No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

AMENDED AND RESTATED PROSPECTUS DATED APRIL 16, 2012
Amending and Restating the Prospectus dated January 5, 2012

Initial Public Offering **April 16, 2012**

NORTHERN LIGHTS RESOURCES CORP.

Suite 1450 – 409 Granville Street, Vancouver, British Columbia V6C 1T2
Telephone: (604) 602-7166 Fax: (604) 602-4936

MINIMUM OFFERING: 3,500,000 UNITS
MAXIMUM OFFERING: 4,500,000 UNITS
Price: $0.10 per Unit
(Minimum of $350,000 and up to a Maximum of $450,000)

Northern Lights Resources Corp. (the "Company", "we", "us" or "our") hereby offers, through its agent, Global Securities Corporation (the "Agent") on a commercially reasonable efforts basis, for sale to purchasers resident in the Provinces of British Columbia and Alberta (the "Selling Provinces") a minimum of 3,500,000 Units (the "Minimum Offering") and up to a maximum of 4,500,000 Units (the "Maximum Offering", and together with the Minimum Offering, the "Offering") at a price of $0.10 per Unit (the "Offering Price"); each Unit consisting of one common share (a "Share") and one common share purchase warrant (a "Unit Warrant"), each Unit Warrant entitling the holder to acquire one additional Share at an exercise price of $0.15 per Share at any time during the 24 months following the closing of the Offering. The Offering Price of the Units was determined by negotiation between the Company and the Agent.

	Number of Units	Price to Public	Agent's Commission [1, 2]	Proceeds Available to the Company [3]
Per Unit	1	$0.10	$0.01	$0.09
Minimum Offering	3,500,000	$350,000	$35,000	$315,000
Maximum Offering	4,500,000	$450,000	$45,000	$405,000

1. Pursuant to the terms and conditions of an agency agreement (the "Agency Agreement") between the Agent and the Company, we have agreed to pay the Agent a cash commission of 10% of the gross proceeds of the Offering, and to grant warrants to the Agent and its sub-agents, if any, (the "Agent's Warrants") to purchase common shares in the capital of the Company ("Agent's Warrant Shares") in a quantity equal to 10% of the number of Units sold under the Offering, exercisable at $0.15 per Agent's Warrant Share for a period of 24 months from the Listing Date. The Agent's Warrants are qualified for distribution in the Selling Provinces by this Prospectus. See "Plan of Distribution".
2. The Agent will also be paid a fee of $18,000 plus HST (the "Corporate Finance Fee"), of which $9,000 plus HST has been paid, with the remainder payable on closing of the Offering. We will also reimburse the Agent for its legal fees and expenses, of which a $17,254 retainer has been paid.
3. Before deduction of the Corporate Finance Fee and the expenses of the Company and the Agent relating to this Offering, estimated to be $97,777. See "Use of Proceeds".

There is no market through which the securities offered hereunder may be sold and purchasers may not be able to resell the securities purchased under this Prospectus. This may affect the pricing of the securities in

the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

The Canadian National Stock Exchange (the "Exchange") has conditionally accepted the listing of the Shares and Unit Warrant Shares on the Exchange. Listing is subject to the Company fulfilling the listing requirements of, and satisfying all conditions imposed by, the Exchange.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

AN INVESTMENT IN OUR SHARES SHOULD BE CONSIDERED SPECULATIVE DUE TO THE NATURE OF OUR BUSINESS, ITS PRESENT STAGE OF DEVELOPMENT AND OTHER RISK FACTORS. AN INVESTMENT IN NATURAL RESOURCE COMPANIES INVOLVES A SIGNIFICANT DEGREE OF RISK. THE DEGREE OF RISK SUBSTANTIALLY INCREASES WHEN A COMPANY'S PROPERTY IS IN THE EXPLORATION STAGE AS OPPOSED TO THE DEVELOPMENT STAGE. OUR PROPERTY IS IN THE EXPLORATION OR PRE-EXPLORATION STAGE AND IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE. THE PROPOSED EXPLORATION PROGRAMS ARE FOR EXPLORATORY SEARCHES FOR ORE. INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. INVESTORS MUST BE WILLING TO RELY ON THE ABILITY, EXPERTISE, JUDGMENT AND DISCRETION OF OUR MANAGEMENT. See "Risk Factors".

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

The Agent conditionally offers the Units for sale on a commercially reasonable efforts basis, without underwriter liability, and subject to prior sale, if, as and when issued by us, in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution". Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Certificates for the Shares and Unit Warrants comprising the Units will be available for delivery at the closing of the Offering, not later than the earlier of 90 days after the date of the issue of a final receipt for the final Prospectus (unless an amendment is filed and receipted, in which event to a date not more than 180 days from the date of final receipt).

The following table sets out securities issuable to the Agent:

	Number of Securities – Minimum Offering	**Number of Securities – Maximum Offering**	**Exercise Period**	**Exercise Price**
Agent's Warrants[1,2]	350,000	450,000	24 months from Listing Date	$0.15 per Share

1. This Prospectus also qualifies for distribution the Agent's Warrants in the Selling Provinces. See "Plan of Distribution".
2. Each Agent's Warrant entitles the Agent to purchase one Agent's Warrant Share at a price of $0.15 for a period of 24 months from the Listing Date.

The Company is not a related or connected issuer (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) to the Agent. See "Relationship between the Company and the Agent".

Certain legal matters relating to the Offering have been reviewed on our behalf by Maitland & Company, of Vancouver, BC, and on behalf of Global Securities Corporation by McMillan LLP, of Vancouver, B.C.

AGENT:

GLOBAL SECURITIES CORPORATION
11th Floor, Three Bentall Centre
595 Burrard Street
Vancouver, BC V7X 1C4
Telephone: (604) 689-5400

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GLOSSARY OF GENERAL TERMS

The following is a glossary of certain general terms used in this Prospectus:

Agency Agreement	means the agreement dated January 5, 2012 between the Agent and the Company in respect of the Offering.
Agent	means Global Securities Corporation.
Agent's Commission	means the cash commission payable on the Closing Day by the Company to the Agent pursuant to the Agency Agreement in an amount equal to 10% of the gross proceeds of the Offering.
Agent's Warrants	means the non-transferable warrants to be granted on the Closing Day by the Company to the Agent pursuant to the Agency Agreement, to purchase Agent's Warrant Shares in an amount equal to 10% of the number of Units sold under the Offering by the Agent, exercisable at a price of $0.15 per Agent's Warrant Share for 24 months from the Listing Date.
Agent's Warrant Shares	means the Common Shares to be issued to the Agent on exercise of the Agent's Warrants as described under the heading "Plan of Distribution".
Author	means Kristo S. Tapaninen, B.Sc., P.Geo. of Saskatoon, Saskatchewan, the author of the Technical Report.
Board	means the Board of Directors of the Company.
Closing Day	means the day on which the Offering is closed.
Common Share or Share	means a common share without par value in the capital stock of the Company.
Company, we, our or us	means Northern Lights Resources Corp.
Corporate Finance Fee	means the sum of $18,000 (plus applicable taxes) payable by the Company to the Agent pursuant to the Agency Agreement, of which $9,000 plus HST has been paid to date as a non-refundable due diligence fee, with the balance of $9,000 and applicable taxes payable in cash on the Closing Day.
Effective Date	means the date of the issue by the Securities Commissions of the final receipt for this Prospectus.
Escrow Agent	means Olympia Trust Company.
Escrow Agreement	means the agreement dated effective December 5, 2011 among the Company, the Escrow Agent, and certain shareholders of the Company whereby the Escrowed Shares are held in escrow by the Escrow Agent.
Escrowed Shares	means those previously issued Shares which are subject to the Escrow Agreement.
Exchange or CNSX	means the Canadian National Stock Exchange.
Listing Date	means the date the Company's Shares are first listed and posted for trading on the Exchange.
Maximum Offering	means 4,500,000 Units at $0.10 per Unit, for aggregate proceeds of $450,000.

Minimum Offering	means 3,500,000 Units at $0.10 per Unit, for aggregate proceeds of $350,000.
Named Executive Officers or NEOs	means Albert R. Timcke (our President and Chief Executive Officer) and David Cross (our Chief Financial Officer).
NI 43-101	means National Instrument 43-101, "Standards of Disclosure for Mineral Properties".
NWT	means Northwest Territories, Canada.
Offering	means the offer for sale by us of at least the Minimum Offering and up to the Maximum Offering in accordance with the terms of the Agency Agreement and this Prospectus.
Offering Day	means the day on which the Offering is made, to be determined by the Agent and the Company, with the consent of the Exchange, which day is not later than the earlier of 90 days after the Effective Date and 12 months after the date of the issue of an initial receipt for the preliminary Prospectus.
Offering Price	means $0.10 per Unit.
Principals	means, with respect to the Company: (a) our directors and senior officers; (b) our promoters during the two years preceding this Offering; (c) those who own or control more than 10% of our voting securities immediately before and immediately after completion of this Offering if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the Company; and (d) those who own or control more than 20% of our voting securities immediately before and immediately after completion of this Offering, being each of Albert R. Timcke, David A. Cross, Dennis I. Espadilla, James S. Kermeen, and Jason E. Leikam.
Property or Misty Basin Project	means the thirty-five (35) mineral claim blocks totaling 33,096.9 hectares (81,784.3 acres) comprising the Misty Basin Project, located in the western NWT adjacent to the Yukon border, approximately 400 km northeast of Whitehorse, YT, described under "Description of Mineral Property". The mineral claims are subject to the Property Purchase Agreement.
Property Purchase Agreement	means a Mineral Property Purchase and Sale Agreement dated January 2010, as amended on June 30, 2010, between the Company and the Vendor whereby we have the right to acquire the Property.
SAR	means a stock appreciation right, namely a right, granted us as compensation for services rendered or in connection with office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of our Shares.
Securities Commissions	means the securities regulatory authorities in each of the Selling Provinces.
Selling Provinces	means British Columbia and Alberta, the two provinces in which this Prospectus has been filed and in which Units will be offered for sale.

Special Warrants	means warrants previously issued by the Company which have all since been converted into Shares and SW Warrants.
Stock Option Plan	means the 10% rolling stock option plan adopted by us on April 19, 2011.
SW Warrants	means the outstanding warrants previously issued upon the automatic conversion of the Special Warrants, each of which entitles the holder thereof to acquire one Share at the exercise price of $0.15 until November 30, 2012.
Technical Report or Report	means the Report on the Geology and Mineral Potential of the Misty Basin Project dated October 20, 2010, prepared by the Author in compliance with NI 43-101.
Unit	means a unit offered for sale under this Prospectus, comprising of one Share and one Unit Warrant.
Unit Warrant	means a transferable Share purchase warrant, entitling the holder to acquire a Unit Warrant Share at $0.15 for a period of 24 months following the Closing Day, subject to the Warrant Acceleration.
Unit Warrant Share	means a Share issuable upon exercise of a Unit Warrant.
Vendor	means 7606 Yukon Ltd., a private company formerly controlled by Peter Risby of Calgary, Alberta.
Warrant Acceleration	means the right of the Company to reduce the exercise period of the Unit Warrants in the event the Company's Shares trade at or above $0.30 per Share for a period of 20 consecutive trading days, to not less than 30 days following the Company giving notice of such acceleration.
YT	means Yukon Territory, Canada

GLOSSARY OF GEOLOGICAL TERMS

The following is a glossary of certain geological terms used in this Prospectus:

Ag	the chemical symbol for silver
Au	the chemical symbol for gold
Basalt	a mafic volcanic rock
Breccia	a type of extrusive or intrusive volcanic rock
Ca	the chemical symbol for cadmium
Carbonate	sediment or a sedimentary rock formed by the precipitation of organic or inorganic carbon from an aqueous solution of carbonates of calcium, magnesium, or iron
Co	the chemical symbol for cobalt
Cr	the chemical symbol for chromium
Cu	the chemical symbol for copper
g/t	grams per tonne
Igneous	a rock or mineral that solidified from molten or partly molten material
Ma	million years ago
Mafic	a rock made up of principally magnesium and iron minerals
Magma	a naturally occurring molten rock material
Magnetic survey	a survey that measures magnetism
Mn	the chemical symbol for manganese
Mt	the chemical symbol for meitnerium
Ni	the chemical symbol for nickel
Ore	a material that contains a metal in such quantities that it can be mined and worked commercially to extract that metal
Paleozoic	the time span from 570 to 225 Ma
Pb	the chemical symbol for lead
Pluton	a large intrusive body
Ppb	parts per billion
Ppm	parts per million
SEDEX	sedimentary exhalative
Stratiform	forming a layer or arranged in layers
Sulphide	a mineral made up of sulphur and one or more metals
Tertiary	the time span from 65 to 2 Ma
Triassic	the time span from 225 to 190 Ma
U	the chemical symbol for uranium
Zn	the chemical symbol for zinc

FORWARD-LOOKING INFORMATION

Statements contained in this Prospectus that are not historical facts are “forward-looking statements” or “forward-looking information” (collectively, “Forward-Looking Information”) within the meaning of applicable Canadian securities legislation and the U.S. securities legislation that involve risks and uncertainties. Forward-Looking Information includes, but is not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the costs and timing relating to the potential acquisition; the acquisition of interests in mineral properties; the timing and costs of future exploration activities on the Company's properties; success of exploration activities; permitting time lines and requirements for additional capital. In certain cases, Forward-Looking Information can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”.

In making the Forward-Looking Information in this Prospectus, the Company has applied several material assumptions, including, but not limited to, the assumption that this Offering will be completed for at least the minimum amount and that any additional financing needed will be available on reasonable terms that the current exploration and other objectives concerning the Misty Basin Project can be achieved, that general business and economic conditions will not change in a materially adverse manner, and that all necessary governmental approvals for the planned exploration on the Misty Basin Project will be obtained in a timely manner and on acceptable terms. Other assumptions are discussed throughout this Prospectus and, in particular, in the “Risk Factors” section in this Prospectus. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in exploration programs based upon results of exploration; future prices of metals; availability of third party contractors; availability of equipment; failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks of the mineral exploration industry; environmental risks; community relations; and delays in obtaining governmental approvals or financing; as well as those factors discussed in the section entitled “Risk Factors” in this Prospectus. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on Forward-Looking Information. The Forward-Looking Information in this Prospectus is made only as of the date hereof. The Company, to the extent required by applicable securities law, will release publicly any revisions to Forward-Looking Information contained in this Prospectus to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Unless otherwise noted, all currency amounts are stated in Canadian dollars.

The Company

The Company was incorporated on March 28, 2007 pursuant to the *Business Corporations Act* (British Columbia) under the name Northern Lights Uranium Corp. On April 22, 2008, we changed our name to Northern Lights Resources Corp. We are registered as an extra-territorial corporation under the *Business Corporations Acts of* the Yukon Territory and the Northwest Territories.

To date, our principal business has been the acquisition and exploration of the Misty Basin Project, the financing of the initial exploration thereon, and the pursuit of a listing of our Shares on the Exchange.

The Offering

We seek to raise a minimum of $350,000 through the sale of 3,500,000 Units, and a maximum of $450,000 through the sale of 4,500,000 Units, at $0.10 per Unit. Each Unit consists of one Share and one Unit Warrant. Each Unit Warrant will entitle the holder to acquire one Unit Warrant Share at the exercise price of $0.15 per share at any time during the 24 months following the Listing Date; provided, however, that in the event the closing price of our Shares on the Exchange is at least $0.30 per share for 20 consecutive trading days, we may, by notice to the Unit Warrantholders reduce the remaining exercise period applicable to the Unit Warrants to not less than 30 calendar days from the date of such notice. See "Plan of Distribution" and "Description of Share Capital".

Agent's Consideration

The Agent has received a $9,000 deposit (plus HST) toward its Corporate Finance Fee and a $17,254 retainer toward its expenses; and will receive on the Closing Day: (i) the Commission in cash; (ii) the Agent's Warrants; and (iii) the balance of the Corporate Finance Fee (plus HST). This Prospectus qualifies the distribution of the Agent's Warrants in the Selling Provinces. See "Plan of Distribution".

Funds Available and Use of Proceeds

We expect to realize net proceeds from the Offering, after payment of commissions, of $315,000 under the Minimum Offering and $405,000 under the Maximum Offering. We intend to use such net proceeds to pay the balance of our Offering costs, to carry out the exploration program on the Property as recommended in the Technical Report, for payments under the Property Purchase Agreement, and for general working capital requirements. See "Use of Proceeds – Principal Purposes" for a more detailed discussion.

Risk Factors

An investment in the securities offered hereunder should be considered highly speculative due to the nature of our business; being that we have only one mineral property without any known body of ore and with minimal amounts of exploration having been completed. We have no history of operations, success, revenue or earnings. An investment in our securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk a loss of their entire investment. Investors should consult with their professional advisors to assess an investment in our securities.

Our activities are subject to the risks normally encountered in the mineral resource exploration and development business. The following risk factors should be considered in connection with an investment in the Company: the vast majority of mineral properties that are explored do not result in the location of economic quantities of ore, or the production of ore therefrom; liquidity concerns and future financing requirements; dilution; no history of operations, revenues, earnings or dividends; exploration and development risks; substantial capital expenditure requirements; operating hazards and risks; mineral price fluctuations; environmental and other regulatory factors; competition; title matters including native land issues; political and economic changes; uninsurable risks; quarterly operating result fluctuations; and industry regulation. See “Risk Factors”.

Summary of Selected Financial Information

The following table summarizes selected financial data reported by the Company for the periods indicated and should be read in conjunction with the audited financial statements for the fiscal years ended April 30, 2009, 2010 and 2011, the unaudited financial statements for the nine months ended January 31, 2012, and related notes, and “Management’s Discussion and Analysis”, as included elsewhere in this Prospectus:

Item	Nine Months Ended Jan. 31, 2012 (unaudited)	Year Ended April 30, 2011 (audited)	Year Ended April 30, 2010 (audited)	Year Ended April 30, 2009 (audited)
Revenues (Interest Income)	nil	nil	nil	nil
Expenses	$21,505	$67,279	$191,557	$196,345
Net Loss	($21,505)	($67,279)	($219,437)	($133,530)
Loss per Share (Basic/Fully Diluted)	$0.001/$0.001	$0.003/$0.003	$0.011/$0.011	$0.007/$0.007
Current Assets	$5,974	$8,732	$6,626	$22,110
Mineral Properties	$2,067,871	$2,067,256	$2,064,751	$2,117,857
Total Assets	$2,112,184	$2,107,514	$2,081,092	$2,152,797
Current Liabilities	$148,846	$138,621	$278,723	$335,991
Working Capital (deficit)	($142,872)	($129,889)	($272,097)	($313,881)
Long Term Liabilities	$212,450	$196,500	$205,000	nil
Shareholders’ Equity	$1,750,888	$1,772,393	$1,597,369	$1,816,806
Number of Shares Outstanding	22,934,652	22,934,652	19,656,366	20,056,366

Business Objectives and Milestones

Our only business at present is the exploration of the Property. Our short term business objectives are to: (i) complete the Offering under this Prospectus; (ii) obtain a listing of our Common Shares on the Exchange; and (iii) undertake the exploration work program recommended in the Technical Report. The completion of the Offering under this Prospectus will occur on the Closing Day, and listing on the Exchange will occur on the Listing Date. It is anticipated that the exploration work program on the Property will commence in May 2012, with field work scheduled to be completed in mid-July 2012. Follow-up analysis will take approximately eight weeks to complete.

RRSP and TFSA Eligibility

In the opinion of our counsel, Maitland & Company, if as and when the Shares are listed on a designated stock exchange, the Shares will be qualified investments under the *Income Tax Act* (Canada) (the “ITA”) for a trust governed by a registered retirement savings plan, a registered retirement income fund, a deferred profit sharing plan, a registered education savings plan or a tax-free savings account (“TFSA”) (collectively referred to as “Deferred Income Plans”).

Notwithstanding that the Shares may be qualified investments for a trust governed by a Deferred Income Plan, the holder of such plan will be subject to a penalty tax with respect to the Shares held in a Deferred Income Plan if such securities are “prohibited investments” for the plan within the meaning of the ITA. Provided that the holder of a Deferred Income Plan does not hold a “significant interest” (as defined in the ITA) in the Company or any corporation, partnership or trust that does not deal at arm’s length with the Company for the purposes of the ITA, and provided that such holder deals at arm’s length with the Company for the purposes of the ITA, the Shares will not be “prohibited investments” for a trust governed by a Deferred Income Plan. **Prospective holders that intend to hold Shares in a Deferred Income Plan are urged to consult their own tax advisors.**

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on March 28, 2007 under the name "Northern Lights Uranium Corp." Effective April 22, 2008, we changed our name to "Northern Lights Resources Corp.". The Company is extra-provincially registered in each of the Yukon Territory and the Northwest Territories.

Our head office is located at Suite 1450 – 409 Granville Street, Vancouver, BC V6C 1T2, and our registered and records office is located at Suite 700, 625 Howe Street, Vancouver, BC V6C 2T6.

We are a reporting issuer in British Columbia and Alberta,but our Common Shares are not listed or posted for trading on any stock exchange.

Intercorporate Relationships

We do not have any subsidiaries.

DESCRIPTION OF THE COMPANY'S BUSINESS

General

We are engaged in the business of mineral exploration with a focus on the acquisition, evaluation and exploration of mineral resource properties. We currently hold the right to acquire a 100% interest in the Property under the Property Purchase Agreement with the Vendor. All of our efforts and resources are directed towards the exploration and development of the Property. See *"Description of the Property"* below.

History

The Company was incorporated on March 28, 2007. Our sole business purpose has been to acquire and explore mineral properties.

We have taken the following steps since incorporation to develop our business: (1) recruited directors and officers with the skills required to operate a junior public mineral exploration company; (2) identified a mineral property in the NWT with sufficient merit to warrant exploration, and entered into an arm's length agreement to acquire a 100% interest therein; (3) raised sufficient financing to pay staking expenses and to undertake an initial exploration program on the Property; (4) commissioned and received the Technical Report on the Property, in compliance with NI 43-101; and (5) engaged the Agent to assist us in raising funds under this Prospectus, and in making an application for listing on the Exchange.

As of the date of this Prospectus, we have issued 22,934,652 Shares, 1,187,785 SW Warrants, and 1,175,000 stock options. As at January 31, 2012, we have capitalized an aggregate of $2,067,871 towards acquiring and exploring the Property. We have used the proceeds from the sale of our Shares to further our business, including completing an initial exploration program on the Misty Basin Project.

Acquisition of the Property

Pursuant to the Property Purchase Agreement, we have the right to acquire the Property by paying $127,500 over 30 months commencing on the Closing Day, payable as to $3,000 per month for the first 12 months and $5,083 per month for the following 18 months.

Pursuant to the Property Purchase Agreement, we issued 200,000 Shares as a finder's fee to Ruth Reyes, who is the sister of Dennis Espadilla, one of our directors.

Management Team

Over the past three years we have assembled our management team, with the appointment in November 2010 of David Cross as a Director and Chief Financial Officer being the most recent. The original management group remains in place, being Albert (Rick) Timcke as President, CEO and Director, Dennis Espadilla as Vice-President, Secretary and Director, Colin Russell, PGeo., as Exploration Manager, and Jason Leikam and James Kermeen as Directors.

Financings

From 2007 to date, we have raised capital through equity financings to fund the costs of the Property Purchase Agreement, to conduct initial exploration work on the Misty Basin Project, and to pay general and administrative costs.

In March 2007 we issued 5,000,000 Shares at $0.01 per Share ($50,000) to two of our directors and accounted for an additional $100,000 as stock based compensation. In the fiscal year ended April 30, 2008 we issued 2,300,000 Shares at $0.05 per Share and 9,526,366 Shares at $0.15 per Share. In addition, 600,000 Shares were issued at a value of $0.05 per share as a finder's fee in connection with our original option to acquire the Property, 400,000 of which were returned to treasury and cancelled for no consideration pursuant to an agreement dated September 11, 2009. The return to treasury of these Shares resulted in a reallocation of $20,000 from share capital to contributed surplus.

