $8.2 million in funding from OMC for dewatering, resource drilling and environmental permitting ("Resource Definition Funding");
- an additional 5% for $2 million in total funding for a preliminary economic assessment, funded 70% by OMC and 30% by Northern Iron; and
- an additional 20% for $20 million in total funding for a feasibility study, funded 70% by OMC and 30% by Northern Iron, and assuming the feasibility study establishes technical and economic viability.

Should either party not fully contribute its share of funding to both the preliminary economic assessment and feasibility study, it may face dilution.

In connection with this transaction, Northern Iron has also agreed to enter into an option agreement with OMC on its other mineral properties. Should OMC fund the full $8.2 million Resource Definition Funding, it has the right to acquire an 80% interest in either the El Sol, Whitemud and Papaonga properties. This may be increased to 90%, if within a five year period after earning 80%, OMC funds an additional $1.5 million in expenditures on the property chosen.

The value attributed to the non-controlling interest in Canadian Iron on the closing date is nil. There have been no changes in equity attributable to OMC's 15% interest in Canadian Iron since the closing date; accordingly, no non-controlling interest has been recognized in these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

13) Related party transactions

Transactions and balances with related parties not disclosed elsewhere in the Financial Statements are as follows `

RELATED PARTY DISCLOSURE

Name and Principal Position	Period(i)	Remuneration or fees(ii)	Share-based awards	Amounts Receivable (Payable)
Basil Botha – President CEO and Director, consulting fees	**2015**	$ **72,000**	$ **-**	$ **-**
	2014	60,000	5,648	-
Clearline – a company of which the CFO is a director, professional fees	**2015**	**19,800**	**-**	**(3,150)**
	2014	18,225	2,806	(3,150)
1514380 Ontario Ltd. – a company owned or controlled by a former Director, consulting fees	**2015**	**-**	**-**	**-**
	2014	50,450	-	-
Condor Precious Metals Inc. – a company with directors in common, office sharing costs	**2015**	**-**	**-**	**-**
	2014	-	-	58,520
Director, director fees (1)	**2015**	**250**	**-**	**-**
	2014	-	5,613	-
Directors, director fees (2)	**2015**	**500**	**-**	**-**
	2014	-	2,806	-

(i) For the six month periods ended 31 March 2015 and 31 March 2014.

(ii) Amounts disclosed were paid or accrued to the related party.

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

14) Segmented disclosure

The Company operates in only one industry segment, the exploration and development of resource properties, and holds assets only in Canada.

15) Capital management

The Company's capital consists of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing, selling assets, and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements. The Company does not currently have adequate sources of capital to complete its exploration plan, current obligations and ultimately the development of its business, and will need to raise adequate capital by obtaining equity financing, selling assets and incurring debt. The Company may raise additional debt or equity financing in the near future to meet its current obligations.

16) Commitment

During the year ended 30 September 2014, the Company entered into a contract for office rent which expires 30 April 2016. The following table summarizes the Company's total annual minimum lease payments under this agreement:

Fiscal 2015	$	9,131
Fiscal 2016		10,653
Total	$	19,784

17) Subsequent events

On 10 April 2015, the Company granted 200,000 stock options to a director of the Company. The stock options vest immediately, and are exercisable at $0.05 per option for a period of five years.