During the year ended April 30, 2009, we issued 1,100,000 Shares at $0.20 per Share. We also issued 1,530,000 flow-through shares at $0.25 per share, plus a one-half warrant (all of which expired on August 28, 2010). We incurred $18,400 in finders' fees in connection with these share issuances.

During the period from July 2010 to January 2011 we settled an aggregate of $90,272 of debt through the issuance of 902,715 Shares at a deemed price of $0.10 per Share. During the period from July 2010 to November 2010, we issued an aggregate of 2,375,571 Special Warrants at $0.07 per Special Warrant. All of those Special Warrants converted four months from the date of issue; each into one Common Share and one-half of one SW Warrant. Each whole SW Warrant entitles the holder to purchase one Share at a price of $0.15 until November 30, 2012. We incurred $14,259 in finders' fees in connection with the Special Warrant issuances.

DESCRIPTION OF THE PROPERTY

The Technical Report on the Property was prepared for us by the Author, in accordance with NI 43-101. No material work has been done on the Property since the date of the Report. The complete Report can be accessed at www.sedar.com or at our registered office at 700, 625 Howe Street, Vancouver, BC during normal business hours for a period of 30 days following the Offering Day. The following disclosure relating to the Property has been derived from the Technical Report. All sources referenced in this part refer to sources more particularly described in the "References" section of the Technical Report.

The Report summarizes the known geology and mineralization on the Misty Basin Project and surrounding area and makes recommendations for further exploration. The Author personally examined the Property during the period July 20 to August 5, 2007, and made a second visit to the Property from August 23 to August 26, 2008. There has been no further work performed on the Property since the summer program of 2008 which would cause a change to the scientific or technical information concerning the Property.

Property Description and Location

The total NWT and YT land package comprising the Misty Basin Property is 33,096.9 ha (81,784.3 ac) within four separate claim blocks. The Property lies near the YT and NWT boundary; and its area is within NTS Map Sheets 105O and 105P. NAD (North American Datum) 83 is the map datum utilized.

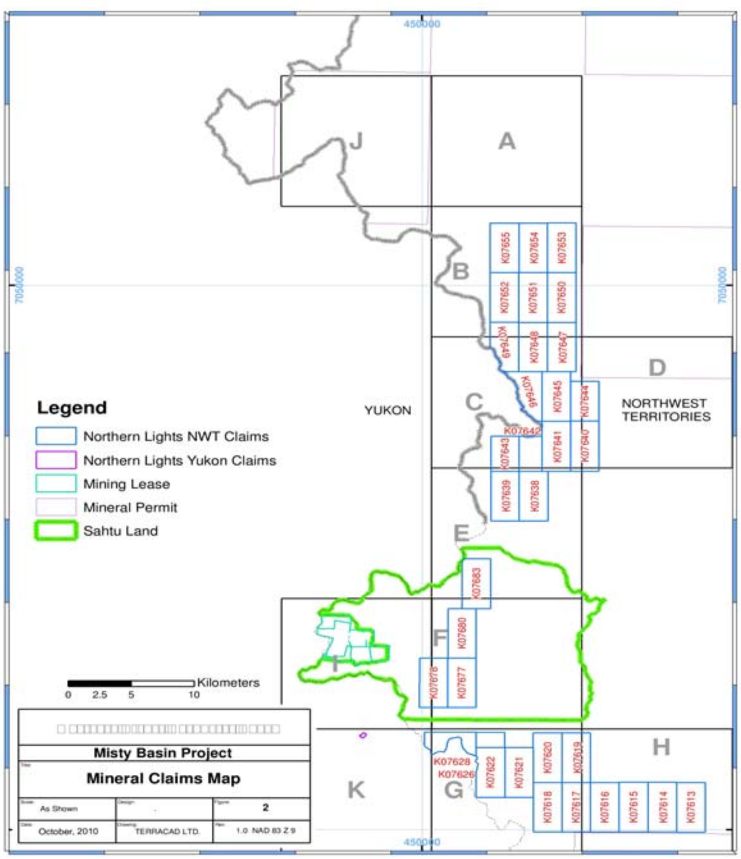
The Yukon claim is an un-surveyed two-post quartz claim, staked in accordance with the Yukon Quartz Mining Act, in the Watson Lake Mining District. In the Yukon, acquisition of mineral titles is governed and administered by the

Territorial Government through the Yukon Quartz Mining Act. Prospecting licenses are not required in the Yukon, however, all individuals who wish to prospect or stake a claim must be 18 years of age or older. Mineral claims cost $10 per claim to stake and require $100 per year in representative work per claim along with applicable recording fees (Yukon Energy, Mines and Resources (YEMR), Mineral Tenure on Commissioner's Land, 2008).

The YT claim is located within the Traditional Territory of the Kaska Nation (Ross River Dena Council and Liard First Nations) which is negotiating a land claim settlement under the Yukon Umbrella Final Agreement (YEMR, Yukon First Nations Land Claims, 2008).

In the NWT acquisition of mineral titles is governed by the Territorial Lands Act and Canadian Mining Regulations and administered by the Department of Indian Affairs and Northern Development. Prior to staking a claim all individuals must possess a valid prospector's license purchased for $5.00 from the Mining Recorder's Office. This license must be renewed by March 31 of each year. In addition any company wishing to perform prospecting must possess a prospecting license which can be purchased for $50.00 per year. Furthermore, if the property is titled land through native land claims, permission to work must also be sought from the landowner(s). A mineral claim costs $0.10 per acre to stake and is valid for two years from its recording date, but must have representative work performed on it to keep it in good standing for longer than that period. For the first two years this work must equal $4.00 per acre and thereafter must equal $2.00 per acre along with applicable recording fees.

The NWT claims are located within the traditional territory of the Sahtu Dene native band which has a land claim settlement (Sahtu Dene and Metis Comprehensive Land Claim Agreement) underlying part of the claim group (Indian and Northern Affairs Canada, 2008). The Sahtu Dene Council is further negotiating a land claim settlement for the area underlying the remainder of the claims in the NWT (Deline, 2008).



The claim block corners and boundaries are marked with posts, blazing and flagging according to the regulations of the Northwest and Yukon Territories. Post and line locations were established by handheld GPS readings. Several lines were observed by the Author and they appear to be properly established.

To the Author's knowledge there are no obligations regarding tenure.

There are no known established economic mineral deposits on the Property at the present time. To the Author's knowledge there are no known mineralized zones or resources, mineral reserves, mine workings or tailings, etc. on the Property.

At the present time, there are no known environmental liabilities to which the Property is subject.

The Sahtu Land and Water Board is the regional authority for Land Use Permits and Water Licenses for the area within the Misty Basin Project. No permits are required for staking, prospecting (including soil, stream sediment and rock sampling) and airborne geophysics in the NWT while under this jurisdiction. If a diamond drilling program is to be undertaken, permits will be required.

The following is a list of the claims currently held by or being acquired by the Company:

Mineral Claims in NWT					
Claim No.	**Claim Name**	**Status**	**Record Date**	**Anniversary**	**Area (ac)**
K07613	MAC 3	ACTIVE	22/06/2007	22/06/2013	2582.50
K07614	MAC 4	ACTIVE	22/06/2007	22/06/2013	2582.50
K07615	MAC 5	ACTIVE	22/06/2007	22/06/2013	2582.50
K07616	MAC 6	ACTIVE	22/06/2007	22/06/2013	2582.50
K07617	MAC 7	ACTIVE	22/06/2007	22/06/2013	2582.50
K07618	MAC 8	ACTIVE	22/06/2007	22/06/2013	2582.50
K07619	MAC 9	ACTIVE	22/06/2007	22/06/2013	2582.50
K07620	MAC 10	ACTIVE	22/06/2007	22/06/2013	2582.50
K07621	MAC 11	ACTIVE	22/06/2007	22/06/2014	2582.50
K07622	MAC 12	ACTIVE	22/06/2007	22/06/2014	2582.50
K07626	MAC 16	ACTIVE	22/06/2007	22/06/2014	800.50
K07628	MAC 18	ACTIVE	22/06/2007	22/06/2014	1443.00
K07677	MAC 20	ACTIVE	15/07/2008	15/07/2018	2582.50
K07678	MAC 21	ACTIVE	15/07/2008	15/07/2018	2582.50
K07680	MAC 23	ACTIVE	15/07/2008	15/07/2018	2582.50
K07683	MAC 26	ACTIVE	15/07/2008	15/07/2018	2582.50
K07638	MAC 28	ACTIVE	22/06/2007	22/06/2014	2582.50
K07639	MAC 29	ACTIVE	22/06/2007	22/06/2014	2298.34
K07640	MAC 30	ACTIVE	22/06/2007	22/06/2013	2582.50
K07641	MAC 31	ACTIVE	22/06/2007	22/06/2013	2582.50
K07642	MAC 32	ACTIVE	22/06/2007	22/06/2013	1446.10
K07643	MAC 33	ACTIVE	22/06/2007	22/06/2013	1807.70
K07644	MAC 34	ACTIVE	22/06/2007	22/06/2013	2066.00
K07645	MAC 35	ACTIVE	22/06/2007	22/06/2013	2582.50
K07646	MAC 36	ACTIVE	22/06/2007	22/06/2013	2143.40
K07647	MAC 37	ACTIVE	22/06/2007	22/06/2013	2582.50
K07648	MAC 38	ACTIVE	22/06/2007	22/06/2013	2582.50
K07649	MAC 39	ACTIVE	22/06/2007	22/06/2013	2298.30
K07650	MAC 40	ACTIVE	22/06/2007	22/06/2013	2582.50
K07651	MAC 41	ACTIVE	22/06/2007	22/06/2013	2582.50
K07652	MAC 42	ACTIVE	22/06/2007	22/06/2013	2582.50
K07653	MAC 43	ACTIVE	22/06/2007	22/06/2013	2582.50
K07654	MAC 44	ACTIVE	22/06/2007	22/06/2013	2582.50
K07655	MAC 45	ACTIVE	22/06/2007	22/06/2013	2582.50
				Total NWT	**81,732.54**

Mineral Claims in NWT					
Claim No.	**Claim Name**	**Status**	**Record Date**	**Anniversary**	**Area (ac)**
Mineral Claims in Yukon					
Claim No.	**Claim Name**	**Status**	**Record Date**	**Anniversary**	**Area (ac)**
YC73380	YK 3	ACTIVE	20/06/2008	20/06/2011	51.75
				Total YT	**51.75**

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Whitehorse is the nearest point with daily scheduled air service with direct flights from both Vancouver and Calgary; bush aircraft are available for charter and there is a full range of services and supplies for mineral exploration.

The small community of Ross River lies 200 km by air northwest of Whitehorse and 200 km southwest of the Property. Ross River has a paved airstrip suitable for small aircraft on wheels or skis and is serviced by a gravelled all-weather road connecting with other points in the Yukon and, via the Alaska Highway, with major transportation routes to the south. The road distance from Whitehorse to Ross River is approximately 350 km.

Ground transport from Ross River to the Property is about 250 km on the Canol Road, a poor quality gravel road which passes through the Property. The Canol Road is passable in summer only due to a seasonal ferry crossing at Ross River. The road is reasonably well maintained, but requires four wheel drive vehicles in early summer. Although not presently approved and maintained for winter travel, it could readily be made passable to heavy trucks in winter with proper snow plough equipment.

There is a gravel airstrip suitable for small wheeled or ski equipped aircraft close to the east boundary of the Property. There is a second gravel airstrip (Macmillan airstrip) approximately 10 km to the west of our camp which is utilized on a regular basis by North American Tungsten Corp. Ltd.

Climate

The climate is sub-arctic with long cold winters averaging –30°C and short mild summers with daytime temperatures of around 10oC to 12oC. Occasionally, summer temperatures may spike to as high as 30°C, but this is unusual. Generally, moderate precipitation is to be expected throughout the summer months.

Exploration activities are seriously impaired from November 15 to February 15 by very short hours of daylight.

Local Resources

Fuel for aircraft and drills, along with groceries, some hardware and motel accommodations are available in limited supply at Ross River, YT. Experienced field workers and camp staff are available from Ross River and other nearby communities such as Tulita and Norman Wells, NWT.

Infrastructure

There is no exploration or mining infrastructure near the Property other than the Canol Road and the gravel air strip. As mentioned previously, the Canol Road is summer access only. At the present time there is no ready access to an existing power grid and diesel generators supply the only power to the nearby communities of Tulita and Norman Wells. The nearest power line is at Ross River, about 250 km southwest.

Physiography

The Property lies within the Selwyn Range of mountains which is one of a series of north-easterly trending ranges collectively known as the Mackenzie Mountains. Surface elevations on the Property range from about 1,300m to 1,500m above mean sea level in the valley floors to 2,300m above mean sea level on the higher peaks.

The rolling topography and broad valleys within the basin offers many options for the construction of surface facilities and tailings impoundment sites and there are numerous sources of water throughout the Property.

The main drainages on the Property are easterly to east-north-easterly across the main trend of the ranges with tributaries draining chiefly northeast or southwest.

Bedrock outcrop ranges from poor to abundant on the higher ground; bedrock in the stream valleys is often obscured by unconsolidated glacial deposits of undetermined thickness.

As the Property is essentially above tree line, ground cover is predominantly buck brush with local grasses, mosses and lichen.

Surface Rights

The Company does not have any surface rights with respect to the Property. All surface rights are owned by both the Federal Government and the Tulita District Land Corporation. All subsurface rights are owned by the Federal Government. The Company must obtain all required permits for exploration activities from the native and government authorities having jurisdiction. At this time the potential of tailing storage areas, potential of waste disposal areas, heap leach pad areas and potential process plant sites are not relevant.

History

The region has been explored intermittently since the construction of the Alaska Highway and Canol Road during WW2.

The adjacent Mactung deposit was discovered in 1962 by a geologist with Amax Northwest Mining Co. Ltd. (“Amax”) probably as a result of follow-up prospecting to a regional stream sediment survey which was part of the Ogilvy Reconnaissance Project (North American Tungsten Corporation Ltd. 2008). This property will be covered in more detail under “Adjacent Properties” below.

Throughout the 1950’s, 60’s and 70’s the surrounding area underwent several regional exploration programs which generally concentrated on carbonate hosted lead-zinc mineralization and subsequently resulted in a number of showings being discovered, two of which (to the west of the Misty Basin Project within the YT) are now classed as deposits. These two properties are the Tom and the Jason respectively.

The Tom property was discovered in 1951 by Hudson Bay Exploration Development Company Ltd. (HBED) (Rennie, 2007). The Jason property was staked in 1974 by the Ogilvie Joint Venture which was comprised of C.L. Smith, Brinex Ltd., Mitsubishi Metal Corporation Inc. and Ventures West Capital Ltd. (Rennie, 2007).

A thorough search of both the NWT Geoscience Offices and the Yukon Energy, Mines and Resources assessment report indices, and subsequent perusal of all scientific reports filed on work performed on or within NTS map sheets 105O and 105P, did not reveal any assessment or other reports that referred to the Misty Basin Project area either wholly or in part, with the exception of those items covered below.

During the field seasons of 1967 and 1968 S.L. Blusson of the Geological Survey of Canada (“GSC”) performed geological mapping and subsequently published Paper 71-22, Sekwi Mountain Map-Area, Yukon Territory and District of Mackenzie, with accompanying Map 1333A, Sekwi Mountain Map Sheet (Blusson, 1972).

In 1968 Spartan Explorations Ltd. (N.P.L.) conducted a regional airborne reconnaissance over a large area between the Itsi Range and Keele Peak centred on MacMillan Pass. Subsequent ground geochemical sampling and geological mapping resulted in the discovery of a structural geologic setting similar to that of the Tom property in one area and high grade tungsten float boulders in another area (Smith, 1968). A follow-up program for 1969 was proposed. No further assessment work was filed which covered these areas.

In 1974 Strato Geological Ltd. ("Strato") under contract from Regency Resources Ltd. ("Regency") performed a magnetometer survey on Regency's Shoot, Ache and Cal Claim blocks located to the north and east of the Amax ground (now Mactung). Results were inconclusive based on the lack of a geology map with which to reference the survey results (Tully, 1974).

In 1975 Strato under contract from Regency and Groton Minerals Ltd. (N.P.L.) performed a very low frequency (VLF) electromagnetic survey over a part of the Cal Claim group. Results were discouraging and no further work was recommended (Tully, 1975).

In 1981 and 1982, J. G. Abbott of the GSC undertook a mapping project to define the structure and stratigraphy of the MacMillan fold belt in the MacMillan Pass area (Abbott, 1982).

In 1981 Pan Ocean Oil Ltd. optioned the Sekwi Prospecting Permits (#787-795) from Kelvin Energy Ltd. These permits were located in the northwest corner of the Sekwi Mountain map sheet (105P) between latitudes 63o30' to 64o00' N and longitudes 129o15' to 130o00' W. The field program consisted of prospecting and heavy mineral sampling with limited geological mapping. The purpose of the program was to investigate the possibility of stratiform, massive sulphide deposits similar to those in the MacMillan Pass region (McArthur & Kapusta, 1982).
In 1982 Aberford Resources Ltd. (previously Pan Ocean Oil Ltd.) undertook an exploration follow-up program of the 1981 program which consisted of mapping, prospecting and geochemical sampling. Sub-economic mineralization consisting of zinc and barite was reported and no further work was recommended (Seyler & McArthur, 1983).

Minimal work was performed on the Misty Basin ground after that time and consisted of road work and surveying, etc. in part due to work being done on the adjacent Mactung deposit.

To the Author's knowledge, no mineral resources and no mineral reserve estimates have been defined and no mining production has been carried out on the Property.

Geological Setting

The following summary of the regional geology is taken from Goodfellow (2008).

> "Selwyn Basin is an elongate Paleozoic marine basin represented by mostly black shales and cherts that hosts SEDEX and stratiform barite deposits. Mississippi Valley-Type (MVT) deposits are common in flanking shallow water carbonates of the Mackenzie and MacDonald platforms. The Selwyn Basin has a complex history of extensional tectonism from Late Proterozoic to Mississippian, which gave rise to a Paleozoic epicontinental margin characterized by a basin and arch morphology (Goodfellow et al., 1993).
>
> The oldest rocks exposed in the Selwyn Basin consist of a thick (4-6 km) sequence of Hadrynian-Cambrian clastic sedimentary rocks comprising the Windermere Supergroup (Eisbacher, 1981). These clastic rocks are interpreted as a syn-rift sequence that formed by the erosion of Hudsonian crystalline basement during continental breakup, initiated about 760 Ma ago (Eisbacher, 1981). Rapid subsidence of the continental margin during the Cambrian indicates that the continent rifted apart and formed a marginal ocean basin to the west at this time (Bond et al., 1988).
>
> The Windermere rocks are overlain by deep water Cambro-Ordovician carbonate rocks of the Rabbitkettle Formation, which are in turn overlain by basinal facies chert and shale of the Road River Group (Ordovician-Devonian), and chert and autochthonous black clastic rocks of the Earn Group (Devono-Mississippian) (Gordey et al., 1988). The basinal sedimentary facies is bounded by the Mackenzie and Macdonald carbonate platforms to the east and north, and in its south-central part is dissected by the intrabasinal shelf facies of the Cassiar Platform. Although interpretation of the western margin is complicated by a later collisional event and right lateral displacement on the Tintina Fault, it has been interpreted by Goodfellow (1985) as the outer margin of the continental shelf.
> Three major episodes of mafic volcanism have been identified in the Selwyn Basin (i.e., Early Cambrian, Middle

Ordovician and Middle to Late Devonian). These volcanic rocks consist of mafic volcanic flows, dykes and tuffs, and form discontinuous, lenticular belts that parallel the rift-bounding faults or occur as isolated volcanic piles. Their incompatible element chemistry is similar to that of alkaline basalts formed in continental rifts and represents low percentage partial melts derived from a previously metasomatized mantle (Goodfellow et al., 1995).

In most cases, there appears to be a close temporal and/or spatial relationship between volcanic centers and SEDEX deposits of the Selwyn Basin (Goodfellow et al., 1993). The Late Cambrian SEDEX deposits of the Anvil District are overlain by the Menzie Creek volcanic rocks although the thickest portion of the Menzie Creek mafic volcanic sequence lies 10-20 km northwest of the stratiform deposits (Jennings and Jilson, 1986). At McMillan Pass, Yukon, the Tom and Jason deposits (early Late Devonian) occur at the same stratigraphic horizon as a belt of Middle to early Late Devonian alkalic mafic flows and volcaniclastic rocks (Abbott and Turner, 1990). The thickest accumulations of volcanic rocks lie 10-40 km west of the SEDEX deposits. The Early Silurian Howards Pass deposits are not spatially associated with volcanic rocks although mafic tuffs of this age occur about 70-80 km to the north-northwest along the trend of the Selwyn Basin. In the Gataga District, northeastern British Columbia, Devonian volcanic rocks are both temporally and spatially associated with Late Devonian SEDEX deposits (Goodfellow et al., 1995; McIntyre, 1992).

The tectonic setting of the Selwyn basin has been a subject of debate. Differential subsidence curves of Bond et al. (1988) indicated rapid subsidence in the Cambrian, consistent with major rifting and the formation of a Paleozoic passive margin on the eastern side of a newly formed ocean. The Late Devonian SEDEX deposits in the Selwyn Basin are interpreted to have formed in a continental back-arc rift that was generated by the roll-back of the oceanic slab beneath the western margin of the North American craton, from Nelson et al., (2002). Therefore, the Selwyn Basin is a continental rift that formed by intra-continental rifting and was subsequently reactivated in a far field back-arc continental rift during the Devonian (Nelson et al., 2002), similar to that proposed for the McArthur River basin in northern Australia (Betts et al., 2003). The Devonian extensional event that affected the western North American margin is commonly referred to as the Antler Orogeny (Trexler et al., 2004)."

In addition, there was widespread granitic magmatism as is stated below (YEMR, The Geological Framework of the Yukon Territory, 2008).

"Widespread Early to mid-Cretaceous granitic magmatism intruded the deformed rocks of the miogeocline. Five main intrusive suites are recognized: the Anvil (112-110 Ma), Tay River (98-96 Ma), Tungsten (97-92 Ma), South Lansing (95-93 Ma) and the Tombstone Suite (94-90 Ma). The McQuesten Suite was later emplaced around 65 Ma (Mortensen, 2000). The Tintina Fault zone, a late Cretaceous to Tertiary dextral strike-slip fault system with an estimated displacement of at least 450 km, and possibly up to 650 km, displaced the western margin of Selwyn Basin into what is now Alaska."

Property Geology

Within the Misty Basin Property there are several units that are known to host or are potential hosts for mineralization. These would include the Lower Devonian Road River Group (black graptolitic shales, laminated cherts and minor limestones), the Lower Cambrian Sekwi Formation (limestones, dolomites, and sandstones), along with the Early to mid-Cretaceous granitic intrusions.

In the southern half of the Property several granitic plutons varying in surface trace from a few hundred metres to as much as 7 km in diameter have intruded the supracrustal sediments. It appears to the Author that the formational trends of the supracrustal rocks here are predominantly east-west (rather than the northeast-southwest trend of the ranges) perhaps due to the disruptive effects of the intrusions.

In the northern half of the Property supracrustal formational trends are predominantly north-easterly paralleling the trend of the ranges.

Numerous major thrust faults parallel the formational trends on the Property and other faults cut across and displace the formations.

Available reports do not record base and precious metal deposits of the types described above on the present Misty Basin Property. However, the Mactung tungsten deposit (Lacroix & Cook, 2007) and two potentially economic SEDEX-type deposits (Tom and Jason) (Rennie, 2007) lie only 5 km west of the west boundary of the Property. Also, occurrences of Mississippi Valley Type (MVT) lead-zinc-silver mineralization are located close to the southeast (Keele Group (Olfert, 1974)) and northeast extremities of the Property. These adjacent properties and mineralized occurrences, along with the presence of favourable lithology and structural geology, indicate a favourable environment on the property for these three types of deposits as well as the potential for uranium as discussed below.

Deposit Types

Many of the highest uranium readings in stream sediments either overlie or are adjacent to granitic plutons. This suggests the possibility for one or more of the following "granite-related" deposit types of which there are numerous examples around the world as discussed in Dahlkamp (1993):

- Large tonnage, low grade deposits of disseminated uranium minerals in certain phases of the granite.
- Uranium mineralization in veins and breccia-fillings in suitable structural environments within the granite.
- Concentrations of uranium minerals in greisen zones surrounding the granite.
- Uranium minerals concentrated in veins and breccia zones within favourable sedimentary strata near the granite contacts.

In some cases anomalous gold analyses coincide with anomalous uranium suggesting a common origin.

In addition to the specifically granite-related models, the presence of moderately high airborne radiometric readings and elevated values of uranium in soil geochemical and rock samples indicate that sediment-hosted uranium deposits should also be sought.

The proximity to the Property of known SEDEX lead-zinc-silver-barite (Tom and Jason), Mississippi Valley Type lead-zinc-silver (Keele Showing) and skarn type tungsten (Mactung) deposits and favourable geology for such deposits on the property indicates that these types are legitimate targets for exploration on the Property.
Mississippi Valley-Type (MVT) lead-zinc-silver deposits also developed along the same general trend as the SEDEX deposits and occur along the eastern flank of the Selwyn Basin within the Mackenzie and MacDonald carbonate platforms (Goodfellow, Lydon and Turner, 1993).

Mineralization

To date, no mineralized zones are known to exist on the Misty Basin Property.

Exploration

Prospecting and Sampling

Staking of the Property was inspired in part by the results of a regional stream sediment and stream water geochemical survey carried out by the GSC (Day et al, 2005). The survey recorded numerous highly anomalous analyses for U, in part coincident with anomalous Au and Ag analyses in the southern half of the Property. Of primary interest in the northern half of the Property were stream sediments highly anomalous in Ag, many exceeding 1,000 ppb.

In 2007 and again in 2008, the Company privately funded prospecting and geochemical sampling programs, along with a helicopter-borne magnetometer and gamma spectrometer (radiometric) survey over the southern portion of the claims it then had under option. A total of 1,714 line kilometres were flown by the helicopter survey.

Additional claims were staked in the northern NWT portion of the Property, essentially to cover areas of anomalous stream sediment Ag values as released by Day, et al. No physical work had been performed on those claims prior to their expiry in 2009.

In June 2008 more claims were added to the Property, both within the NWT and YT. The majority of Yukon claims have been allowed to lapse as of July 2010. All active claims are listed under Property Description and Location.

The Company engaged Peter Risby, to organize its camp operations which included camp setup, expediting, logistics, and the like. Company personnel performed all of the field work during the 2007 exploration season which included ground follow-up on the anomalous stream sediments indicated by the government geochemical survey. Prospecting methods included soil geochemical and rock sampling. In addition, scintillometers were utilized to detect anomalous radioactivity. Results indicated elevated levels of U together with other metals on the Property. A total of 270 samples were taken during the 2007 prospecting program and included 111 rock samples (grab and chip) and 159 soil geochemical samples. Of these, 96 samples were taken on claims which have since lapsed.

In 2007 the prospecting and sampling generally concentrated on drainages near the MacMillan Pass area in an area of sedimentary rocks lying south of the Canol Road and to a lesser extent, near streams draining a granitic intrusion north of the Canol Road.

In 2008 a total of 574 samples consisting of 474 soil geochemical and stream sediment samples, 97 rock samples (grab and chip) and 3 moss mat samples were taken. Of those samples, 109 were taken in areas no longer held by the Company due to the lapsing of claims. A more regional approach from the 2007 program was taken with crews instructed to traverse contour lines collecting soil geochemical samples at 200 metre intervals and stream sediment samples from each creek encountered.

Field Programs

All samples were analysed for 35 elements by partial digestion ICP-MS and gold by fire assay or geochemical method at Eco Tech Laboratory Ltd. ("Eco Tech"), of Kamloops, BC, an ISO 9001-2000 qualified assaying and testing facility.

Because of the widespread regional nature of the sampling and the combination of soils, stream sediments and rock samples no attempt has been made to perform a statistical analysis of the results of the regional program.

In 2007 the most significant results were returned from the location designated as Showing A. Showing A occurs in a 070o trending belt of dolomite and dolomitic sandstone with a coincident thrust fault.

Sample 7R78713 located at Showing A, at coordinates 450782 E, 7012652 N, contained >1000 ppb Au, 3436 ppm Ni, >10,000 ppm Mn and 4154 ppm Zn in a rock sample. A nearby rock sample (7R78714) contained 79 ppb Au, 3255 ppm Ni, >10,000 ppm Mn and 4627 ppm Zn. During the Author's visit of August 23 – 26, 2008, an attempt was made to re-sample the location of 7R78713 as discussed in Data Verification below. The highest Au value obtained was 5 ppb. The high Ni, Mn and Zn were present in several nearby samples. The anomalous nickel is unusual for this area; it could be related to black shale type mineralization or there may be a mafic igneous association.

In 2008 a grid (1 km by 1 km) totalling 4 line kilometres was centred over the Showing A area. The grid baseline trended 075o with 3 one km cross-lines at 500 metres separation. Of the 80 sample stations a total of 75 soil geochemical samples were taken at 50 metre intervals (5 were unable to be taken due to rocky ground, etc). Several rock grab samples were also taken.

Statistical analyses of the 75 soil geochemical samples indicates that 7 samples were slightly (5 samples) to strongly anomalous (2 samples) with respect to U. Several other elements, specifically Cd, Co, Cr, Ni, Zn and Mn showed a strong correlation to these samples.

The following table shows the values in ppm utilized in obtaining these statistical results.

Statistical Values for U, Cd, Co, Cr, Ni, Zn and Mn

Element	Mean	Standard Dev.	Minimum	Maximum
U	3.0	3.7	0.2	22.6
Cd	0.7	1.3	0.03	5.4
Co	3,1	3.8	0.2	21.2
Cr	10.8	6.5	1	27
Ni	30.4	38.6	0.8	172.2
Zn	101	126.5	2	619.9
Mn	124.3	224.7	4	1102

It should be noted that 75 samples is a small population to base these statistics on, however, the results indicate that there are definite elevations in these and other elements.

Helicopter-Borne Magnetic & Radiometic Survey

A detailed high resolution helicopter-borne combined magnetic and gamma ray spectrometric survey was conducted on the Company's behalf over the southern half of the Property between August 15 and September 6, 2007 by McPhar Geosurveys Ltd. (McPhar), of Markham, Ontario, (McPhar, 2007). The Company did not request an interpretation by McPhar and to date has not contracted an independent to do an interpretation on the results of the survey.

The objective of the airborne survey was to acquire high resolution gamma ray spectrometric and magnetic data in order to map the magnetic and radiometric anomalies and geophysical characteristics of the geology and structure, therefore providing an insight into geologic and geophysical settings conducive to locating potential economic uranium mineralization (McPhar, 2007). Due to weather and time constraints only the southern portion of the Property was flown.

The McPhar geophysical crew and helicopter were based at the Company's MacMillan Pass camp. Mobilization to the camp from Whitehorse was completed on August 15, 2007. Data was collected between August 18 and September 5, 2007. The crew and helicopter de-mobilized to Whitehorse on September 6, 2007. Final data compilation and report preparation was completed at McPhar's Markham, Ontario offices.

The survey area consisted of one block with flight lines orientated north-south (03°), at a spacing of 200 metres. Tie lines were orientated east-west (93°), at a spacing of 1,200 metres. A total of 1,714 line kilometres were flown (McPhar, 2007).

Specifications of the survey equipment are as follows from the McPhar report:

> "The geophysical system was mounted on an A-Star 350B helicopter, with Canadian registration C-GTNV, supplied by Trans North Turbo Air Ltd., Whitehorse, Yukon. Data acquisition utilized precision differential GPS positioning. A high sensitivity magnetometer was installed in a towed bird. A Pico-Envirotec GRS-10 multi channel gamma-ray spectrometer with 16.8 litres "downward looking" and 4.2 litres "upward looking" NaI(Tl) sensor was mounted inside the helicopter. Ancillary equipment included a GPS navigation system, a radar altimeter and a base station magnetometer." (McPhar, 2007).

The highest readings in all categories, (total count, uranium, thorium and potassium) all coincide well with the known outcrops of Cretaceous granites.

The magnetic signatures over the granitic plutons are not particularly distinctive. Magnetic highs occur over certain areas underlain by supracrustal rocks and initial examination suggests that detailed interpretation may be useful to trace formations under overburden areas and subdivide sedimentary units.

One relatively small distinct circular magnetic high located at 449500 E, 7015000 N is suggestive of a magnetic pluton, perhaps of mafic or ultramafic composition. The high lies over surficial-covered terrain about 3 km north

north-west of Showing A described above and could be related to the anomalous nickel there.

Drilling

No drilling has been done to date on the Property.

Sampling Method and Approach

Soil and stream sediment surveys were designed to test the upstream potential of the regional geochemical results as discussed in Day et al (2005). In 2007 soil samples were collected at intervals of approximately 100 m separation alongside streams. In 2008 a more regional approach was taken and soil samples were collected from a series of contour traverses. Samples were collected at 200 m intervals along the slope.

Soil samples were taken in Kraft paper bags and each sample had a unique sample tag number which was marked upon the bag and the tag was placed within the bag. Sample locations were verified with handheld GPS units and the coordinates noted. In 2007 no duplicate soil samples were taken. During the 2008 program soil samples were duplicated at a maximum of every twenty samples.

In 2007 no stream sediment samples were taken. This was rectified in 2008 and stream sediment samples were taken from streams encountered during the soil contour surveys. Stream sediment samples were collected in Kraft paper bags. Again, each sample was either assigned a unique sample number which was marked on the bag or given a unique sample tag within the bag and the sample tag number written on the bag. Locations were confirmed with GPS units and the UTM coordinates written in sample books. No duplicates of stream sediment samples were taken.

Representative rock samples were collected from float and outcrop by taking a random series of chips from the sample site. These chips were placed in plastic bags to which a unique sample tag was added. In addition, the unique tag number was written on the outside of the plastic bag. Bags were sealed utilizing zap straps. Locations of all samples were verified with a GPS unit and the locations were noted in the sample tag books. No rock sample duplicates were taken.

The area covered by the 2007 surveys was approximately 90 km2. In 2008 the area covered was approximately 200 km2.

It is the opinion of the Author that all the samples taken are of good, representative quality for the Property and the nature of the program undertaken.

Sampling Preparation, Analyses and Security

During the 2007 field season, all rock and soil samples were organized by the field crews and provided daily to Megan Cooper (camp manager/accountant/first aid attendant) who ensured that all samplers had properly bagged and labelled their samples. Soil samples were then hung to air dry and further packaged in plastic bags. All samples were further packaged in woven plastic (rice) bags which were secured with zap straps or wire in preparation for transport to Eco Tech for analysis. To ensure security, samples were hand delivered by our personnel via four wheel drive pickup truck to Eco Tech's preparation facility in Whitehorse.

During the 2008 season sample security was the responsibility of Andrea Wolter (geoscience student) under the direction of Colin Russell, P.Geo. No blanks or standards were inserted by the Company's personnel, however, soil sample duplication was performed in the field. Eco Tech inserts standards and routinely re-runs samples as part of their internal quality control.

At Eco Tech's facility, samples were organized and logged into their database utilizing their own cross-reference number system. All samples were prepared using industry standard procedures as discussed in the following protocols.

Soil and stream sediment samples are first dried, and then sieved through a -80 mesh screen. Samples unable to produce adequate -80 mesh material are screened at a coarser fraction. These samples are then flagged with the relevant mesh size. Each sample is re-bagged in a pre-numbered bag.

Rock samples are two-stage crushed on a Terminator jaw crusher to -10 mesh ensuring that 70% passes through a Tyler 10 mesh screen. Every 35 samples a re-split is taken using a riffle splitter to be tested to ensure the homogeneity of the crushed material. A 250 gram sub-sample of the crushed material is pulverized on a ring mill pulverizer ensuring that 95% passes through a -150 mesh screen. The sub sample is rolled, homogenized and bagged in a pre-numbered bag. A barren gravel blank is prepared after each job in the sample prep to be analyzed for trace contamination along with the actual samples.

The prepared pulps were then delivered to the airport and shipped to Eco Tech's facility in Kamloops, BC for analysis. The rejects were stored on site at the Eco Tech facility in Whitehorse for future reference.

At Eco Tech's facility in Kamloops, all pulverized samples were rolled to assure homogenization of each sample. All samples were then subjected to geochemical gold analysis and 35 element ICP-MS utilizing partial digestion (aqua regia). The remaining pulps were stored at Eco Tech's Kamloops facility for future reference.

The following details the analytical methods utilized by Eco Tech at their facility in Kamloops.

Geochemical Gold Analysis: The sample is weighed to 30 grams. The samples are fused along with proper fluxing materials. The bead is digested in aqua regia and analyzed on an atomic absorption instrument with a detection limit of 1-5 ppb. Over range values for rocks are re-analyzed using gold assay methods.

Assay Gold Analysis: If the resulting Au value was >1,000 ppb a gold assay is required which resulted in another 30 gram sample being taken and fire assayed using appropriate fluxes. The resulting dore bead is parted and digested with aqua regia, then analyzed on a Perkin Elmer AA instrument with a detection limit of 0.03 g/t.

ICP-MS Analysis: Samples are digested in an aqua regia solution for 45 minutes**,** and then bulked to 10 ml with de-ionized water**.** An aliquot of this is taken for analysis on the ICP-MS. Quality control samples are run along with the client samples to ensure no machine drift or instrumentation issues occurred during the run procedure.

The techniques used by this laboratory appear to be of good quality. Analytical work for all work was conducted under the supervision of a registered BC assayer. The laboratory routinely re-ran pulps on a ratio or one re-run per nine determinations along with reject re-splits at a ratio of one per thirty-five determinations and the insertion of internal standards at a ratio of one per thirty-five determinations throughout our analytical processes. Overall, the laboratory's internal QAQC is 12.5% of all samples run. The results of all re-run samples appear very consistent and there appear to be no obvious or suspected anomalies in the laboratory's internal standards. Therefore, quality control data from Eco Tech does not indicate any analytical problems.

Eco Tech is registered for ISO 9001-2000 by QMI Quality registrars (CDN 52172-01). Eco Tech also participates in the Canadian Certified Reference Materials Project (CCRMP) testing program annually. A British Columbia Certified Assayer reviews all results released from the lab.

It is the opinion of the Author that sample preparation and security both in the field and at the laboratory were adequate. Also, as previously stated, it would appear that the aforementioned analytical procedures were all performed satisfactorily and with professional standards.

Data Verification

Surface samples were collected using standard practices and techniques by field crews. No quality control measures (insertion of duplicates, blank or standard material) were instituted in the field by the Company's crews in 2007, however, in 2008 soil sample duplication was undertaken at the rate of one per twenty samples.

In accordance with NI 43-101 guidelines, the Author visited the Misty Basin Property between July 20 and August 5, 2007. The purpose of the visit was to visually inspect and ascertain the geological setting of the Misty Basin Project, observe the exploration work being carried out and to assess any logistical constraints involved with carrying out the exploration program.

Seven rock grab samples were taken by the Author to verify sample results from the area. These seven samples were delivered to Eco Tech's facility in Whitehorse. The prepared pulps were then forwarded to Eco Tech's analytical facility in Kamloops where they were analyzed by partial digestion (aqua regia) ICP-MS for 38 elements and Au by fire assay/flame AA finish. A brief description of each sample along with results for several elements is shown in the table below.

Sample #	Location (UTM)		Comments	Au	Ag	Mn	Ni	Pb	U	Zn
	N	E		ppb	ppm	ppm	ppm	ppm	ppm	ppm
7R26007	7024212	454786	granite oc	<5	0.7	342	15.2	14.3	6.6	41.6
7R26008	7024212	454786	qtz vein in sed adj to granite oc	<5	0.2	81	3.6	13.1	1.4	9.6
7R26009	7025607	456445	porphyritic granodiorite oc	<5	0.6	278	14.5	10.1	4.2	29.6
7R26010	7066190	452710	angular blocks in rusty ck bed	5	<0.2	1014	45.8	3.7	1.7	87.8
7R26011	7018165	459846	highly sheared black shale	5	<0.2	520	48.3	31.5	0.7	124.7
7R26012	7018553	460105	dk green highly sheared shale	5	<0.2	362	42.7	31.6	0.7	111.1
7R26023	7069456	454986	white qtz vein	<5	<0.2	187	21.3	7.0	0.2	246.7

Based on the analytical results indicated above, the Author feels confident that these samples are representative of the prospected areas and coincide with other samples taken in the surrounding areas.

The Author also visually examined assay results from Eco Tech with regards to Eco Tech's internal quality control samples and found no anomalies or problematic samples. If any aberrations in the data had been observed the sample batches would have been reanalyzed by the lab. There were none and, therefore, the Author is confident that the assays data is of acceptable quality and Eco Tech performed all aspects of sample preparation and analysis competently and professionally.

The Author visited the Property once again during the period August 23 to August 26, 2008. The purpose of this second visit was to perform additional sampling in order to confirm values received from certain areas during the 2007 work program. A total of 14 rock grab samples were taken by the Author, 11 from Showing A (6 at or near the locale of sample 7R78713) area and 3 in the area near 7R26007. The Author personally accompanied the samples to the Eco Tech facility in Whitehorse where they were prepared as described above before being shipped to the Kamloops facility. Once the prepared pulps were received in Kamloops they were analyzed by partial digestion (aqua regia) ICP-MS for 50 elements (extended package) and Au by fire assay/flame finish AA. A brief description of each sample along with selected results is shown in the table below.

Sample #	Location (UTM)		Comments	Au	Ag	Mn	Ni	Pb	U	Zn
	N	E		ppb	ppm	ppm	ppm	ppm	ppm	ppm
7R58402	7012616	450792	str lim – "bog iron"	<5	0.44	214	25.0	10.75	1.9	107.6
7R58403	7012582	450817	cgl/bx – shale mtx, cherty clasts	30	0.82	153	32.8	6.91	0.2	71.4
7R58404	7012582	450817	same as 7R58403	5	0.72	20	7.2	7.35	0.8	78.8
7R58405	7012789	450705	blk shale, 2-3% py	5	0.64	33	25.6	5.83	0.7	78.9
7R58406	7012718	450712	cgl/bx	5	1.68	13	3.5	4.31	0.2	8.9
7R58413	7012647	450783	str lim – "bog iron"	5	0.38	4826	730.6	8.27	3.3	1316.0
7R58414	7012651	450779	similar to 413	<5	0.16	7211	738.7	1.45	7.0	1692.0
7R58415	7012659	450781	similar to 413	5	0.18	7691	1060.0	1.41	7.1	2408.0
7R58416	7012654	450783	similar to 413	5	0.40	2692	458.2	5.09	2.5	969.6
7R58417	7012658	450775	similar to 413, but darker lim	5	0.32	>10000	1786.0	0.91	10.1	2966.0
7R58418	7012654	450769	similar to 413	<5	0.30	>10000	2720.0	5.64	23.2	4869.0
7R58451	7023965	454645	sst strongly weathered	<5	0.22	267	33.2	5.51	2.0	104.2
7R58452	7024628	454483	granodiorite	<5	0.14	275	13.4	7.17	4.0	36.9
7R58453	7024628	454483	poss dyke	<5	0.06	337	12.5	5.86	2.2	41.8

Unfortunately, none of the 2007 sample locations had any flagging tape or other identifying markers remaining in the field so it was not completely possible to verify which 2007 samples were being duplicated. However, based on the results (in particular the high values of Mn and Ni) from the 2008 samples 7R58417 and 7R58418, it is probable that these samples were taken in the vicinity of the 2007 sample 7R78713. Unfortunately, the high Au value (>

1000 ppb) of sample 7R78713 was not duplicated. It is possible that this may be due to a “nugget effect”, however, only a more in-depth sampling program over the area will confirm this.

All other elements in these 2008 samples have values consistent with those from the 2007 sampling and, therefore, the Author is satisfied that these 14 samples verify the results obtained from these areas in 2007.

The geophysical survey was carried out by a well-established geophysical company (McPhar) with extensive industry experience. Experienced geophysicists independent of the Company performed quality checks and interpretation of all geophysical data from the survey performed.

Data presentation was achieved by merging the coordinates of the samples with the geochemical results. This data was imported into the ArcGis program which then generated the individual geochemical plots for soil, stream sediment and rock sample results for Au, Ag, U, Ni, Mn, Zn, Cd, Co and Cr.

The field location plots were utilized to verify the plots of the sample locations. All plotted values were confirmed with the laboratory results.

Adjacent Properties

Mactung The adjacent Mactung deposit was discovered in 1962 by James Allan, a geologist with Amax no doubt as a result of follow-up prospecting to a regional stream sediment survey which was part of the Ogilvy Reconnaissance Project (North American Tungsten Corporation Ltd., 2008). The Mactung can be classified as a metasomatic skarn deposit with tungsten being the element of interest. The Mactung straddles the Yukon-Northwest Territories border and is centred at latitude 63o17’ N, longitude 130o10’ W.

The Mactung property has undergone several exploration programs including ground geophysics, geochemical surveys, geological mapping and sampling and diamond drilling. An 11 km access road was built to connect the deposit to the Canol Road in 1970 (Lacroix & Cook, 2007). In 1973 underground work was undertaken to supply a bulk sample of 295 tonnes for metallurgical testing (Lacroix & Cook). Due to low tungsten prices work halted in 1985 and subsequently Amax sold the property (along with the Cantung mine) to Canada Tungsten Mining Corporation in 1986 (Lacroix & Cook). In 1994 Aur Resources Inc. purchased a 48% interest and a merger of the two companies was completed early in 1997 (Lacroix & Cook). In October 1997 the Mactung property, along with the Cantung Mine and other assets was sold to North American Tungsten Corporation Ltd. (“North American Tungsten”) which is the present owner (Lacroix & Cook).

A relatively recent (May, 2007) Technical Report was completed by Scott Wilson of Roscoe Postle Associates Inc. (“RPA”) to NI 43-101 standards for North American Tungsten. An indicated mineral resource of 33 Mt grading 0.88% WO3 along with an inferred mineral resource of 11.9 Mt grading 0.78% WO3 were reported (Lacroix & Cook, 2007). The deposit is presently undergoing environmental and engineering studies as part of its feasibility program. The above summary is based on published information by North American Tungsten, and the Author cautions that these results are not necessarily indicative of mineralization on the Misty Basin Property.

Tom and Jason: Although the Tom and Jason properties are not immediately adjacent to the Misty Basin Property, they are significant enough to be mentioned in the Report. The Tom and Jason properties are both located within the Yukon Territory; the Tom property is 13 km from the Yukon-Northwest Territories border and is centred at latitude 63o10’ N, longitude 130o09’ W. The Jason property is located 20 km from the border and is centred at latitude 63o10’ N, longitude 130o15’ W. Both properties are classed as SEDEX (sediment-hosted exhalative sulphide lead-zinc-silver-barite deposits).

The Tom property was discovered in 1951 by Hudson Bay Exploration Development Company Ltd. (“HBED”) and until 1969 performed work that included hand trenching, diamond drilling, geochemical soil surveys and magnetometer surveys (Rennie, 2007). In 1970 an adit was collared and underground development was undertaken to allow for bulk sampling, metallurgical testing and underground diamond drilling (Rennie). Surface and underground work continued through to 1986 when the feasibility study (NI43-101 non-compliant) was completed (Rennie). Cominco Ltd. optioned the property in 1988 and continued with diamond drilling, geochemical soil sampling, geological mapping and sampling before dropping the option in 1992 (Rennie). No further work has been done on the property since that time.

The Jason property was staked in 1974 by the Ogilvie Joint Venture ("OJV") which was comprised of C.L. Smith, Brinex Ltd., Mitsubishi Metal Corporation Inc. and Ventures West Capital Ltd. (Rennie, 2007). From 1974 to 1978 diamond drilling was performed by the OJV (Rennie). Pan Ocean Oil Ltd. optioned the property in 1979 and continued with drilling through 1981 when they were acquired by Aberford Resources Ltd. ("Aberford") who continued with drilling and environmental studies through 1982 (Rennie). Abermin Corporation acquired Aberford's interest in 1985 and in turn was taken over by CSA Gold Corporation (Rennie). A private company, MacPass Resources Ltd., acquired all interests in 1990 whereupon Phelps Dodge Corporation of Canada Ltd. optioned the property and completed a further 15 diamond drill holes before abandoning the property in 1992 (Rennie). No further work has been done on the property since that time.

RPA was retained to write a NI 43-101 compliant technical report on the mineral resource estimate for both. This report, released in May 2007, gave the following mineral resources for the Tom and Jason properties as listed below

Tom and Jason Mineral Resources

		Mt	Zn (%)	Pb (%)	Ag (g/t)
Indicated	Jason	1.45	5.25	7.42	86.68
	Tom	4.98	6.64	4.36	47.77
Total		**6.43**	**6.33**	**5.05**	**56.55**

Inferred	Jason	11.00	6.75	3.96	36.42
	Tom	13.55	6.68	3.10	31.77
Total		**24.55**	**6.71**	**3.48**	**33.85**

(Adapted from Rennie, 2007)

According to Rennie (2007), Canadian Institute of Mining and Metallurgy definitions were followed for mineral resources.

As previously stated no work has been performed on the Tom or Jason since 1992 other than the preparation of the above mentioned technical report by RPA in 2007. The above summary on the Tom and Jason properties is based on published information by HudBay Minerals Inc., and the Author cautions that he has not visited these properties nor has he verified the above results and that these published results are not necessarily indicative of mineralization on the Misty Basin Property..

Eagle Plains: Eagle Plains Resources Ltd. ("Eagle Plains") holds prospecting permits to the north-west and east of the northern portion of the Company's Property. It is understood that this ground is part of their "Mackenzie Valley Zinc Project" (Eagle Plains, 2008). Eagle Plains has recently (2007) formed an alliance with Teck Cominco Ltd. ("Teck Cominco") to explore most of their permitted ground. Eagle Plains and Teck Cominco are actively searching for "large silver-lead-zinc deposits" similar to Howard's Pass, Tom and Jason among others.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been performed on the Property.

Mineral Resources and Mineral Reserve Estimates

No mineral resource has been defined on the Property.

Other Relevant Data and Information

No other relevant data or information is known to the Author which would influence the Technical Report.

Interpretation and Conclusions

The Misty Basin Property covers terrain where highly anomalous uranium in a government regional geochemical survey suggests the possibility of economically significant uranium deposits. The clustering of uranium stream sediment highs and the coincidence of the highest gamma spectrometer readings in all categories over mapped Cretaceous granitic plutons could be due to uranium uniformly disseminated through the granites in sub-economic concentrations. This, however, does not preclude the possibility of economic concentrations of uranium in and around the plutons and further prospecting with scintillometers upstream from uranium highs in the stream sediments is warranted.

The presence of SEDEX lead-zinc-silver-barite deposits, MVT lead-zinc-silver mineralization and a major tungsten skarn deposit close to the Property combined with favorable geology on the Property suggests a good potential for these types of mineralization on the Property

The results of the 2007 and 2008 exploration programs, while encouraging, are not sufficient enough to evaluate the overall potential of the Property. Several areas with anomalous values of U, Au, Ag, Zn, Ni, Mn, Co, Cr and Cd have been identified and require further more thorough investigation.

In the Author's opinion there has not been an adequate sampling program performed over most of the Property and the primary objective of any further planned exploration program on the Property should address this deficiency. While the Company commissioned an airborne geophysical survey in 2007, the survey results were never properly interpreted. An interpretation should be undertaken prior to any future field work in order to ensure that other targets of interest covered by the survey will be examined.

Most of the 2007 exploration program took place in areas near Macmillan Pass. While a reasonably adequate sampling density was achieved in these areas and resulted in the discovery of Showing A, very little prospecting and sampling was performed over the rest of the Property. In 2008 a more regional prospecting and soil geochemical sampling was undertaken to address this, however, due to a short field season, inclement weather and other factors, the field program was curtailed. This program, unfortunately, was less than adequate for evaluation of many of the northern areas; however, it was instrumental in further defining an anomalous area of interest in the vicinity of Showing A. Work should both concentrate on an aggressive sampling and prospecting program to further define the area around Showing A and to investigate the potential of the northern and southern portions of the Property and follow-up on targets defined by the 2007 airborne survey.

Recommendations

Based on the Author's review of available information and Property visits of July 20 to August 5, 2007 and August 23 to 26, 2008, the Author is of the opinion that based on the geological setting along with the encouraging results of the preliminary soil and silt sampling, that the Misty Basin Project is considered to be of sufficient merit to warrant further exploration expenditures. The presence of several anomalous U values along with the high Au assay at Showing A and of, course, the proximity of the Mactung deposit along with the Tom and Jason properties suggest the potential for various deposit types.

Therefore, it is recommended that we proceed with a program consisting of the following:

- The 2007 McPhar airborne survey should be interpreted prior to any future field work.

- The existing grid covering Showing A should be extended to the west and east for a minimum of 500 metres in each direction and the existing cross lines be extended to the north (and south if the existing terrain permits) a minimum of 500 m. More soil geochemical sampling, prospecting and a scintillometer survey should then be carried out on the grid.

- Further prospecting and sampling of the favourable belt of sediments hosting Showing A should also be undertaken in order to determine the potential strike length of the anomalous zone located near Showing A.

- Based on the success of the above program a second phase of exploration consisting of more in-depth grid sampling and prospecting and either trenching or diamond drill testing would be justified.

Budget Estimate

		Cost ($)
Interpretation of the 2007 McPhar airborne survey		3,000
Field Work:		
Personnel		
Geologist (QP)	7 days @ $600/day	4,200
3 samplers/field assistants	7 days @ $300/day	6,300
Helicopter		
(4 hour min/day contract)	16 hours @$1,200/hr	19,200
Sampling/Assays	200 samples @ $25/sample	5,000
Camp (food, fuel, etc.)	4 x 7 days @ $100/day	2,800
Travel (airfares, hotels, meals, etc.)		2,000
Truck Rental/Expediters		
(Sample delivery, food pickup, etc.)		3,000
Final Report		
Geologist (QP)	2 days @ $600/day	1,200
Sub-total		46,700
Contingency (10%)		4,670
Total		**$51,370**

USE OF PROCEEDS

Funds Available

We estimate we will have the following net funds available to us following closing of the Offering:

	Minimum Offering ($)	Maximum Offering ($)
Gross Proceeds of the Offering	350,000	450,000
Agent's Commissions	(35,000)	(45,000)
Net Proceeds of the Offering[1]	315,000	405,000
Working Capital Deficit (March 31, 2012)[2]	(146,649)	(146,649)
Net Funds Available	**$168,351**	**$258,351**

1. Prior to payment of remaining Offering costs including legal, audit and accounting costs, the Agent's fees and expenses, and all filing fees with the Exchange and Securities Commissions.
2. Includes $45,360 of payables to be paid more than 12 months after the Closing Date; and $36,000 of accrued Offering costs.

Principal Purposes

We intend to use our available funds as follows:

	Minimum Amount ($)	Maximum Amount ($)
Remaining Offering Costs[1]	31,000	31,000
Recommended exploration program on the Property[2]	51,370	51,370
Payments due during the 12 months following the Listing Date under the Property Purchase Agreement[3]	36,000	36,000
General and Administrative Expenses[4]	37,400	37,400

	Minimum Amount ($)	Maximum Amount ($)
Management Fees[5]	18,000	18,000
Unallocated Working Capital[6]	(5,419)	84,581
Total:	**$168,351**	**$258,351**

1. Total remaining Offering costs are $67,000, of which $36,000 is included as accrued payables in calculating our working capital deficit as of March 31, 2012 (see the Funds Available table above).
2. See "Description of the Property - Recommendations" above for a description of the recommended work program.
3. See "Description of the Company's Business – Acquisition of the Property" above for details of the Property Purchase Agreement.
4. Twelve months of expenses (estimated) comprised of legal ($2,400), audit ($15,000), CFO/bookkeeping ($8,000), transfer agent fees ($2,400); filing fees ($3,600), rent and office administration fees ($4,200), and miscellaneous/other ($1,800).
5. Management fees payable to Mr. Timcke (President and CEO) of $1,500 per month.
6. Unallocated working capital will increase by $45,360 on the Closing Date, reflecting the amount of current payables that will become payable only after 12 months after the Closing Date. See "Management Discussion and Analysis – Working Capital" below. Unallocated funds are added to working capital so as to comply with the minimum listing requirements of the Exchange. We anticipate using the unallocated working capital to partially fund additional exploration on the Property, for investigation of other business opportunities, and for general working capital.

We intend to spend the funds available to us as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. If such event occurs during distribution of the securities offered under this Prospectus, we may have broad discretion in the application of such net proceeds and, if required, an amendment to this Prospectus will be filed. Pending utilization of the net proceeds derived from the Offering, we intend to invest the funds in short-term, interest bearing obligations. We will seek other business opportunities in the mineral exploration industry, and do intend to make acquisitions of or investments in other mineral properties.

We have a history of negative cash flow and losses, and we do not expect that to change in the short term. All of our operations will be funded by the proceeds from this Offering. Our net available funds will only be sufficient to fund our operations for 12 months (assuming the Minimum Offering is realized) and for up to 18 months (assuming the Maximum Offering is realized).

Business Objectives

Our immediate business objectives are to complete the Offering under this prospectus and obtain a listing for our Shares on the Exchange. The aggregate costs of completing these objectives are estimated at $67,000 (including legal costs ($30,000), auditor fees ($18,000), remaining filing fees for the Exchange and the Securities Commissions ($8,000 plus HST), the remainder of the Corporate Finance Fee ($6,000), remaining expenses of the Agent and miscellaneous costs ($5,000)).

With the proceeds of this Offering, we intend to carry out the recommended exploration program which is estimated to cost $51,370. If the results of that program warrant continued exploration, we intend to undertake a more comprehensive exploration and diamond drilling program for 2012. We do not have the financial resources to complete further stages of work, and no assurance can be given that we will be able to raise such financing on terms acceptable to us, or at all.

Milestones

Our business objective of completing the Offering under this Prospectus will occur on the Closing Day; and our business objective of listing on the Exchange will occur on the Listing Date. The aggregate costs of completing these objectives are estimated at $102,000 under the Minimum Offering and $112,000 under the Maximum Offering (being $67,000 of remaining Offering costs as listed above, and commissions ($35,000 under the Minimum Offering, and $45,000 under the Maximum Offering), of the Agent).

To acquire the Vendor's interest in the Property, we must pay the balance of the purchase price under the Property Purchase Agreement being $127,500 to be paid over 30 months commencing on completion of the Offering at $3,000 per month for 12 months and $5,083 per month for 18 months thereafter.

To explore and develop the Property, we intend to carry out the recommended exploration program on the Property, as set out in the Report (which will take place through the fall of 2011 and is expected to take four months to compile the results), at the estimated cost of $51,370. If the results of the first phase work program warrant continued exploration, we intend to raise additional capital and carry a more comprehensive exploration and diamond drilling program.

DIVIDENDS OR DISTRIBUTIONS

We have not paid dividends since our incorporation. While there are no restrictions precluding us from paying dividends, we have no source of cash flow, and we anticipate using all available cash resources toward our stated business objectives. As such we do not anticipate the payment of dividends in the foreseeable future. At present, our policy is to retain earnings, if any, to finance our business operations. The payment of dividends in the future will depend upon, among other factors, our earnings, capital requirements and operating financial conditions.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is current at the date of this Prospectus. It should be read in conjunction with our audited annual financial statements as at April 30, 2009, 2010 and 2011, our unaudited financial statements for the nine months ended January 31, 2012, and the notes thereto, appearing elsewhere in this Prospectus, as well as the disclosure contained throughout this Prospectus.

Overview

The Company was incorporated on March 28, 2007 and commenced business at that time. Our sole business focus has been to (i) acquire the Property; and (ii) raise sufficient funds to undertake initial exploration of the Property. We have raised an aggregate of $2,362,744 as of the date of this Prospectus through the sale of our Common Shares and Special Warrants to complete these objectives.

We have had an interest in the Property since 2007. We originally acquired an option from the Vendor pursuant to a March 2007 agreement, as amended, to purchase a 100% interest in 2,180 mineral claims, comprising 43 claim blocks, (which includes the current Property) in exchange for (i) reimbursement of $992,720 of staking costs (of which $403,494 was paid or credited); (ii) issuing 460,000 units per claim block retained by the Company (each unit consisting of one common share and one-half share purchase warrant); and (iii) paying $28,750 per claim block retained per year for three years, payable quarterly in 12 equal installments. We had the right to do work on the claims and, based on the results, determine which of the claims or claim blocks we would retain and pay for. During the year ended April 30, 2009, we agreed to retain only one of the 43 claim blocks, and to issue 460,000 units to the Vendor and pay $28,750 per year for three years. In addition, we agreed to settle the $589,226 owing by us to the Vendor by paying $354,226 over three years and issuing 2,350,000 Shares at a deemed price of $0.10 per share. All payments and security issuances were to occur on the date we gained a listing on a stock exchange. In January 2010 we entered into the Property Purchase Agreement, which superseded and replaced all prior agreements with the Vendor.

The estimated net proceeds of the Offering (of a minimum $315,000 to a maximum of $405,000) will be added to our estimated working capital deficit as at March 31, 2012, which will result in available funds of between $168,351 and $258,351. We believe that the minimum amount will be sufficient to fund our operations for 12 months.

Selected Financial Information

The following table summarizes selected financial data reported by the Company for the periods indicated and should be read in conjunction with the audited financial statements for the fiscal years ended April 30, 2009, 2010 and 2011, the unaudited financial statements for the nine months ended January 31, 2012, all related notes, and "Management's Discussion and Analysis", as included elsewhere in this Prospectus:

Item	Nine Months Ended Jan. 31, 2012 (unaudited)	Year Ended April 30, 2011 (audited)	Year Ended April 30, 2010 (audited)	Year Ended April 30, 2009 (audited)
Revenues (Interest Income)	nil	nil	nil	nil
Expenses	$21,505	$67,279	$191,557	$196,345
Net Loss	($21,505)	($67,279)	($219,437)	($133,530)
Loss per Share (Basic / Fully Diluted)	$0.001/$0.001	$0.003/$0.003	$0.011/$0.011	$0.007/$0.007
Current Assets	$5,974	$8,732	$6,626	$22,110
Mineral Properties	$2,067,871	$2,067,256	$2,064,751	$2,117,857
Total Assets	$2,112,184	$2,107,514	$2,081,092	$2,152,797
Current Liabilities	$148,846	$138,621	$278,723	$335,991
Working Capital (deficit)	($142,872)	($129,889)	($272,097)	($313,881)
Long Term Liabilities	$212,450	$196,500	$205,000	nil
Shareholders' Equity	$1,750,888	$1,772,393	$1,597,369	$1,816,806
Number of Shares Outstanding	22,934,652	22,934,652	19,656,366	20,056,366

Summary of Quarterly Results

The following table sets out selected quarterly information for the last eight quarters.

	Jan. 31, 2012 (IFRS)	Oct. 31, 2011 (IFRS)	July 31, 2011 (IFRS)	April 30, 2011 (IFRS)
Income	$nil	$nil	$nil	$nil
Exploration and evaluation assets	2,067,871	2,067,871	2,067,556	2,067,256
Deficit	704,720	701,807	695,894	683,215
Net Income (Loss)	(2,913)	(5,913)	(12,679)	(20,976)
Basic and Diluted (Loss) Per Share	(0.00)	(0.00)	(0.00)	(0.00)

	Jan. 31, 2011 (IFRS)	Oct. 31, 2010 (IFRS)	July 31, 2010 (IFRS)	April 30, 2010 (cGAAP)
Income	$nil	$nil	$nil	$nil
Exploration and evaluation assets	2,066,681	2,066,681	2,065,089	2,064,751
Deficit	662,239	647,579	635,143	615,936
Net Loss	(14,660)	(12,436)	(19,207)	(40,487)
Basic and Diluted (Loss) Per Share	(0.00)	(0.00)	(0.00)	(0.00)

Net loss for the quarter ended April 30, 2010 was higher than other quarterly losses above due to professional fees related to the Company seeking a public listing of its common shares. Less work was done in that regard in subsequent quarters.

Quarterly net losses for July 31, 2011, October 31, 2011 and January 31, 2012 decreased due to the Company sub-leasing its office space.

Results of Operations

Fiscal Year ended April 30, 2009

During this period, we reported a net loss of $133,530 or $0.01 per Share. This loss was due primarily to professional fees of $52,959, management fees of $35,000, office rent of $52,704, and travel and accommodation costs of $20,335. The travel and accommodation costs pertain to site visits to the Property not specifically matched to Property acquisition or exploration activities. Management fees pertain to amounts paid to Messrs Timcke and Espadilla during the year. Professional fees and related costs increased as we moved forward with an initial draft prospectus and exploring alternative transactions with existing reporting issuers.

During this period, we incurred, and capitalized, a total of $76,599 of acquisition costs and $645,848 of exploration costs pertaining to the Property. Exploration costs included helicopter costs of $245,925, fuel costs of $38,425, geological costs of $58,993, camp and field supplies of $101,092, consulting fees of $18,361, prospecting and mapping costs of $23,708, labour costs of $142,727, assay costs of $16,618 and travel and accommodation costs of $20,335.

Fiscal Year ended April 30, 2010

During this period, we reported a net loss of $219,437 or $0.01 per Share. This loss was due primarily to professional fees of $123,790, and office rent of $58,211. Professional fees increased as we continued to explore opportunities to gain a public listing through an initial public offering and through a qualifying transaction with a capital pool company listed on the TSX Venture Exchange. With respect to the Property, we expended an additional $15,750 toward acquisition costs by staking some new ground, expended only incidental amounts toward exploration, aggregating $11,389, and wrote off $80,245 of prior expenditures on claims which we dropped during the fiscal year. We also began work toward restructuring our debt by moving $205,000 of current payables to long-term debt.

Fiscal Year ended April 30, 2011

During this period, we reported a net loss of $67,279; which included professional fees of $31,317 and office rent of $30,450. Professional fees are legal and accounting costs associated largely with this Prospectus. Office rent increased due to payments made to sub-lease the remainder of our lease at our former office.

We settled an aggregate of $90,272 of debt through the issuance of 902,715 Shares, and raised an aggregate of $166,290 through the sale of Special Warrants. We used the proceeds to pay down some of our debts, (resulting in reduced current liabilities of $138,621 ($278,723 at April 30, 2010)), and toward preliminary costs associated with the Offering. We did not expend any material amounts toward work on the Property.

Nine Months ended January 31, 2012

During this period, we reported a net loss of $21,505. This loss was due primarily to professional fees of $16,014. Professional fees remained relatively high as we continued with the preparation and filing of a prospectus, as part of our overall plan to obtain a listing on the Exchange. We did not expend any material amounts toward work on the Property. Our rent expense for the nine months ended January 31, 2012 ($2,204) decreased significantly from the nine month period ended January 31, 2011 ($29,817) as a result of the subleasing of our office premises to a third party commencing October 2010.

Three Months ended January 31, 2012

Our expenses for the three months ended January 31, 2012 did not vary materially from the three month period ended January 31, 2011 except for: (i) professional fees decreased ($1,514 at January 31, 2012; and $11,120 at January 31, 2011) as lower audit and legal fees were billed during the quarter, reflecting changes in the amount of work undertaken toward the Company's objective of seeking a public listing of its Shares; and (ii) rent expense decreased from $3,262 in the three months ended January 31, 2011 to $522 for the three months ended January 31, 2012, due to the Company having sublet its office premises. No material amounts were expended toward work on the Property during the three months ended January 31, 2012.

Liquidity and Capital Resources

We are currently in the exploration stage and have generated no cash flow from operations. Our principal source of funds since incorporation has been from the sale of our Common Shares with our last financing round being through the distribution of Special Warrants. From the date of our incorporation on March 28, 2007 to January 31, 2012, we have raised an aggregate of $2,362,745 in cash through the sale of our securities. We have also issued $10,000 of Shares as finder's fees and $90,272 of Shares through the settlement of debt. See "Prior Sales" below.

We anticipate we will have funds available to us of at least $168,351 and up to $258,351 upon closing of the Offering. To satisfy the Exchange's minimum listing requirements, we must have (i) adequate working capital for at least 12 months of general and administrative expenses (estimated at $3,167 per month, for an annual total of $37,400), (ii) sufficient funds to undertake our work program on the Property ($53,170), and (iii) adequate funds to satisfy our obligations under the Property Purchase Agreement for the first 12 months ($36,000). Upon closing of the Offering, we will have net available funds which will be sufficient for all of our minimum needs in the first 12 months following listing on the Exchange.

Thereafter, we may require additional funds to support our working capital requirements or for other purposes and may seek to raise additional funds through public or private equity funding, bank debt financing or other sources. There can be no assurances that this capital will be available in amounts or on terms acceptable to us, or at all.

Other than our obligations under the Property Purchase Agreement, we do not have any contractual commitments for the payment of funds, except that we subject to a five year office lease (ending March 2013) for our 2,106 square foot former offices at Suite 1210 – 675 West Hastings Street, Vancouver, BC. Effective October 2010, we entered into a sub-lease agreement for the remainder of the term which will effectively assume the lease payments. We also entered into a management agreement with Mr. Timcke (our President and CEO) where he will be paid $18,000 a year for three years commencing on the Closing Day.

Working Capital

As of March 31, 2012 we had a working capital deficit of $146,649 ($142,872 as of January 31, 2012 and $129,889 as of April 30, 2011). We estimate that upon Closing of the Offering we will have available capital of at least $168,351 (assuming the Minimum Offering is realized) and up to $258,351 (assuming the Maximum Offering is realized). We have agreements in place with three creditors owed an aggregate $58,560 that should we complete an initial public offering, their debts will be paid as follows:

(i) $13,200 payable within the first 12 months following the Closing Date as to 12 equal monthly payments aggregating $1,100 per month; and

(ii) $45,360 payable in the 24 months thereafter, as to 23 equal monthly payments aggregating $1,931.67 per month, and a final payment of $931.67 in the 36th month.

We can accelerate payment of any or all of the above amounts.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Transactions with Related Parties

Since our inception, we have had the following related party transactions:

(a) 5,000,000 Shares were issued upon incorporation to Rick Timcke and Dennis Espadilla (two of our directors) at a total value of $150,000; $50,000 of which was paid in cash, and $100,000 of which was recognized as stock-based compensation;

(b) 200,000 Shares were issued to a relative of Dennis Espadilla (one of our directors) as a finder's fee toward the acquisition of the Property;

(c) We have received loans from Mr. Timcke (our CEO and a director) from time to time. During the nine months ended January 31, 2012, we received non-interest bearing loans for $36,100 and we repaid $20,150 of the loans. At January 31, 2012, the loans payable total was $212,450 (April 30, 2011 - $196,500);

(d) We entered into a debt settlement agreement for the remaining balance of the loan owing to Mr. Timcke where we will begin to settle the loan commencing one year after the Listing Date;

(e) During the nine months ended January 31, 2012, we recorded professional fees of $6,014 (January 31, 2011 - nil) to an accounting firm in which David Cross (our CFO) is a partner. As at January 31, 2012 that firm was owed $12,835 (April 30, 2011 - $4,419) which is included in our accounts payable and accrued liabilities.

The transactions with related parties were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the parties.

Critical Accounting Estimates

Our significant accounting policies are presented in the notes to our financial statements included in this Prospectus. Note 2 of our annual audited financial statements provides that the preparation of financial statements in accordance with generally accepted accounting principles requires management to make certain estimates and assumptions. Such estimates may have a significant impact on the financial statements. We regularly review these estimates; however, actual amounts could differ from the estimates used and accordingly affect the results of operations.

These estimates include:

- The carrying values of mineral properties
- The valuation of future income taxes and allowances
- The valuation of financial instruments
- The valuation of stock-based compensation

Financial Instruments

Our significant accounting policies regarding our financial instruments are set out in the notes to our financial statements included in this Prospectus. Our only financial instruments consist of cash, receivables, accounts payable, and accrued liabilities. We are of the opinion that we are not exposed to significant interest, currency or credit risks arising from these financial instruments.

Contractual Obligations for Next Five Years

We do not have contractual obligations over the next five years, other than:

(i) We have obligations under the Property Purchase Agreement pertaining to the payment of periodic amounts to the Vendor. We are required to pay $127,500 over 30 months commencing on the Closing Day, as to $3,000 per month for the first 12 months and $5,083 per month for 18 months thereafter.

(ii) We have no office or material equipment lease obligations except that we are subject to a five year office lease (ending March 2013) for a 2,106 square foot premises in Vancouver. During October 2010 we entered into a sub-leasing agreement for the remainder of the term which will effectively assume the payments. However we remain principally liable for the rent.

(iii) We entered into a management agreement with Mr. Timcke (our President and CEO) where he will be paid \$18,000 a year for three years commencing on the Closing Day.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurances can be given that any ore reserves will be determined, or that we will be successful in raising the funds necessary to fully develop the Property.

Adoption of New Accounting Standards

International Financial Reporting Standards ("IFRS")

Canadian publicly accountable enterprises are required to adopt IFRS in replacement of Canadian generally accepted accounting principles ("GAAP") for fiscal periods beginning on or after January 1, 2011. This transition became effective for the Company on May 1, 2011, and consequently the Company has prepared and presented its financial statements for the period ended January 31, 2012 under IFRS with restated comparative information for the comparative fiscal year ended April 30, 2011, also under IFRS.

Impact of Adopting IFRS on the Company's Financial Statements:

The adoption of IFRS has resulted in some changes to our accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in our financial statements. However, as reflected in the reconciled statements forming part of Note 12 to our January 31, 2012 financial statements, there have been no significant changes to line items within our financial statements.

First Time adoption (IFRS 1)

IFRS 1 provides guidance on the general approach to be taken when first adopting IFRS. The underlying principle of IFRS 1 is retrospective application of IFRS standards in force at the date we first report using IFRS. IFRS 1 acknowledges that full retrospective application may not be practical or appropriate in all situations and prescribes (i) optional exemptions from specific aspects of certain IFRS standards in the preparation of the Company's opening balance sheet; and (ii) mandatory exceptions to retrospective application of certain IFRS standards.

We did not adopt any optional exemptions in our preparation of an opening IFRS statement of financial position as of May 1, 2011, or for the quarter ended January 31, 2012, except: (i) the application of IFRS 2 provisions pertaining to share-based payments, and (ii) presentation of the following line items (prior descriptions in brackets):

(i) Exploration and evaluation assets ("Mineral property and deferred exploration expenses"); and

(ii) Stock-based payment reserve ("Contributed Surplus").

Impairment (IAS 36, IFRS6)

IFRS requires the use of a one-step impairment test (impairment testing is performed using discounted cash flows) rather than the two-step test under GAAP (using undiscounted cash flow as a trigger to identify potential impairment loss). IFRS requires reversal of impairment losses where previous adverse circumstances have changed; which is prohibited under GAAP. Impairment testing should be performed at the asset level for long-lived assets and intangible assets. Where the recoverable amount cannot be estimated for individual assets, it should be estimated as part of a Cash Generating Unit ("CGU").

Our accounting policies related to impairment tests have been changed to reflect these differences; however this change did not have any immediate impact to the carrying value of our assets.

Share-based payments (IFRS 2)

IFRS requires the forfeiture rate, with respect to share options, to be estimated by us at the grant date instead of recognizing the entire compensation expense and only recording actual forfeitures as they occur.

The changes to our accounting polices related to share-based payments did not result in any significant change to line items within our financial statements.

Mineral property interests, exploration and evaluation costs (IFRS 6)

IFRS requires us to develop an accounting policy to specifically and consistently identify which expenditures on exploration and evaluation activities will be recorded as assets. Unlike IFRS, GAAP indicates that exploration costs may initially be capitalized if we consider that such costs have the characteristics of property, plant and equipment. Under IFRS, exploration and evaluation assets shall be classified as either tangible or intangible according to the nature of the assets acquired.

We expect to continue capitalizing acquisition and exploration costs, and as such the adoption of IFRS is not expected to result in a significant change to the related line items within our financial statements.

Impact on the business

The business processes of the Company are simple and no major challenges were experienced to operate under IFRS. We do not expect that IFRS will have a significant impact on the requirements or business processes should we complete new flow-through financings. We have no compensation arrangements that will be affected by the IFRS implementation. Our Stock Option Plan is not affected by ratios or financial targets. Business processes will be continually monitored to detect and address any previously unidentified IFRS conversion issues.

Financial Instruments and Risk Management

The accounting policies regarding our financial instruments are set out in the notes to our financial statements attached hereto.

Our financial instruments consist of cash, receivables, bank indebtedness, accounts payable and accrued liabilities, and loans payables. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

We are exposed to a variety of potential financial risks by virtue of our activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

We operate in Canada and are not subject to significant currency risk.

b) Credit risk

Credit risk is risk of financial loss to us if the counterparty to a financial statement fails to meet our contractual obligations. Our cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are exposed to limited interest rate risk as we only hold short-term non-interest bearing debt.

d) Liquidity risk

Liquidity risk is the risk that we will not be able to meet our obligations as they come due. Our ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. We manage our liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

e) Price risk

Our ability to explore and develop our mineral properties and our future profitability are directly related to the price of commodities. We monitor these prices to determine the appropriate course of action to be taken.

Disclosure of Outstanding Share Data

We have one class of shares, being Common Shares without par value. As of the date of this Prospectus, 22,934,652 Shares are issued and outstanding. We have no convertible securities outstanding exercisable to acquire Common Shares, except for the following:

- there are 1,187,785 SW Warrants outstanding, each entitling the holder thereof, on exercise, to purchase one Share at a price of $0.15 until November 30, 2012; and
- there are 1,175,000 stock options granted to our directors, officers and consultants to purchase Shares at a price of $0.10 per Share, which will become effective on the Listing Date and will be exercisable for a period of five years thereafter.

See “Options and Other Rights to Purchase Securities” below.

Additional Disclosure for Companies without Significant Revenue

The financial statements included herein provide a detailed breakdown of the general and administrative expenses incurred by us. Our expenses include accounting and audit fees, bank charges, and legal fees. In addition, during the period ended April 30, 2007 we expensed an aggregate $100,000 as stock-based compensation expense pertaining to the issue of 5,000,000 Shares at $0.01 to our directors and officers, which shares in aggregate were determined to have a fair value of $150,000 and for which we received $50,000.

The financial statements included herein also provide a detailed breakdown of the expenses incurred toward acquiring and exploring the Property, which have all been capitalized under “Mineral Properties” in the Company’s financial statements.

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

We have one class of shares, being Common Shares without par value. We are authorized to issue an unlimited number of Common Shares, of which as of the date hereof 22,934,652 Shares are issued and outstanding as fully paid and non-assessable.

Our Common Shares are not subject to any future call or assessment and do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the Common Shares, all of which rank equally as to all benefits which might accrue to the holders of the Common Shares. All holders of Common Shares are entitled to receive a notice of any general meeting to be convened by us. At any general meeting, subject to the restrictions on joint registered owners of Common Shares, every shareholder has one vote for each Common Share of which he is the registered owner. Voting rights may be exercised in person or by proxy.

The holders of Common Shares are entitled to share pro rata in: (i) any dividends if, as and when declared by the Board, and (ii) such assets of the Company as are distributable to them upon liquidation of the Company. The Common Shares issued and outstanding upon completion of the Offering will be fully paid and non-assessable. Rights pertaining to the Shares may only be amended in accordance with applicable corporate law.

Unit Warrants and Agent's Warrants

Each Unit Warrant forming part of the Offering will entitle the holder thereof to purchase one Unit Warrant Share at any time up to the close of business two years from the Closing Date at a price of $0.15 per Share, provided however that in the event the closing price of our Shares on the Exchange is at least $0.30 per share for 20 consecutive trading days, we may, by notice to the Unit Warrant holders reduce the remaining exercise period applicable to the Unit Warrants to not less than 30 calendar days from the date of such notice.

Each Agent's Warrant will entitle the Agent to acquire one Share at $0.15 per share for 24 months following the Listing Date. The Agent's Warrants will not be subject to any acceleration to the exercise term thereof.

The certificates representing the Unit Warrants and Agent's Warrants will, among other things, include provisions for the appropriate adjustment in the class, number and price of Shares issued on exercise of such warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of our Common Shares, the payment of stock dividends and the amalgamation of the Company.

The issue of such warrants will not restrict or prevent us from obtaining any other financing, or from issuing additional securities or rights, during the period within which the warrants may be exercised.

CAPITALIZATION

There has been no material change in our share and loan capital since January 31, 2012, the date of our most recent financial statements contained in this Prospectus. The following table summarizes our capitalization and should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Designation of Security	Amount Authorized	Amount Outstanding at Jan. 31, 2012	Amount Outstanding at March 31, 2012	Amount to be Outstanding if Minimum Offering Sold[1]	Amount to be Outstanding if Maximum Offering Sold[2]
Common Shares	Unlimited	22,934,652	22,934,652	26,434,652	27,434,652
Loans[3]	n/a	$212,450	$212,450	$213,520	$213,520

1. Assuming the Minimum Offering is realized and no Shares are issued upon the exercise of (i) the Unit Warrants; (ii) stock options; (iii) the Agent's Warrants; or (iv) the SW Warrants.
2. Assuming the Maximum Offering is realized and no Shares are issued upon the exercise of (i) the Unit Warrants; (ii) stock options; (iii) the Agent's Warrants; or (iv) the SW Warrants.
3. No amounts are payable toward satisfaction of these debts until one year after the Listing Date.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

We have or will have outstanding on the Listing Date the following options and other rights to purchase Shares:

(i) 1,175,000 stock options pursuant to our Stock Option Plan (see "Stock Options" below);

(ii) a minimum of 3,500,000 Unit Warrants, and a maximum of 4,500,000 Unit Warrants, to be issued as part of the Offering;

(iii) a minimum of 350,000 Agent's Warrants, and a maximum of 450,000 Agent's Warrants, to be issued to the Agent as partial consideration under the Agency Agreement; and

(iv) 1,187,785 SW Warrants.

Stock Option Plan

We have adopted a Stock Option Plan pursuant to which we may grant incentive stock options to our directors, officers, employees and consultants or any affiliate thereof. The Stock Option Plan has been prepared so as to meet Exchange requirements.

The purpose of the Stock Option Plan is to allow us to grant options to directors, officers, employees and consultants so as to: (i) provide additional incentive and compensation, (ii) provide an opportunity to participate in the success of the Company, and (iii) align the interests of such persons with those of our shareholders.

The material terms of the Stock Option Plan are as follows:

1. The maximum number of shares issuable shall not exceed 10% of the number of Shares of the Company issued and outstanding as of each date of grant, inclusive of all Shares currently reserved for issuance pursuant to previously granted stock options.
2. The term of any options will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
3. The exercise price of any options will be determined by the board of directors, in its sole discretion, but shall not be less than the greater of the closing price of the Company’s Common Shares on (i) the day preceding the day on which the directors grant such options, and (ii) the date of grant.
4. Vesting requirements may be imposed as determined by the directors; and a four month hold period will apply to all Shares issued upon the exercise of an option, commencing from the date of grant.
5. All options will be non-assignable and non-transferable.
6. Options to acquire not more than (i) 5% of the issued Shares may be granted to any one individual in any 12 month period; and (ii) 2% of the issued Shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.
7. If the option holder ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death), as the case may be, then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director or ceases to be employed by the Company, subject to the terms and conditions set out in the Stock Option Plan. If the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be engaged by the Company to provide investor relations activities.
8. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Company’s issued Shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company’s issued Shares.
9. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company’s Common Shares.

Stock Options Granted

We have granted a total of 1,175,000 options to our directors, officers and consultants as outlined in the table below. The options will be exercisable at a price of $0.10 per share, and will become effective and be exercisable for a period of five years commencing on the Listing Date.

Optionee	**No. of Options**
Executive Officers (three, as a group)	625,000
Directors (two, excluding executive officers, as a group)	250,000
Consultants (one)	300,000
Total:	**1,175,000**

Warrants

There are 1,187,785 SW Warrants outstanding, exercisable at $0.15 per Share until November 30, 2012.

Upon closing of the Offering, there will be a minimum of 3,500,000 Unit Warrants and a maximum of 4,500,000 Unit Warrants outstanding, exercisable at $0.15 per Warrant Share for 24 months following the Closing Day, subject to the Warrant Acceleration.

Agent's Warrants

Pursuant to the terms of the Agency Agreement, the Agent will be granted the Agent's Warrants entitling it to purchase such number of our Common Shares as is equal to 10% of the total number of Units sold under the Offering, (being at least 350,000 Agent's Warrants if the Minimum Offering is realized and up to 450,000 Agent's Warrants if the Maximum Offering is realized); exercisable at a price of $0.15 per Share for a period of 24 months from the Listing Date.

PRIOR SALES

Since the date of incorporation, the following Common Shares have been issued:

Date	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration Received
March 28, 2007	5,000,000[1]	$0.01	$50,000	Cash
May 2, 2007	2,300,000[2]	$0.05	$115,000	Cash
May 2, 2007	600,000[4]	$0.05	$30,000	Finder's Fees
July 31, 2007	6,127,334[3]	$0.15	$919,100	Cash
October 1, 2007	3,399,032[3]	$0.15	$509,855	Cash
May 12, 2008	800,000	$0.20	$160,000	Cash
July 16, 2008	300,000	$0.20	$60,000	Cash
August 28, 2008	1,530,000[5]	$0.25	$382,500	Cash
September 11, 2009	(400,000[4])	$0.05	($20,000)	Finder's Fee
July 7, 2010	462,715	$0.10	$46,272	Debt Settlement
October 1, 2010	390,000	$0.10	$39,000	Debt Settlement
November 30, 2010	250,000 [6]	$0.07	$17,500	Cash
December 18, 2010	877,000[6]	$0.07	$61,390	Cash
January 31, 2011	50,000	$0.10	$5,000	Debt Settlement
March 1, 2011	578,571[6]	$0.07	$40,500	Cash
March 12, 2011	670,000[6]	$0.07	$46,900	Cash
Totals	**22,934,652**		**$2,463,017**	

1. All of these Shares are held by Principals and are subject to escrow under the Escrow Agreement. See "Escrowed Securities" below.
2. 1,050,000 of these Shares are held by Principals and are subject to escrow under the Escrow Agreement. See "Escrowed Securities" below.
3. 186,667 of these Shares are held by Principals and are subject to escrow under the Escrow Agreement. See "Escrowed Securities" below.
4. 400,000 of the Shares originally issued as a finder's fee were cancelled in September 2009. These Shares were issued to a sister of a Principal as a finder's fee for the introduction to the Vendor.

5. Issued as units, each unit consisting of one flow-through Share and one-half of one Share purchase warrant (each whole warrant exercisable at $0.40 per Share until August 28, 2010, all of which expired unexercised).
6. Issued on automatic conversion of Special Warrants which were distributed four months prior thereto. Shares and SW Warrants were issued on conversion of the Special Warrants. Each SW Warrant entitles the holder, on exercise, to purchase one Share at a price of $0.15 until November 30, 2012.

FULLY DILUTED SHARE CAPITAL

The following table sets out the number and percentage of our Shares which will be issued on a fully diluted basis after giving effect to the Minimum or Maximum Offering:

Common Shares	Number of Shares Outstanding (Maximum Offering)	%	Number of Shares Outstanding (Minimum Offering)	%
Issued as of date of this Prospectus	22,934,652	63.15%	22,934,652	67.23%
Offering	4,500,000	12.39%	3,500,000	10.26%
Sub-total	***27,434,652***	**75.54%**	***26,434,652***	**77.49%**
Unit Warrants[1]	4,500,000	12.39%	3,500,000	10.26%
Agent's Warants[2]	450,000	1.24%	350,000	1.03%
Stock options[3]	2,743,465	7.55%	2,643,465	7.75%
SW Warrants [4]	1,187,785	3.27%	1,187,785	3.48%
Total Shares Outstanding on a Fully Diluted Basis	**36,315,902**	**100%**	**34,115,902**	**100%**

1. Each Unit Warrant is exercisable at a price of $0.15 per Unit Warrant Share for a period of 24 months from the Listing Date, subject to the Warrant Acceleration provisions.
2. Each Agent's Warrant will entitle the Agent to acquire one Agent's Warrant Share at a price of $0.15 per Share for a period of 24 months from the Listing Date. The Agent's Warrants will not be subject to any acceleration of the exercise term thereof.
3. Maximum number. On the Listing Date, 1,175,000 previously granted Stock Options will become effective, exercisable for five years at a price of $0.10 per Share.
4. Each SW Warrant entitles the holder to acquire one Share at $0.15 per Share until November 30, 2012.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESTRICTIONS ON TRANSFER

Escrowed Securities

National Policy 46 – 201 *Escrow for Initial Public Offerings* ("NP 46-201") sets out a national escrow regime applicable to initial public distributions. Pursuant to that policy, the Common Shares held by the Principals must be placed in escrow with the Escrow Agent, to be released therefrom over a period of three years.

The following table sets forth details of our securities to be held in escrow following the completion of the Offering**:**

Designation of Class	Number of Securities Held in Escrow[1, 3]	Percentage Of Class[2]
Common Shares	6,236,667	22.73%

1. Escrow Shares are held in escrow pursuant to the Escrow Agreement. The Principals subject to escrow are set forth in the table below.

2. Based on there being 27,434,652 Shares outstanding (assumes the Maximum Offering is realized), and none of the Principals participate in the Offering.
3. Pursuant to the Escrow Agreement the Escrowed Shares will be released from escrow as to 10% upon the Listing Date, with the balance in six equal releases at six month intervals over the 36 months following the Listing Date. The Escrow Agent is Olympia Trust Company. See disclosure below for details of the dates and conditions of release of the Shares held in escrow.

The following is a list of the Principals who own Shares subject to the Escrow Agreement:

Name and Municipality of Residence	No. of Escrow Shares
Albert R. Timcke, *Courtenay, BC*	2,936,000
Dennis I. Espadilla, *Vancouver, BC*	2,834,000
James S. Kermeen, *Port Alberni, BC*	200,000
Jason E. Leikam, *Vancouver, BC*	266,667
Total:	**6,236,667**

Pursuant to the Escrow Agreement, the Principals deposited in escrow the Escrowed Securities to be held by the Escrow Agent. Ten percent of the Escrowed Securities are to be released on the Listing Date, and 15% of the Escrowed Shares are to be released every six months thereafter.

We are an "emerging issuer" as defined in NP 46-201. If we achieve "established issuer" status during the term of the Escrow Agreement, any Escrowed Securities remaining in escrow will be subject to an accelerated release as if an 18 month release schedule had originally been in effect since the Listing Date (being 25% on such date, and 25% every six months thereafter).

Pursuant to the terms of the Escrow Agreement, the Escrowed Shares may not be transferred or otherwise dealt with during the term of the Escrow Agreement except for:

(a) transfers to continuing or incoming directors and senior officers of the Company;

(b) transfers to an RRSP or similar trust plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;

(c) transfers upon bankruptcy to a trustee in bankruptcy; and

(d) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow.

PRINCIPAL SHAREHOLDERS

To the knowledge of our directors and officers, the only persons who beneficially own, as of the date hereof, directly or indirectly, or exercises control or direction over, more than 10% of our Shares are:

Name	No. of Shares Held	Percentage of Current Outstanding Shares[1]	Percentage Following Distribution[2]	Percentage of Fully Diluted Share Capital[3]
Albert R. Timcke	2,936,000	12.80%	10.70%	11.62%
Dennis I. Espadilla	2,834,000	12.36%	10.33%	10.62%

1. Based on there being 22,934,652 Shares outstanding prior to the Offering.
2. Based on there being 27,434,652 Shares outstanding (assumes the Maximum Offering is realized), and none of the above persons participate in the Offering.

3. Based on there being 27,859,652 Shares outstanding (assumes the Maximum Offering is realized); and each of Messrs Timcke and Espadilla having exercised their stock options (of 300,000 options and 125,000 options respectively).

DIRECTORS AND EXECUTIVE OFFICERS

Name, Address, Occupation and Security Holding

The name, province or state and country of residence, position with and principal business or occupation in which each of our directors and executive officers have been engaged during the immediately preceding five years, is as follows:

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Date Elected or Appointed
ALBERT (RICK) TIMCKE Courtenay, BC, Canada *CEO, President and Director*	CEO and President of the Company since March 28, 2007. President, CEO of Tajiri Resources Corp. ("Tajiri") since Apr. 26/11 and a director of Tajiri since May 12/11. Director of Arrowhead Gold Corp. since Jan. 27/09. Businessman/Consultant since July 2007; Investor Relations for Playfair Mining Ltd. from November 2005 to July 2007.	March 28, 2007
DENNIS I. ESPADILLA Vancouver, BC, Canada *Vice-President, Secretary and Director*	Secretary of the Company since March 28, 2007 and Vice-President since November 14, 2007. Front Office Manager for Days Inn Vancouver from October 1996 to June 2008. Chief Operating Officer of MRD Management and Development Corp. since April 2006 (a private hotel services company).	March 28, 2007
JAMES S. KERMEEN Port Alberni, BC, Canada *Director*	Professional Engineer. Consulting Geological Engineer through J.S. Kermeen since September 1986.	February 29, 2008
JASON E. LEIKAM Vancouver, BC, Canada *Director*	Corporate Development for Silvermex Resources Ltd. since February 2007; Consultant for Skyline IR from May 2005 to January 2007; President of Defero Communications from October 2001 to April 2005. Director of Railhead Resources Ltd. since May 2010.	March 26, 2008
DAVID A. CROSS Vancouver, BC, Canada *CFO, Director*	CFO of the Company. Certified General Accountant and partner with Cross Davis LLP, Certified General Accountants, since July 2010. Previously (from 2005) a manager with Davidson & Company, Chartered Accountants.	November 24, 2010

The term of office for our directors and officers and members of our committees expires at each annual general meeting. The board of directors after each such meeting appoints our officers and committees for the ensuing year. We currently have only one board committee, being its audit committee, which presently consists of Rick Timcke, Jason Leikam and James Kermeen.

As of the date hereof, our directors and executive officers as a group beneficially own, directly or indirectly, or exercise control or direction over 6,236,667 Common Shares representing 31.73% of the issued and outstanding Common Shares prior to the Offering, and 22.74% of the issued and outstanding Common Shares upon completion of the Maximum Offering (assuming no Unit Warrants, stock options or Agent's Warrants are exercised).

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of our directors, officers or promoters or a shareholder holding a sufficient number of our securities to affect materially the control of the Company are, or have been within 10 years before the date of the Prospectus, a director or executive officer of another company which, during such individual's tenure:

(a) was the subject of a cease trade or similar order or an order that denied that company access to any statutory exemptions for a period exceeding 30 consecutive days;

(b) was subject to an event that resulted, after the director of executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied that issuer access to any statutory exemptions for a period exceeding 30 consecutive days; or

(c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that issuer.

None of our directors, officers or promoters or a shareholder holding a sufficient number of our securities to affect materially the control of the Company are, or have been within 10 years before the date of the Prospectus, directors, officers or promoters of other companies which were declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with any creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

None of our directors or executive officers or a shareholder holding a sufficient number of our securities to affect materially the control of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Our directors are required to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. However, our directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which we may participate, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such conflicts of interest arise at a meeting of our directors, such conflicts of interest must be declared and the declaring parties must abstain from voting for or against the approval of such participation. The remaining directors will determine whether or not we will participate in any such project or opportunity.

To the best of our knowledge, there are no known existing or potential conflicts of interest among the Company or our directors and officers as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies which are engaged in the business of acquiring, developing and exploiting natural resource properties and therefore it is possible that a conflict may arise between their duties as a director or officer of such other companies.

Our directors and officers are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and we will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers in accordance with the *Business Corporations Act* (British

Columbia) will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Management of Junior Issuers

The following provides additional information regarding our directors and executive officers:

ALBERT (RICK) TIMCKE, *CEO, President and Director*

Mr. Timcke, age 47, has been CEO, President and a director of the Company since March 28, 2007.

Mr. Timcke holds a Business Administration Diploma from the British Columbia Institute of Technology (1984). Mr. Timcke is currently President and CEO (since Apr. 26/11) and a director of Tajiri (since May 12/11). He is also currently a director of Arrowhead Gold Corp. (formerly Otish Energy Inc.) (since Jan. 27/09). Since July 2007 he has been providing consulting services and acting as President and CEO of the Company. Prior to that, he provided investor relations services to Playfair Mining Ltd. (TSX Venture Exchange: PLY) a junior mineral exploration company from November 2005 to July 2007. He provided general business consulting services from January 2003 to November 2004. He worked in the oil patch industry as a senior floorhand with Ensign Drilling Inc. for four months from November 2005 to March 2005; returning to business consulting from March 2005 to November 2005.

As our CEO and President, Mr. Timcke will oversee senior management and all facets of our operations. He will also be involved in selling and promoting our projects to the investment community and negotiating all forms of financing with investment dealers and the public.

Mr. Timcke is an employee of the Company and has entered into a management agreement in his capacity as CEO, containing confidentiality provisions. In his capacity as CEO, President and Director, he will devote approximately 70% of his time to our business and affairs.

DAVID ALLEN CROSS, *CFO, Director*

Mr. Cross, age 35, has been our CFO since November 24, 2010.

Mr. Cross is a Certified General Accountant. He is currently a partner in the firm of Cross Davis & Company LLP, Certified General Accountants, which focuses on accounting and management for publicly listed entities. Mr. Cross focuses primarily on preparing quarterly financial statements for junior mining companies. For the five years prior thereto, he was a Manager at Davidson & Company LLP, Chartered Accountants, of Vancouver, BC, where he prepared quarterly financial statements for junior mining companies. Prior to that, he spent six years with Canadian Communication Products Inc. as its Assistant Controller. He is currently the chief financial officer of six other companies listed on the TSX Venture Exchange.

Mr. Cross is not an employee of the Company, and in his capacity as CFO acts as an independent contractor. We do not have any written engagement agreement with Mr. Cross, and he has not entered into any non-competition or confidentiality agreement with us. In his capacity as CFO and Director, he will devote approximately 15% of his time to our business and affairs.

DENNIS INES ESPADILLA, *Secretary, Vice-President and Director*

Mr. Espadilla, age 46, has been the Secretary and a director of the Company since March 28, 2007 and our Vice-President Corporate Development since November 14, 2007.

Mr. Espadilla holds a Bachelors of Arts Degree in Hotel and Marketing Management from De La Salle University, Philippines (1986). Mr. Espadilla has twenty years of successful experience in management, sales and marketing in the hotel industry. He was the front office manager for a Vancouver hotel from October 1996 to June 2008. He currently is Chief Operating Officer of MRD Management and Development Corp., a private hotel service management company. Mr. Espadilla is also the President and CEO of Polar Metals Inc. a private international trading company involved in commodity trading of oil and gas, coal, iron ore, manganese and chromites.

Mr. Espadilla is not an employee of the Company and has not entered into any non-competition or confidentiality agreement with us. In his capacity as Secretary and Vice-President, he will be responsible for assisting the President in general operations of the Company, toward which he will devote approximately 20% of his time.

JAMES SEATON KERMEEN, *Director*

Mr. Kermeen, age 81, is an independent director of the Company. Mr. Kermeen holds a Master of Science (Geology) degree (1955) and a Bachelor of Science (Geological Engineering) (1951) both from the University of Saskatchewan and is a member in good standing of the Associations of Professional Engineers and Geoscientists of both British Columbia and Saskatchewan. His more than 40 years' experience in the mining industry includes 17 years exploring for and mining uranium in Saskatchewan, mine management and mine feasibility studies on several copper-gold deposits in British Columbia, many years of exploration for base and precious metals in Canada, Southeast Asia, South Korea and South America and 15 years managing mineral exploration companies listed on the Exchange.

During the past five years, Mr. Kermeen is or has been a director and/or officer of a number of public companies, including GLR Resources Inc. (now Mistango River Resources Inc. (CNSX: MIS)), Uranium City Resources Inc. (now Strategic Resources Inc. (TSXV: UVR)), GTO Resources Inc. (now Ram Power Corp. (TSX: RPG)), Open Gold Corp. (TSXV: OPG), and RJK Explorations Ltd. (TSXV: RJX).

Mr. Kermeen is not an employee of the Company and has not entered into any non-competition or confidentiality agreement with us. In his capacity as director, he will devote approximately 5% of his time to our business and affairs.

JASON EDWARD LEIKAM, *Director*

Mr. Leikam, age 40, is a director of the Company. For the past 13 years, he has focused primarily on marketing and investor relations services within the public junior resource sector. From July 1995 to January 2001 he provided investor relations services to junior public companies as a self-employed consultant. From February 2001 through December 2003, he was employed by Defero Communications to provide corporate communication or investor relations services to public and start-up companies. Since January 2004 Jason has again worked as a self-employed consultant providing investor relations services to junior public companies. Since early 2007, he has taken an active role in marketing and corporate development at Silvermex Resources Ltd. (TSX Venture Exchange: SMR). Mr. Leikam is also a director of Railhead Resources Ltd., a private British Columbia mineral exploration company.

Mr. Leikam is not an employee of the Company and has not entered into any non-competition or confidentiality agreement with us. In his capacity as director, he will devote approximately 5% of his time to our business and affairs.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable is currently determined by the Board. The Company's executive compensation program is not presently based on comparisons with similar junior mineral exploration companies, but on what the Company can reasonably afford. The Board will monitor its compensation to its executive officers from time to time, and may increase or decrease the same as circumstances warrant.

Option Based Awards

Stock options will be granted pursuant to the Company's Stock Option Plan to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

Named Executive Officer's Compensation

In accordance with applicable securities legislation, we have two Named Executive Officers ("NEOs"); being Albert (Rick) Timcke, as CEO and President, and David A. Cross, as CFO. The following table sets forth a summary of the compensation paid to the NEOs in the past three fiscal years. Gordon Sing was our CFO from May 26, 2008 to January 20, 2010; Shiraz Hussein was our CFO from March 4, 2010 to November 24, 2010; and David A. Cross was appointed our CFO on November 24, 2010.

Name and Principal Position	Fiscal Year Ended[1]	Salary[2] ($)	Share Based Awards ($)	Option Based Awards[3] ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long Term Incentive Plans			
Albert (Rick) Timcke CEO, President	04/30/11 04/30/10 04/30/09	nil nil nil	nil nil nil	nil nil nil	nil nil nil	nil nil nil	nil nil nil	nil nil nil	nil nil nil
Gordon Sing[1] CFO, Secretary	04/30/11 04/30/10 04/30/09	n/a nil nil	n/a nil nil	n/a nil nil	n/a nil nil	n/a nil nil	n/a nil nil	n/a nil nil	n/a nil nil
Shiraz Hussein[1] *CFO*	04/30/11 04/30/10 04/30/09	nil nil n/a	nil nil n/a	nil nil n/a	nil nil n/a	nil nil n/a	nil nil n/a	nil nil n/a	nil nil n/a
David A. Cross[1] *CFO*	04/30/11 04/30/10 04/30/00	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a

1. Gordon Sing resigned as CFO and Secretary on January 20, 2010. Shiraz Hussein resigned as CFO on November 24, 2010. David A. Cross was appointed as CFO on November 24, 2010.
2. Rick Timcke will receive $1,500 per month commencing on the Listing Date; and David Cross will be compensated for his services as CFO based on an hourly consulting fee basis.
3. On the Listing Date 300,000 stock options previously granted to Rick Timcke and 200,000 stock options previously granted to David Cross, will become effective, exercisable at $0.10 per share for a period of five years from the Listing Date.

We do not have a "compensation committee" or any other board committee performing a similar function. We have no compensation plans, except to grant incentive stock options from time to time as considered warranted, and to reimburse expenses incurred by officers, employees or consultants on our behalf or in carrying out our business.

Stock Option Plan

We have granted incentive stock options to each of our directors and officers which will become effective on the Listing Date, exercisable at a price of $0.10 per share for five years from the Listing Date. See "Options and Other Rights to Purchase Securities of the Company" above for a description of our Stock Option Plan.

Pension Plan Benefits

We do not have any pension plans or provide any retirement benefits for our directors or officers; nor do we have any long term incentive plan ("LTIP") or stock appreciation rights plan ("SAR").

Employment and Consulting Agreements

We entered into a management agreement with Mr. Timcke (our President and CEO) where he will be paid $18,000 a year for three years commencing on the Closing Day. If the agreement is terminated for any reason other than for cause, he will be entitled to one year's salary as severance. The amount payable to Mr. Timcke is subject to annual review by the Board, and as such may change in the future.

Compensation of Directors and Termination and Change of Control Payments

Directors will not receive any fees or other compensation for their acting as directors, except that directors will be entitled to incentive stock options in such individual amounts as the Board may determine from time to time, and reimbursement for out-of-pocket expenses incurred on our behalf or in providing services as a director for the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company, or any associate or affiliate of such person, is or ever has been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE

Pursuant to Exchange Policies, National Instrument 52-110 *Audit Committees* ("NI 52-110"), and the provisions of section 224 of the *Business Corporations Act* of British Columbia, we are required to have an Audit Committee comprised of at least three directors, the majority of whom must be independent.

We must also, pursuant to the provisions of NI 52-110, have a written charter which sets out the duties and responsibilities of our audit committee. In providing the following disclosure, we are relying on the exemption provided under Part 6 of NI 52-110, which allows for the short form disclosure of the audit committee procedures applicable to venture issuers.

Audit Committee Charter

Mandate

The primary function of the audit committee (the "Committee") is to assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities by reviewing (i) the financial reports and other financial information provided by us to regulatory authorities and shareholders, (ii) our systems of internal controls regarding finance and accounting, and (iii) our auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, our policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor our financial reporting and internal control systems and review our financial statements;
- review and appraise the performance of our external auditors; and
- provide an open avenue of communication among our auditors, financial and senior management and the Board.

Composition

The Committee shall be comprised of three directors as determined by the Board, the majority of whom should be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee should have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by our financial statements. The members of the Committee shall be elected each year by the Board at its first meeting following the annual shareholders' meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

(a) Review and update the Audit Committee Charter annually.

(b) Review the Company's financial statements, MD&A and any annual and interim press releases regarding the same before we publicly disclose this information, and any reports or other financial information (including quarterly financial statements) which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

(c) Confirm that adequate procedures are in place for the review of our public disclosure of financial information extracted or derived from our financial statements.

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of our shareholders.

(b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and us, consistent with the Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board take appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of our accounting principles, internal controls and the completeness and accuracy of our financial statements.

(g) Review and approve our hiring policies regarding partners, employees and former partners and employees of our present and former external auditors.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by our external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

   (i) the aggregate amount of all such non-audit services provided to us constitutes not more than five percent of the total amount of fees paid by us to our external auditors during the fiscal year in which the non-audit services are provided;

   (ii) such services were not recognized by us at the time of the engagement to be non-audit services; and

(iii) such services are promptly brought to the attention of the Committee by us and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of our financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of our accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to our auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review the auditor's certification process.

(j) Review any related-party transactions.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Composition of the Audit Committee

The following are the members of the Committee:

Albert R. Timcke	Not Independent[1]	Financially literate[1]
Jason E. Leikam	Not Independent[1,2]	Financially literate[1]
James S. Kermeen	Independent[1]	Financially literate[1]

1. As defined by NI 52-110.
2. Jason Leikam is considered not independent only by virtue of him having previously been a vice-president of the Company from March 4, 2010 to April 19, 2011.

Relevant Education and Experience

All Committee members have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements. Mr. Timcke's Business Administration Diploma provided him with the foundations of financial accounting, business and economics; and his business consulting activities and involvement with public companies over the years has provided him with the practical experience of working with bookkeepers, accouintants and auditors, and the preparation and interpretation of financial statements. Each of James Kermeen and Jason Leikam have years of practical experience in working with public companies, being board members and audit committee members. See also *"Directors and Officers – Management of Junior Issuers"* above for each member's general business experience and education.

Audit Committee Oversight

At no time since the commencement of our most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year have we relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditor Service Fees (By Category)

The aggregate fees billed by our external auditors for audit and other fees for the past three fiscal years ended April 30 are as follows:

Year	Audit Fees	Audit Related Fees[1]	Tax Fees[2]	All Other Fees[3]
April 30, 2009	$19,800	$nil	$nil	$nil
April 30, 2010	$27,500	$nil	$nil	$nil
April 30, 2011	$18,000	$nil	$nil	$19,500

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with our day-to-day management. National Instrument 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines to be used by issuers in developing their own corporate governance practices. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") we are required to disclose our corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently composed of five directors, Messrs. Albert (Rick) Timcke, Dennis Espadilla, James Kermeen, Jason Leikam, and David Cross.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to our best interests, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. James Kermeen is considered to be “independent” within the meaning of NI 58-101. Albert Timcke (CEO, President and a significant shareholder), Dennis Espadilla (Executive Vice-President, Corporate Secretary, and a significant shareholder), Jason Leikam (former vice-president) and David Cross (CFO) are considered to be “non-independent”.

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Directorships

The following directors of the Company also serve as directors of other reporting issuers:

Director	Other Reporting Issuer	Name of Exchange or Market (if applicable)
Albert (Rick) Timcke	Arrowhead Gold Corp. Tajiri Resources Ltd.	TSX Venture TSX Venture
James Kermeen	Nomad Ventures Inc. Open Gold Corp. RJK Explorations Ltd.	TSX Venture TSX Venture TSX Venture

Orientation and Continuing Education

Each new director is given an outline of the nature of our business, our corporate strategy, and current issues within the Company. New directors are encouraged to review our disclosure records as filed on SEDAR; and are also required to meet with our management to discuss and better understand our business, and are given the opportunity to meet with our counsel to discuss their legal obligations as our directors.

In addition, our management takes steps to ensure that our directors and officers are continually updated as to the latest corporate and securities policies which may affect our directors, officers and committee members as a whole. We continually review the latest securities rules and policies and are on the mailing list of the Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of our directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board intends to adopt a written Code of Ethical Conduct (the “Code”) for its directors, officers and employees. As one measure to ensure compliance with the Code, the Board will also establish a Whistleblower Policy which details complaint procedure for financial concerns. The full text of these standards will be available for review under our profile on SEDAR at www.sedar.com and may be obtained free of charge upon request to us by mail to Suite 1210 – 675 West Hastings Street, Vancouver, British Columbia V6B 1N2 (Telephone: (604) 602-7166).

In addition, as some of our directors also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

Our management is continually in contact with individuals involved in the mineral exploration industry and with public sector resource issuers. From these sources management has made numerous contacts and in the event that we require any new directors, such individuals would be brought to the attention of the Board. We conduct due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to us, the ability to devote the time required and a willingness to serve.

Compensation

The Board is responsible for monitoring and reviewing the salary and benefits of its executive officers, and our general compensation structure, policies and programs in consideration of industry standards and our financial situation, and has not formed a compensation committee to assume such responsibilities (although it may do so in the future should the Board become larger). The Board is also responsible for determining the compensation of those directors who currently are not compensated in their capacity as directors, and for the administration of stock options.

Other Board Committees

At present, we do not have any committees other than an Audit Committee. See "Audit Committee" above. We have no present intention of creating any other committees, but may do so in the future should our Board become larger.

Assessments

Neither we nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

PLAN OF DISTRIBUTION

We have applied to list our issued and outstanding Common Shares, the Shares forming part of the Units distributed under this Prospectus, and all other Shares which may be issued upon conversion of outstanding options and warrants upon the Listing Date, on the Exchange. Listing will be subject to our fulfilling all listing requirements of the Exchange. The Offering will be made in accordance with the rules and policies of the Exchange. In accordance with the Agency Agreement, subscription funds will be held by the Agent until the closing of the Offering.

Pursuant to the Agency Agreement we have appointed the Agent to act on our behalf to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis, for gross proceeds of a minimum of $350,000 and a maximum of $450,000. The Agent may enter into selling arrangements with other investment dealers at no additional cost to us. The Agent will be paid the Agent's Commission, in cash, and issued the Agent's Warrants. The Agent's Warrants are qualified for distribution pursuant to this Prospectus in the Selling Provinces. The Agent will also receive a Corporate Finance Fee of $18,000, of which $9,000 plus HST has been paid, with the balance payable upon closing of the Offering. We will also reimburse the Agent for their legal fees and expenses (of which a retainer of $17,254 has been paid by us to the Agent).

The Agent and its principals and employees hold 245,000 Shares of the Company as of the date of this Prospectus (representing 1.07% of our current outstanding Shares).

The Agent has agreed to assist with the Offering on a commercially reasonable efforts agency basis, and is not obligated to purchase any of the Units for its own accounts. The Offering must be completed within 90 days of the Effective Date, otherwise the distribution will cease, unless an amendment is filed and receipted, and all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

The Agency Agreement provides that the obligations of the Agent hereunder may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated upon the occurrence of certain stated events.

Subscriptions will be received for the Units offered hereby subject to rejection or acceptance by us in whole or in part, and the Agent reserves the right to close the subscription books at any time provided the Agent has received subscriptions in aggregate equal to or greater than the Minimum Offering. Upon rejection of a subscription, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction.

The Offering is subject to a Minimum Offering of $350,000. All subscription funds will be held in trust by the Agent until the Minimum Offering is realized, and the Offering is closed. If the Minimum Offering is not completed within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement. See "Plan of Distribution – Agency Agreement" above.

Our directors, officers and other insiders may purchase Units from the Offering.

The price of the Units under this Prospectus was determined by negotiation between us and the Agent and bears no relationship to earnings, book value or other valuation criteria.

The Exchange has conditionally accepted the listing of the Shares and Unit Warrant Shares on the Exchange. Listing is subject to the Company fulfilling the listing requirements of and satisfying all conditions imposed by, the Exchange.

As at the date of this Prospectus, we do not have any of our securities listed or quoted, have not applied to list or quote any of our securities, and do not intend to apply to list or quote any of our securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

RISK FACTORS

An investment in the securities offered hereunder should be considered highly speculative due to the nature of our business and the present stage of development. An investment in the securities should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with our operations.

No Established Market

There is currently no market through which our securities may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the price of the Shares offered under this Prospectus, which was determined through negotiations between the Company and the Agent, will reflect the market price of the Common Shares once a market has developed.

Property Interests

All of the claims which comprise the Property were staked in accordance with the applicable mining laws of the Northwest Territories. Title to the claims is maintained through the performance of annual representation filings and payment of required fees. Certain of the claims forming the Property are subject to native land claims or interests, and there is no guarantee the respective native bands or persons will grant or continue to grant us the necessary permits to explore, development or undertake mining on the Property on terms satisfactory to us, or at all.

High Risk, Speculative Nature of Investment

An investment in the Shares carries a high degree of risk and should be considered speculative by purchasers.

No History of Operations or Earnings

We have a limited history of operations, and no history of earnings, cash flow or profitability. Our present business is at the exploration stage only. We have no source of operating cash flow and no assurance that additional funding will be available for further exploration and development of the Property when required. No assurance can be given that we will ever attain positive cash flow or profitability.

Liquidity Concerns and Future Financing Requirements

After completion of the Offering, we may require additional financing in order to fund our further exploration programs on the Property. Our ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to arrange additional financing on terms satisfactory to us. If additional financing is raised by the issuance of Shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may not be able to pay the purchase price for the Property, take advantage of other opportunities, or otherwise remain in business.

Substantial Capital Expenditures Required

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond our control. In addition, because of these risks, there is no certainty that the expenditures to be made by us on the exploration of our Property as described herein will result in the discovery of commercial quantities of ore.

Additional Funding Requirements

We have no source of operating revenue. The further exploration and development of the Property, and any other mineral properties in which we may hold an interest will require additional equity or debt financing. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in our mineral properties. Events in the equity market may impact our ability to raise additional capital in the future.

Future Acquisitions

As part of our business strategy, we may seek to grow by acquiring companies, assets or establishing joint ventures that we believe will complement our current or future business. We may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for our business. We cannot guarantee that we can complete any acquisition we pursue on favourable terms, or that any acquisitions completed will ultimately benefit our business.

Exploration and Development

The Property is in the exploration stage and is without a known body of commercial ore. Mineral exploration and development involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to mitigate. The vast majority of properties which are explored are not ultimately developed into producing mines. There is no assurance that our mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors. If our exploration activities on the Property are not commercially successful, we will abandon our interests in the Property and write-off our investment therein.

To the best of our knowledge, government permits will be required to carry out our proposed exploration programs. These programs will require application to the Ministry of Energy and Mines for permits and we may be required to post security equivalent to the estimated costs of any reclamation work which will be required after completion of the proposed exploration work.

There is no guarantee that we will be able to obtain the permits required to carry out the proposed work programs. However, we are not aware of any problems encountered by other junior mining companies in obtaining the permits required to carry out similar programs in nearby areas.

To the best of our knowledge approval from local First Nations communities will also be required to carry out the proposed exploration programs. There is no guarantee that we will be able to obtain approval from local First Nations.

To the best of our knowledge, none of the claims which comprise the Property have surface rights. In the event that a significant mineralized zone is identified detailed environmental impact studies will need to be completed prior to initiation of any advanced exploration or mining activities. There is no guarantee that areas for potential mine waste disposal, heap leach pads, or areas for processing plants will be available within the Property.

Supplies, Infrastructure, Weather and Inflation

Our property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. Power may need to be generated on site. Due to the remoteness of its exploration projects, we are forced to rely heavily on air transport for the supply of goods and services. Air transport in northern Canada is very susceptible to disruptions due to adverse weather conditions, resulting in unavoidable delays in planned programs and/or cost overruns. Bad weather can also disrupt exploration activities resulting in delays and added costs. The exploration season in northern Canada is relatively short, running from June to the end of September only. Recent increases in mineral exploration investment and activity in Canada has resulted in a shortage of experienced technical staff, and heavy demand for drillers, geophysical surveying crews and other goods and services needed by the exploration community. In addition, increased demand has resulted in increased costs for these goods and services that are meaningful, which not only increase the costs of planned exploration but also must be factored into economic models used in projections of viability of any future mining operations. Exploration companies can also expect to experience difficulty in scheduling drilling contracts, airborne geophysical surveys and other services that are key components of early stage exploration programs.

Reliability of Historical Information

We have relied, and the Technical Report is based, in part, upon historical data compiled by previous parties involved with the Property. To the extent that any of such historical data is inaccurate or incomplete, our exploration plans may be adversely affected.

Operating Hazards and Risks

Mineral exploration and development involves risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which we have a direct or indirect interest will be subject to hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to or destruction of property, loss of life and environmental damage. We do not currently carry any liability insurance for such risks, electing instead to ensure our contractors have adequate insurance coverage. The nature of these risks is such that liabilities might exceed any insurance policy limits, the liabilities and hazards might not be insurable or we might not elect to insure the Company against such liabilities due to high premium costs or other factors. Such liabilities may have a materially adverse effect upon our financial condition.

Fluctuating Mineral Prices

The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for the sale of the same. There can be no assurance that mineral prices will be such that our properties can be mined at a profit. Factors beyond our control may affect the marketability of any minerals discovered. The price of gold has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond our control.

Competition

The mining industry is intensely and increasingly competitive, and we compete for exploration and exploitation properties with many companies possessing greater financial resources and technical facilities than ourselves. Competition in the mining business could adversely affect our ability to acquire suitable producing properties or prospects for mineral exploration in the future.

Title Matters

While we have reviewed and are satisfied with the title to the claims comprising the Property, and, to the best of our knowledge, such title is in good standing, there is no guarantee that titles to such claims will not be challenged or impugned. The Property may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Environmental Risks and Other Regulatory Requirements

Our current or future operations, including exploration or development activities and commencement of production on our properties require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which we may require for the construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which we might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material impact on us and cause increases in capital expenditures or compliance or production costs, or reduction in levels of production at producing properties, or require abandonment or delays in the development of new mining properties.

Industry Regulation

We currently operate our business in a regulated industry. There can be no assurances that we may not be negatively affected by changes in the Canadian federal, provincial, territorial or other legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority.

Uninsured or Uninsurable Risks

We may become subject to liability for mineral exploration or mining related risks such as cave-ins, pollution or other hazards against which we cannot insure or against which we may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce the funds available for exploration and mining activities. Payments of liabilities for which we do not carry insurance may have a material adverse effect on our financial position.

Volatility of Share Price

As it is anticipated that our Shares will be listed on the Exchange, factors such as announcements of quarterly variations in operating results, exploration results, as well as market conditions in the mining industry may have a significant impact on the market price of the Common Shares. Global stock markets and the Exchange in particular have, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operations of particular companies. Share prices for many companies in the mineral exploration and mining industries have experienced wide fluctuations that have been often unrelated to the operations of the companies themselves. In addition, there can be no assurance that an active trading or liquid market will develop or be sustained for the Common Shares.

Uncertainty of Use of Proceeds

Although we have set out our intended use of proceeds from this Offering, the same are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds.

Conflicts of Interest

Certain of our directors and officers are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers may conflict with our interests. Directors and officers of the Company with conflicts of interest will be subject to and follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dependence on, and Protection of, Key Personnel

We are dependent upon the continued support and involvement of our directors and officers to develop our business and operations. If we were to lose their services, our ability to implement our business plans could be severely curtailed or delayed.

Prospect of Dividends

We do not anticipate that any dividends will be paid on our Common Shares in the foreseeable future.

AS A RESULT OF THESE RISK FACTORS, THE OFFERING IS SUITABLE ONLY FOR THOSE PURCHASERS WHO ARE WILLING TO RELY ON THE MANAGEMENT OF THE COMPANY AND WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT IN THE OFFERED SECURITIES.

PROMOTER

Albert (Rick) Timcke may be considered to be our promoter. He holds 2,936,000 Common Shares (representing 12.8% of our current outstanding Shares, and 10.7% of our Shares assuming the Maximum Offering is completed; see "Principal Shareholders"), holds 300,000 stock options exercisable at $0.10 for five years effective as of the Listing Date, will be entitled to receive additional incentive stock options under our Stock Option Plan from time to time (see "Options and Other Rights to Purchase Securities of the Company"), and he will be entitled to receive $1,500 per month of salary in his capacity as CEO commencing on the Listing Date. No assets have ever been acquired or are to be acquired by us from the promoter, other than Mr. Timcke has loaned monies to the Company from time to time, and is owed $212,450 as of January 31, 2012. Mr. Timcke has not been the subject of a cease trade or similar order or an order that denied him access to any exemptions under the securities laws of the Selling Provinces. See "Corporate Cease Trade Orders or Bankruptcies" and "Penalties or Sanctions".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending, as of the date hereof, by or against us or which we are a party or to which the Property is subject; nor to our knowledge are any such legal proceedings contemplated which could become material to a purchaser of our securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For purposes of this Prospectus, "informed person" means:

(a) any director or executive officer of the Company;

(b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Company's outstanding Shares; and

(c) any associate or affiliate of any of the foregoing persons.

Other than as described in this Prospectus, no informed person has or has had any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or could materially affect the Company, since the inception of the Company.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

We are not a "related issuer" or a "connected issuer" of or to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*).

AUDITORS, TRANSFER AGENT AND REGISTRAR

Our auditors are Davidson & Company LLP, Chartered Accountants, of Suite 1200 – 609 Granville Street, Vancouver, British Columbia V7Y 1G6.

Our registrar and transfer agent is Olympia Trust Company, of Suite 1003, 750 West Pender Street, Vancouver, British Columbia V6C 2T8.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by us since our incorporation on March 28, 2007 which are continuing and can be regarded as material:

(a) Property Purchase Agreement dated January 2010, as amended June 30, 2010. See “Description of the Company’s Business”.

(b) Agency Agreement dated January 5, 2012, between the Company and the Agent. See “Plan of Distribution – Agency Agreement”.

(c) Escrow Agreement dated December 5, 2011, among the Principals, the Company and the Escrow Agent. See “Escrowed Securities”.

(d) Registrar and Transfer Agency Agreement dated May 30, 2008 between the Company and Olympia Trust Company.

(e) Management Agreement dated effective December 1, 2010 between the Company and Albert (Rick) Timcke.

Copies of all material contracts may be inspected at our registered office at Maitland & Company, Barristers and Solicitors, Suite 700, 625 Howe Street, Vancouver, BC V6C 2T6, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

EXPERTS

The Author of the Technical Report has no interest in us, our Shares, or the Property.

Maitland & Company, Barristers and Solicitors, of Vancouver, BC expressed an opinion herein regarding the eligibility of our Shares for contribution to RRSPs and other similar trusts. See “Summary of Prospectus – RRSP and TFSA Eligibility”. Maitland & Company holds 390,000 Shares, and Jeff Lightfoot, a partner with Maitland & Company, holds 200,000 Shares.

The auditors’ report attached to our audited financial statements for the years ended April 30, 2011, 2010 and 2009 was prepared by our auditors, Davidson & Company LLP. Davidson & Company LLP has confirmed they are independent in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or will receive a direct or indirect interest in our Property or any associate or affiliate of the Company. As at the date hereof, and except as disclosed above, none of the aforementioned Persons beneficially own, directly or indirectly, any securities of the Company or its associates and affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or a promoter of the Company or of an associate or affiliate of the Company.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

LIST OF EXEMPTIONS

As contemplated by Part 19 of National Instrument 41-101, on December 9, 2011, the Company applied for and received exemptive relief from the requirement to file its final prospectus more than 90 days from July 14, 2011 and no more than 180 days from the receipt of its preliminary prospectus pursuant to section 2.3(1) of National Instrument 41-101.

FINANCIAL STATEMENT DISCLOSURE

Our audited financial statements for the fiscal years ended April 30, 2009, 2010 and 2011 and our unaudited financial statements for the nine months ended January 31, 2012 are included herein.

SIGNIFICANT ACQUISITIONS

Our only material acquisition to date has been the Property. See “Description of the Business – Acquisition of the Property” above for details.

Other than as described herein, we have not completed any acquisitions or dispositions since the Company’s date of incorporation, and are not currently in negotiations with respect to any potential material acquisitions or dispositions.

AUDITORS' CONSENT

We have read the amended and restated prospectus of Northern Lights Resources Corp. (the "Company") dated April 16, 2012 relating to the offering of a minimum of 3,500,000 units to a maximum of 4,500,000 units at a price of $0.10 per unit. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above mentioned amended and restated prospectus of our report to the directors of the Company on the balance sheets of the Company as at April 30, 2011, 2010 and 2009 and the statements of operations, comprehensive loss and deficit and cash flows for the years then ended. Our report is dated April 16, 2012.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada — Chartered Accountants

April 16, 2012

NORTHERN LIGHTS RESOURCES CORP.

FINANCIAL STATEMENTS

APRIL 30, 2011

INDEPENDENT AUDITORS' REPORT

To the Directors of
Northern Lights Resources Corp.

We have audited the accompanying financial statements of Northern Lights Resources Corp. which comprise the balance sheets as at April 30, 2011, 2010 and 2009 and the statements of operations, comprehensive loss and deficit, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Northern Lights Resources Corp. as at April 30, 2011, 2010 and 2009 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

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Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Northern Lights Resources Corp.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada Chartered Accountants

April 16, 2012

NORTHERN LIGHTS RESOURCES CORP.
BALANCE SHEETS

As at April 30,		2011		2010		2009
ASSETS						
Current						
Cash	$	2,597	$	80	$	4,822
Receivables		390		801		1,988
Prepaids		5,745		5,745		15,300
		8,732		6,626		22,110
Deferred financing costs (Note 13)		24,000		-		-
Equipment (Note 3)		7,526		9,715		12,830
Mineral properties (Note 4)		2,067,256		2,064,751		2,117,857
	$	2,107,514	$	2,081,092	$	2,152,797
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current						
Accounts payable and accrued liabilities (Note 13)	$	138,621	$	251,723	$	305,991
Loans payable (Note 7)		-		27,000		30,000
		138,621		278,723		335,991
Loans payable (Note 7)		196,500		205,000		-
		335,121		483,723		335,991
Shareholders' equity						
Share capital (Note 5)		2,435,608		2,193,305		2,213,305
Contributed surplus (Note 5)		20,000		20,000		-
Deficit		(683,215)		(615,936)		(396,499)
		1,772,393		1,597,369		1,816,806
	$	2,107,514	$	2,081,092	$	2,152,797

Nature and continuance of operations (Note 1)
Commitments (Note 12)
Subsequent events (Note 13)

On behalf of the Board:

"Rick Timke" Director *"Dave Cross"* Director

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

NORTHERN LIGHTS RESOURCES CORP.
STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
FOR THE YEARS ENDED APRIL 30,

	2011	2010	2009
EXPENSES			
Amortization	$ 2,189	$ 3,115	$ 3,488
Management fees	-	-	35,000
Filing fees	-	-	10,427
Office and miscellaneous	2,185	2,329	7,377
Professional fees	31,317	123,790	52,959
Rent	30,450	58,211	57,704
Telecommunication	1,138	4,112	9,055
Travel and accommodation	-	-	20,335
	(67,279)	(191,557)	(196,345)
OTHER ITEMS			
Gain on write off of accounts payable	-	58,365	-
Dispute settlement (Note 6)	-	(6,000)	-
Write-off of mineral properties (Note 4)	-	(80,245)	-
Interest income	-	-	966
Deferred financing costs written off	-	-	(32,901)
Loss before income tax	(67,279)	(219,437)	(228,280)
Future income tax recovery (Note 8)	-	-	94,750
Loss and comprehensive loss for the year	(67,279)	(219,437)	(133,530)
Deficit, beginning of year	(615,936)	(396,499)	(262,969)
Deficit, end of year	$ (683,215)	$ (615,936)	$ (396,499)
Basic and diluted loss per common share	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding	20,878,562	19,803,215	19,463,764

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

NORTHERN LIGHTS RESOURCES CORP.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED APRIL 30,

	2011	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss for the year	$ (67,279)	$ (219,437)	$ (133,530)
Non-cash items:			
Amortization	2,189	3,115	3,488
Gain on write off of accounts payable	-	(58,365)	-
Write-off of mineral properties	-	80,245	-
Deferred financing costs written off	-	-	22,500
Future income tax recovery	-	-	(94,750)
Changes in non-cash working capital items:			
Decrease in receivables	411	1,187	49,942
Decrease in prepaids	-	9,555	1,055
Increase in accounts payable and accrued liabilities	17,142	115,410	53,781
Net cash used in operating activities	(47,537)	(68,290)	(97,514)
CASH FLOWS FROM INVESTING ACTIVITIES			
Mineral property costs	(42,477)	(138,452)	(506,053)
Equipment purchased	-	-	(13,433)
Net cash used in investing activities	(42,477)	(138,452)	(519,486)
CASH FLOWS FROM FINANCING ACTIVITIES			
Loans payable payments	(48,000)	(5,000)	(37,100)
Loans payable proceeds	12,500	207,000	37,100
Proceeds from the issuance of share capital	-	-	442,500
Proceeds from the issuance of special warrants, net	152,031	-	-
Deferred financing costs	(24,000)	-	-
Net cash provided by financing activities	92,531	202,000	442,500
Change in cash for the year	2,517	(4,742)	(174,500)
Cash, beginning of year	80	4,822	179,322
Cash, end of year	$ 2,597	$ 80	$ 4,822
Cash paid for interest	$ -	$ -	$ -
Cash paid for income taxes	-	-	-
Supplemental disclosure with respect to cash flows (non-cash transactions)			
Mineral property expenditures included in accounts payable	$ 65,109	$ 105,081	$ 216,394
Accrued share issue costs	4,800	4,800	4,800
Subscriptions received applied to share capital	-	-	160,000
Deferred financing costs allocated to share issue costs	-	-	13,600
Shares issued to settle accounts payable	90,272	-	-
Cancellation of treasury stock	-	20,000	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Northern Lights Uranium Corp. (the "Company") was incorporated under the laws of British Columbia on March 28, 2007. On April 22, 2008, the Company changed its name to Northern Lights Resources Corp. The Company's principal business activities include the acquisition and exploration of resource properties. The Company is in the process of completing an initial public offering ("IPO") by way of prospectus, and a listing on the Canadian National Stock Exchange ("CNSX") (Note 13).

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves, the achievement of profitable production, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") with the assumption that the Company will 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. The continuing operations of the Company are dependent upon its ability to complete an IPO or continue to raise adequate financing and to commence profitable operations in the future. Management believes it will be successful in raising the necessary funding to continue operations in the normal course of operations; however, there is no assurance that these funds will be available on terms acceptable to the Company or at all.

The financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. Basic loss per common share is calculated using the weighted average number of common shares outstanding during the year.

b) Comprehensive income

Comprehensive income (loss) reflects the net gain (loss) and other comprehensive income (loss) for the period. Other comprehensive income (loss) includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent they are effective.

c) Equipment

Equipment is recorded at cost less accumulated amortization. Amortization is provided on a declining balance basis at 20% per annum for furniture and equipment and 50% per annum for computer equipment.

d) Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amount of revenues and expenses reported during the period. Actual results may differ from those estimates. Areas involving significant management estimates include the carrying value of assets, shares issued for non-cash consideration, the determination of stock-based compensation, if any, and valuation allowances applied against future tax assets.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

e) Mineral properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

f) Property option agreements

From time to time, the Company may acquire or dispose of mineral properties 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 as mineral property costs or recoveries when the payments are made or received. The Company does not accrue the estimated costs of maintaining its mineral interests in good standing.

g) Asset retirement obligations

The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. The Company does not have any significant asset retirement obligations for the periods presented.

h) Stock-based compensation

The Company uses the fair value-based method for stock-based compensation and therefore all awards to employees and non-employees will be recorded at fair value on the date of the grant and recognized over the period of vesting. The Company uses the Black-Scholes option pricing model to estimate the fair value of each stock option at the date of grant. Any consideration paid by the option holders to purchase shares is credited to share capital.

i) Future income taxes

The Company accounts for income taxes using the asset and liability method whereby future tax assets and liabilities are determined based on differences between the financial statement carrying values and their respective income tax basis. Future income tax assets and liabilities are measured using the enacted tax rates expected to be in effect when the temporary differences are likely to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period in which the change is enacted or substantively enacted. The amount of future income tax assets recognized is limited to the amount that is more likely than not to be realized.

j) Deferred financing costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

k) Flow-through common shares

Resource expenditures for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian income tax legislation. The Company records a future income tax liability and a reduction in share capital for the estimated tax benefits transferred to shareholders. When the Company renounces flow-through expenditures, a portion of the Company's future income tax assets not recognized in previous years, due to the recording of a valuation allowance, will be recognized as a recovery of future income taxes in the statement of operations.

l) Financial instruments

The Company classifies all financial instruments as either "held-for-trading," "available-for-sale," "held-to-maturity," "loans and receivables" or "other financial liabilities." Financial instruments are required to be measured at fair value on initial recognition. Measurement in subsequent periods depends on the financial instruments' classification. Held-for-trading instruments are measured at fair value with unrealized gains and losses recognized in results of operations. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held-to-maturity, loans and receivables and other financial liabilities, are measured at amortized cost.

The Company classifies its cash as "held-for-trading" and receivables as "loans and receivables." Accounts payable and accrued and loans payable are classified as "other financial liabilities."

The three levels of the fair value hierarchy are:

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 or indirectly; and
Level 3 – Inputs that are not based on observable market data.

m) Future accounting pronouncements

International financial reporting standards

The AcSB in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over an expected five-year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of May 1, 2011 will require the Company to present its financial statements under IFRS starting with its first quarterly report dated July 31, 2011 with the restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011.

3. EQUIPMENT

	April 30, 2011			April 30, 2010		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Furniture and equipment	$ 14,150	$ 6,941	$ 7,209	$ 14,150	$ 5,140	$ 9,010
Computer equipment	2,631	2,314	317	2,631	1,926	705
	$ 16,781	$ 9,255	$ 7,526	$ 16,781	$ 7,066	$ 9,715

3. EQUIPMENT (cont'd…)

	April 30, 2009		
	Cost	Accumulated Amortization	Net Book Value
Furniture and equipment	$ 14,150	$ 2,888	$ 11,262
Computer equipment	2,631	1,063	1,568
	$ 16,781	$ 3,951	$ 12,830

4. MINERAL PROPERTIES

Pursuant to an agreement dated March 2007, as amended, the Company acquired an option to purchase a 100% interest in 2,180 mineral claims, comprising 43 claim blocks, in the Northwest Territories in exchange for (i) reimbursement of $992,720 of staking costs (of which $403,494 was paid or credited); (ii) issuing 460,000 units per claim block retained by the Company (each unit consisting of one common share and one-half share purchase warrant); and (iii) paying $28,750 per claim block retained, per year for three years, payable quarterly in 12 equal installments.

The Company paid a finders fee relating to the properties consisting of 600,000 shares at a value of $30,000.

During the year ended April 30, 2009, the Company agreed with the property vendor to retain an option to acquire only one of the 43 claim blocks, and for that would issue 460,000 units and would pay $28,750 per year for three years. In addition, the Company agreed with the property vendor to settle the $589,226 owing by the Company to the vendor by paying $354,226 over three years and issuing 2,350,000 shares at $0.10 per share. All payments and issuance of securities to the vendor would occur on the date the Company gains a listing on the TSX Venture Exchange ("TSX-V").

In January 2010, a new agreement was entered into replacing earlier agreements whereby the Company has the option to acquire certain claims by paying $157,500 at $7,500 per month for 21 months commencing July 2010.

In June 2010, this agreement was amended whereby:

i) certain camp equipment held by the Company be sold to the vendor for $30,000 which will be offset against amounts owing to the vendor: and
ii) the remaining $127,500 owing will be paid over 30 months commencing on completion of the IPO at $3,000 per month for 12 months and $5,083 per month for 18 months thereafter.

4. MINERAL PROPERTIES (cont'd…)

Following is a summary of acquisition and exploration costs:

	2011	2010	2009
Acquisition costs			
Balance, beginning of year	$ 392,139	$ 456,634	$ 380,035
Additions	1,367	15,750	76,599
Balance, end of year	393,506	472,384	456,634
Exploration costs			
Balance, beginning of year	1,672,612	1,661,223	1,015,375
Additions:			
Camp and field supplies	563	1,350	101,092
Transportation:			
Helicopter	-	-	245,924
Fuel	-	-	38,425
Geological	575	8,329	58,993
Consulting	-	-	18,361
Prospecting and mapping	-	1,710	23,708
Labour costs	-	-	142,727
Assays	-	-	16,618
Balance, end of year	1,673,750	1,672,612	1,661,223
Write-offs	-	(80,245)	-
Total costs	$ 2,067,256	$ 2,064,751	$ 2,117,857

During the year ended April 30, 2010, the Company allowed its Yukon claims and certain North West Territories claims to lapse and accordingly wrote off related costs of $60,245 and wrote off $20,000 relating to 400,000 finders shares returned to treasury and cancelled.

5. SHARE CAPITAL

a) Authorized: Unlimited common shares, without par value

b) Issued:

	Number of Shares	Capital Stock	Special Warrants	Contributed Surplus
Common shares issued				
Balance, April 30, 2008	17,426,366	$ 1,723,955	$ -	$ -
Common shares issued	2,630,000	602,500	-	-
Share issue costs	-	(18,400)	-	-
Renunciation of flow-through shares	-	(94,750)	-	-
Balance, April 30, 2009	20,056,366	2,213,305	-	-
Cancellation of shares	(400,000)	(20,000)	-	20,000
Balance, April 30, 2010	19,656,366	2,193,305	-	20,000
Issuance of special warrants	-	-	166,290	-
Special warrants costs - cash	-	-	(14,259)	-
Issuance of shares on conversion of special warrants	2,375,571	152,031	(152,031)	-
Issuance of shares to settle accounts payable	902,715	90,272	-	-
Balance, April 30, 2011	22,934,652	$ 2,435,608	$ -	$ 20,000

c) During the year ended April 30, 2009, the Company issued 1,100,000 shares at $0.20 per share. The Company also issued 1,530,000 flow-through shares at $0.25 per share plus a one-half warrant with each whole warrant enabling the holder to purchase an additional non flow-through share at $0.40 per share, expiring August 28, 2010. Subscriptions for $160,000 of the total proceeds were received as of April 30, 2008. The Company incurred $18,400 in finders' fees in connection with the share issuances.

d) During the year ended April 30, 2010, the Company reacquired 400,000 common shares, originally issued at a value of $20,000 as a partial finders' fee on mineral properties (Note 4), for consideration of $Nil. The shares were returned to treasury and cancelled, resulting in the reallocation of $20,000 from share capital to contributed surplus.

e) During the year ended April 30, 2011, the Company issued 902,715 common shares to settle accounts payable of $90,272.

f) Special warrants

During the year ended April 30, 2011, the Company issued 2,375,571 special warrants at a price of $0.07 per special warrant, raising gross proceeds of $166,290. Each special warrant was then converted into one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire an additional common share at a price of $0.15 until November 30, 2011.

5. SHARE CAPITAL (cont'd…)

g) Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, April 30, 2008	-	$ -
Issued in private placement	765,000	0.40
Balance, April 30, 2009 and 2010	765,000	0.40
Warrants expired	(765,000)	(0.40)
Conversion of special warrants	1,187,785	0.15
Balance, April 30, 2011	1,187,785	0.15

As at April 30, 2011, the following warrants were issued and outstanding:

Number of Warrants	Exercise Price	Expiry Date
1,187,785	$ 0.15	November 30, 2011*
1,187,785		

* Subsequent to April 30, 2011, the Company extended the expiry date to November 30, 2012.

h) Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option will not be less than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

During the year ended April 30, 2009, the Company granted 1,825,000 stock options with an exercise price of $0.25, expiring on June 30, 2013. The options were only exercisable upon listing of the Company on the TSX-V and accordingly, all options were not exercisable as of April 30, 2009 and 2010. No stock-based compensation has been recorded as the options were effectively contingently exercisable based on a TSX-V listing. The Company did not complete its TSX-V listing and the options were subsequently cancelled.

During the year ended April 30, 2011, the Company granted 1,175,000 options that will be exercisable at $0.10 per share for five years, commencing and only becoming effective upon the date the Company is listed on the CNSX.

h) Shares held in escrow

There are 6,236,667 common shares held in escrow to be released over three years from the date the Company gains a listing on the CNSX.

6. DISPUTE SETTLEMENT

During the year ended April 30, 2011 the Company paid $Nil (2010 - $6,000; 2009 - $Nil) to settle certain disputes relating to inappropriate mineral property land use with Tulita District Land Corporation Ltd.

7. TRANSACTIONS WITH RELATED PARTIES

During the year ended April 30, 2011, the Company:

i) recorded management fees of $Nil (2010 - $Nil; 2009 - $35,000) to officers and directors of the Company.
ii) recorded professional fees of $8,409 (2010 - $Nil, 2009 - $Nil) to an accounting firm in which an officer and director of the Company is a partner, of which $4,419 is included in accounts payable at April 30, 2011.
iii) received non-interest bearing loans for $12,500 (2010 - $207,000; 2009 - $37,100) from an officer and director of the Company, and repaid $48,000 (2010 - $5,000; 2009 - $37,100) of the loans. At April 30, 2011, the loans payable total was $196,500 (April 30, 2010 - $232,000; April 30, 2009 - $30,000). The Company entered into a debt settlement agreement where the Company will start to settle the loans beginning one year after completion of the Company's IPO on the CNSX (Note 13). Subsequent to April 30, 2011, the loans payable total was $213,520.

During the year ended April 30, 2011, $Nil finders' fee shares (2010 - $Nil; 2009 - $20,000 in the form of 400,000 common shares) were cancelled.

The transactions with related parties were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the parties.

8. INCOME TAXES

A reconciliation of income taxes at statutory rates is as follows:

	2011	2010	2009
Loss for the year before income tax	$ (67,279)	$ (219,437)	$ (228,280)
Expected income tax (recovery)	$ (18,726)	$ (64,734)	$ (67,343)
Non-deductible (deductible) amounts	(1,989)	21,565	8,150
Unrecognized (recognized) benefits of non-capital losses	20,715	43,169	(35,557)
Total income tax expense (recovery)	$ -	$ -	$ (94,750)

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

	2011	2010	2009
Non-capital losses carried forward	$ 148,000	$ 129,000	$ 99,000
Capital assets	2,000	2,000	1,000
Financing costs	5,000	8,000	10,000
Mineral property resource tax pools	(76,000)	(76,000)	(96,000)
Valuation allowance for future tax assets	(79,000)	(63,000)	(14,000)
	$ -	$ -	$ -

The Company has approximately $581,000 in non-capital losses available for deduction against future year's taxable income. These losses will expire through to 2031.

Subject to certain restrictions, the Company has approximately $1,765,000 of mineral property expenditures available to reduce taxable income of future years.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and loans payables. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. The fair value of the loan payable to a related party has not been determined as no relevant information is available for this type of financial instrument and it is not practicable to do so. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

The Company operates in Canada and is not subject to significant currency risk.

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds non-interest bearing debt.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

e) Price risk

The ability of the Company to explore and develop its mineral properties and the future profitability of the Company are directly related to the price of commodities. The Company monitors these prices to determine the appropriate course of action to be taken.

10. CAPITAL MANAGEMENT

The Company defines capital that it manages as its shareholders' equity. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company did not change its approach to capital management during the year ended April 30, 2011.

11. SEGMENTED INFORMATION

The Company currently operates in one business segment, being the exploration of mineral properties in Canada.

12. COMMITMENTS

The Company is committed to an operating lease on its office premises expiring March 31, 2013. Effective October 2010, the Company entered into a sub-leasing agreement whereby the subtenant will effectively assume the payments. The underlying lease agreement provides for annual lease payments as follows:

2012	$ 35,802
2013	37,908
	$ 73,710

13. SUBSEQUENT EVENTS

a) The Company obtained a final receipt to its prospectus dated January 5, 2012, and became a reporting issuer at that time. The prospectus pertained to a proposed initial public offering of a minimum of 3,500,000 Units to a maximum of 4,500,000 Units at a price of $0.10 per Unit for total gross proceeds of a minimum of $350,000 to a maximum of $450,000. Each Unit will consist of one common share and one common share purchase warrant exercisable at $0.15 for two years from the date of closing the IPO (subject to an acceleration clause whereby, if the stock price closes at or over $0.30 for a period of 20 consecutive days, the exercise period of the warrants will be shortened to 30 days after giving notice to the warrant holders). The Company has been unable to complete its initial public offering with the 90 days allowed for distribution (ending April 5, 2012); and is in the process of filing an amended and restated prospectus for an IPO of Units on the same terms as stated above.

In connection with the IPO, the Company will pay the Agent a cash commission of 10% of the gross proceeds raised, a corporate finance fee of $15,000, an additional corporate finance fee of $3,000 plus HST for the extended offering (of which $9,000 plus HST has been paid), and out-of-pocket expenses relating to the offering (of which $15,000 has been advanced). In addition, the Company will issue agent's warrants equal to 10% of the Units sold, exercisable at $0.15 each for a period of 24 months from the date of listing on the CNSX.

On completion of the listing 1,175,000 previously issued stock options will become effective and exercisable. (Note 5h)

b) The Company has entered into debt settlement agreements with several vendors, whereby the Company will settle aggregate payables of $148,945. Pursuant to these agreements, the Company issued 902,715 shares to settle payables of $90,272 during the year ended April 30, 2011. On completion of the IPO, certain remaining payables will be repaid over a three year period, with $13,200 paid in the first year and $45,360 over the next two years.

c) The Company entered into a management agreement with the President and CEO where the President and CEO will be paid $18,000 a year for three years commencing upon completion of the Company's IPO. If the agreement is terminated for any reason other than for cause, the President and CEO is entitled to one year's salary.

"Amended and Restated"

NORTHERN LIGHTS RESOURCES CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited – Prepared by Management)
(In Canadian Dollars)

January 31, 2012

Head Office
Suite 1450 – 409 Granville Street
Vancouver, BC
V6C 1T2
Canada

Registered and Records Office
Suite 700 – 625 Howe Street
Vancouver, BC
V6C 2T6
Canada

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Prepared by Management)
(In Canadian Dollars)
AS AT

	January 31, 2012	April 30, 2011 (Note 12)	May 1, 2010 (Note 12)
ASSETS			
Current			
Cash	$ 229	$ 2,597	$ 80
Receivables	-	390	801
Prepaids	5,745	5,745	5,745
	5,974	8,732	6,626
Deferred financing costs (Note 11a)	32,211	24,000	-
Equipment (Note 3)	6,128	7,526	9,715
Exploration and evaluation assets (Note 4)	2,067,871	2,067,256	2,064,751
	$ 2,112,184	$ 2,107,514	$ 2,081,092
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities (Note 11b)	$ 148,846	$ 138,621	$ 251,723
Loans payable (Note 6)	-	-	27,000
	148,846	138,621	278,723
Loans payable (Note 6)	212,450	196,500	205,000
	361,296	335,121	483,723
Shareholders' equity			
Share capital (Note 5)	2,435,608	2,435,608	2,193,305
Stock-based payment reserve	20,000	20,000	20,000
Deficit	(704,720)	(683,215)	(615,936)
	1,750,888	1,772,393	1,597,369
	$ 2,112,184	$ 2,107,514	$ 2,081,092

Nature and continuance of operations (Note 1)
Basis of presentation (Note 2)
Commitments (Note 10)
Subsequent events (Notes 5 and 11)

On behalf of the Board:

"Rick Timke" Director   *"Dave Cross"* Director

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

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited – Prepared by Management)
(In Canadian Dollars)

	Three Months Ended January 31, 2012	Three Months Ended January 31, 2011	Nine Months Ended January 31, 2012	Nine Months Ended January 31, 2011
		(Note 12)		(Note 12)
EXPENSES				
Amortization	$ 361	$ 547	$ 1,398	$ 1,641
Office and miscellaneous	355	216	1,433	1,437
Professional fees (Note 6)	1,514	11,120	16,014	12,371
Rent	522	3,262	2,204	29,817
Telecommunication	161	(485)	456	1,037
Loss and comprehensive loss for the period	$ (2,913)	$ (14,660)	$ (21,505)	$ (46,303)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding	22,934,652	21,156,460	22,934,652	20,419,842

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited – Prepared by Management)
(In Canadian Dollars)

	Number of shares	Capital stock	Special warrants	Stock-based payment reserve	Deficit	Total equity
May 1, 2010 (Note 12)	19,656,366	$ 2,193,305	$ -	$ 20,000	$ (615,936)	$ 1,597,369
Issuance of special warrants	-	-	166,290	-	-	166,290
Special warrants costs - cash	-	-	(14,259)	-	-	(14,259)
Issuance of shares on conversion of special warrants	1,127,000	72,128	(72,128)	-	-	-
Issuance of shares to settle accounts payable	902,715	90,272	-	-	-	90,272
Loss for the period	-	-	-	-	(46,303)	(46,303)
January 31, 2011 (Note 12)	21,686,081	2,355,705	79,903	20,000	(662,239)	1,793,369
Issuance of shares on conversion of special warrants	1,248,571	79,903	(79,903)	-	-	-
Issuance of shares to settle accounts payable	-	-	-	-	-	-
Loss for the period	-	-	-	-	(20,976)	(20,976)
April 30, 2011 (Note 12)	22,934,652	2,435,608	-	20,000	(683,215)	1,772,393
Loss for the period	-	-	-	-	(21,505)	(21,505)
January 31, 2012	22,934,652	$ 2,435,608	$ -	$ 20,000	$ (704,720)	$ 1,750,888

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

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
(In Canadian Dollars)
FOR THE NINE MONTHS ENDED JANUARY 31

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (21,505)	$ (46,303)
Non-cash items:		
Amortization	1,398	1,641
Changes in non-cash working capital items:		
Decrease in receivables	390	411
Increase (decrease) in accounts payable and accrued liabilities	5,432	(53,283)
Net cash used in operating activities	(14,285)	(97,534)
CASH FLOWS FROM INVESTING ACTIVITIES		
Mineral property costs	(615)	(1,930)
Net cash used in investing activities	(615)	(1,930)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loans payable payments	(20,150)	(39,000)
Loans payable proceeds	36,100	12,000
Proceeds from subscriptions received	-	152,031
Deferred financing costs	(3,418)	(24,000)
Net cash provided by financing activities	12,532	101,031
Change in cash for the period	(2,368)	1,567
Cash, beginning of period	2,597	80
Cash, end of period	$ 229	$ 1,647
Cash paid for interest	$ -	$ -
Cash paid for income taxes	-	-
Supplemental disclosure with respect to cash flows (non-cash transactions)		
Exploration and evaluation asset expenditures included in accounts payable	$ 65,109	$ 105,081
Accrued finder's fee	-	4,800
Deferred financing costs included in accounts payable	4,793	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Northern Lights Uranium Corp. (the "Company") was incorporated under the laws of British Columbia on March 28, 2007. On April 22, 2008, the Company changed its name to Northern Lights Resources Corp. The Company's principal business activities include the acquisition and exploration of resource properties. The Company is in the process of completing an initial public offering ("IPO") by way of prospectus, and a listing on the Canadian National Stock Exchange ("CNSX") (Note 11).

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves, the achievement of profitable production, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to complete an IPO or raise adequate financing and to commence profitable operations in the future. The condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Canadian Institute of Chartered Accountants Handbook was revised in 2010 to incorporate International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), and require publicly accountable enterprises to apply such standards effective for fiscal years beginning on or after January 1, 2011. The Company has commenced reporting on this basis in these condensed interim financial statements.

These IFRS condensed interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting and IFRS 1, First-Time Adoption of International Financial Reporting Standard. These condensed interim financial statements do not include all disclosure required by IFRS for annual financial statements and accordingly should be read in conjunction with the Company's audited financial statements for the year ended April 30, 2011 presented under Canadian Generally Accepted Accounting Principles ("cGAAP"). Subject to certain transition elections disclosed in Note 12, the Company has consistently applied the same accounting policies in the opening IFRS statement of financial position as at May 1, 2010 and throughout all periods presented, as if the policies had always been in effect. Note 12 discloses the impact of the transition from cGAAP to IFRS on the reported financial position, operating earnings and cash flows, including the nature and effect of significant changes in accounting policies from those used in the financial statements for the year ended April 30, 2011. IFRS 1, which governs the first-time adoption of IFRS, generally requires accounting policies to be applied retrospectively to determine the opening statement of financial position on the transition date of May 1, 2010 and allows certain exemptions on transition to IFRS. The elections adopted by the Company have been disclosed in Note 12.

The policies applied in these condensed interim financial statements are based on IFRS guidance available as of March 9, 2012, the date the Board of Directors approved the financial statements. Any subsequent changes to IFRS that are given effect in the annual financial statements for the year ended April 30, 2012 could result in restatement of these condensed interim financial statements. None of these proposed standards are expected to have a significant effect on the financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Basic loss per common share is calculated using the weighted average number of common shares outstanding during the period.

Comprehensive income

Comprehensive income (loss) reflects the net gain (loss) and other comprehensive income (loss) for the period. Other comprehensive income (loss) includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent they are effective.

Equipment

Equipment is recorded at cost less accumulated amortization. Amortization is provided on a declining balance basis at 20% per annum for furniture and equipment and 50% per annum for computer equipment.

Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include financial instruments, the estimation of stock-based compensation, valuation and recoverability / carrying value of exploration and evaluation assets, the determination of impairment of assets, useful lives for amortization and valuation allowances for deferred tax assets. Actual results could differ from those estimates.

Exploration and evaluation assets

Upon acquiring the legal right to explore a mineral property, costs related to acquisition, exploration and evaluation are capitalized by property. If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets are written down to their net realizable value.

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the exploration and evaluation assets. If payments received exceed the capitalized cost the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and evaluation, and future profitable production or proceeds from the disposition thereof.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If 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 pre-tax discount 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 the 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.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of 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.

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

Stock-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

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 period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the 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 following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 statement of financial position date.

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. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred financing costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments – recognition and measurement

Financial assets
The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss **-** This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Loans and receivables **-** These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments **-** These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized through profit or loss.

Available-for-sale **-** Non-derivative financial assets not included in the above categories are classified as available-for- sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through other comprehensive income (loss).

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash at fair value through profit and loss. The Company's receivables are classified as loans and receivables.

Financial liabilities
The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss **-** This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Other financial liabilities: This category consists of liabilities carried at amortized cost using the effective interest method.

The Company's accounts payable and accrued liabilities and loans payable are classified as other financial liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Future Accounting Standards

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and none of these standards are expected to have a significant effect on the financial statements.

Accounting Standards Issued and Effective January 1, 2012

IAS 12 – Income Taxes (Amended) (IAS 12), introduces an exception to the general measurement requirements of IAS 12 in respect of investment properties measured at fair value.

IFRS 7 – *Financial instruments: Disclosures (Amended*) require additional disclosures on transferred financial assets.

Accounting Standards Issued and Effective January 1, 2013
IFRS 9 *Financial Instruments* replaces the current standard IAS 39 Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

IFRS 10 *Consolidated Financial Statements* establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard:

i. requires a parent entity (an entity that controls one or more other entities) to present consolidated financial statements

ii. defines the principle of control, and establishes control as the basis for consolidation

iii. sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee

iv. sets out the accounting requirements for the preparation of consolidated financial statements. IFRS 10 supersedes IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation—Special Purpose Entities.

IFRS 11 *Joint Arrangements* establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement.

IFRS 12 *Disclosure of Involvement with Other Entities* requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 *Fair Value Measurement* defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except for: share-based payment transactions within the scope of IFRS 2 Share-based Payment; leasing transactions within the scope of IAS 17 Leases; measurements that have some similarities to fair value but that are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

IAS 27 *Separate Financial Statements* has the objective of setting standards to be applied in accounting for investments in subsidiaries, jointly ventures, and associates when an entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements.

IAS 28 *Investments in Associates and Joint Ventures* prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture).

(In Canadian Dollars)

3. EQUIPMENT

	January 31, 2012			April 30, 2011		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Furniture and equipment	$ 14,150	$ 8,022	$ 6,128	$ 14,150	$ 6,941	$ 7,209
Computer equipment	2,631	2,631	-	2,631	2,314	317
	$ 16,781	$ 10,653	$ 6,128	$ 16,781	$ 9,255	$ 7,526

	May 1, 2010		
	Cost	Accumulated Amortization	Net Book Value
Furniture and equipment	$ 14,150	$ 5,140	$ 9,010
Computer equipment	2,631	1,926	705
	$ 16,781	$ 7,066	$ 9,715

4. EXPLORATION AND EVALUATION ASSETS

Pursuant to an agreement dated March 2007, as amended, the Company acquired an option to purchase a 100% interest in certain claim blocks in the Northwest Territories in exchange for (i) reimbursement of $992,720 of staking costs (of which $403,494 was paid or credited); (ii) issuing 460,000 units per claim block retained by the Company (each unit consisting of one common share and one-half share purchase warrant); and (iii) paying $28,750 per claim block retained, per year for three years, payable quarterly in 12 equal installments.

During the year ended April 30, 2009, the Company agreed with the property vendor to retain an option to acquire only one of the 43 claim blocks, and for that would issue 460,000 units and would pay $28,750 per year for three years. In addition, the Company agreed with the property vendor to settle the $589,226 owing by the Company to the vendor by paying $354,226 over three years and issuing 2,350,000 shares at $0.10 per share. All payments and issuance of securities to the vendor would occur on the date the Company gains a listing on the TSX Venture Exchange ("TSX-V").

In January 2010, a new agreement was entered into replacing earlier agreements whereby the Company has the option to acquire certain claims by paying $157,500 at $7,500 per month for 21 months commencing July 2010.

In June 2010, this agreement was amended whereby:

i) certain camp equipment held by the Company be sold to the vendor for $30,000 which will be offset against amounts owing to the vendor; and
ii) the remaining $127,500 owing will be paid over 30 months commencing on completion of the IPO at $3,000 per month for 12 months and $5,083 per month for 18 months thereafter.

(In Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Following is a summary of acquisition and exploration costs:

	Nine Months Ended January 31, 2012	Year Ended April 30, 2011	Year Ended May 1, 2010
Acquisition costs			
Balance, beginning of period	$ 393,506	$ 392,139	$ 456,634
Additions	300	1,367	15,750
Balance, end of period	393,806	393,506	472,384
Exploration costs			
Balance, beginning of period	1,673,750	1,672,612	1,661,223
Additions:			
Camp and field supplies	-	563	1,350
Geological	315	575	8,329
Prospecting and mapping	-	-	1,710
Balance, end of period	1,674,065	1,673,750	1,672,612
Write-offs	-	-	(80,245)
Total costs	$ 2,067,871	$ 2,067,256	$ 2,064,751

5. SHARE CAPITAL

Authorized: Unlimited common shares, without par value

Shares held in escrow: There will be 6,236,667 common shares held in escrow to be released over three years from the date the Company gains a listing on the CNSX.

a) During the year ended April 30, 2011, the Company issued 902,715 common shares to settle accounts payable of $90,272.

b) Special warrants

During the year ended April 30, 2011, the Company issued 2,375,571 special warrants at a price of $0.07 per special warrant, raising gross proceeds of $166,290. Each special warrant was then converted into one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire an additional common share at a price of $0.15 until November 30, 2011. During the period ended January 31, 2012, the Company extended the expiry date to November 30, 2012.

c) Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, May 1, 2010	765,000	$ 0.40
Warrants expired	(765,000)	(0.40)
Conversion of special warrants	1,187,785	0.15
Balance, April 30, 2011 and January 31, 2012	1,187,785	0.15

(In Canadian Dollars)

5. SHARE CAPITAL (cont'd…)

As at January 31, 2012, the following warrants were issued and outstanding:

Number of Warrants	Exercise Price	Expiry Date
1,187,785	$ 0.15	November 30, 2012

d) Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option will not be less than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

During the year ended April 30, 2011, the Company granted 1,175,000 options that will be exercisable at $0.10 per share for five years, commencing and only becoming effective upon the date the Company is listed on the CNSX.

6. TRANSACTIONS WITH RELATED PARTIES

During the period ended January 31, 2012, the Company:

i) recorded professional fees of $6,014 (2011 - $Nil) to an accounting firm in which an officer and director of the Company is a partner. As at January 31, 2012, the officer and director was owed $12,835 (April 30, 2011 - $4,419) which is included in accounts payable and accrued liabilities.

i) received non-interest bearing loans for $36,100 from an officer and director of the Company, and repaid $20,150 of the loans. At January 31, 2012, the loans payable total was $212,450 (April 30, 2011 - $196,500; May 1, 2010 - $232,000). The Company entered into a debt settlement agreement where the Company will start to settle the loans beginning one year after completion of the Company's IPO on the CNSX (Note 11). Subsequently, at April 2, 2012, the loans payable total was $213,520.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and loans payables. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. The fair value of the loan payable to a related party has not been determined as no relevant information is available for this type of financial instrument and it is not practicable to do so. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

The Company operates in Canada and is not subject to significant currency risk.

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds non-interest bearing debt.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

e) Price risk

The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of commodities. The Company monitors these prices to determine the appropriate course of action to be taken.

8. CAPITAL MANAGEMENT

The Company defines capital that it manages as its shareholders' equity. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company did not change its approach to capital management during the period ended January 31, 2012.

(In Canadian Dollars)

9. SEGMENTED INFORMATION

The Company currently operates in one business segment, being the exploration of mineral properties in Canada.

10. COMMITMENTS

The Company is committed to an operating lease on its office premises expiring March 31, 2013. Effective January 2011, the Company entered into a sub-leasing agreement whereby the subtenant will effectively assume the payments. The underlying lease agreement provides for annual lease payments as follows:

2012	$ 8,951
2013	37,908
	$ 46,859

11. SUBSEQUENT EVENTS

a) The Company obtained a final receipt to its prospectus dated January 5, 2012, and became a reporting issuer at that time. The prospectus pertained to a proposed initial public offering of a minimum of 3,500,000 Units to a maximum of 4,500,000 Units at a price of $0.10 per Unit for total gross proceeds of a minimum of $350,000 to a maximum of $450,000. Each Unit will consist of one common share and one common share purchase warrant exercisable at $0.15 for two years from the date of closing the IPO (subject to an acceleration clause whereby, if the stock price closes at or over $0.30 for a period of 20 consecutive days, the exercise period of the warrants will be shortened to 30 days after giving notice to the warrant holders). The Company has been unable to complete its initial public offering with the 90 days allowed for distribution (ending April 5, 2012); and is in the process of filing an amended and restated prospectus for an IPO of Units on the same terms as stated above.

In connection with the IPO, the Company will pay the Agent a cash commission of 10% of the gross proceeds raised, a corporate finance fee of $15,000, an additional corporate finance fee of $3,000 plus HST for the extended offering (of which $9,000 plus HST has been paid), and out-of-pocket expenses relating to the offering (of which $15,000 has been advanced). In addition, the Company will issue agent's warrants equal to 10% of the Units sold, exercisable at $0.15 each for a period of 24 months from the date of listing on the CNSX.

On completion of the listing 1,175,000 previously issued stock options will become effective and exercisable. (Note 5f)

b) The Company has entered into debt settlement agreements with several vendors, whereby the Company will settle aggregate payables of $148,945. Pursuant to these agreements, the Company issued 902,715 shares to settle payables of $90,272 during the year ended April 30, 2011. On completion of the IPO, certain remaining payables will be repaid over a three year period, with $13,200 paid in the first year and $45,360 over years two and three.

c) The Company entered into a management agreement with the President and CEO where the President and CEO will be paid $18,000 a year for three years commencing upon completion of the Company's IPO. If the agreement is terminated for any reason other than for cause, the President and CEO is entitled to one year's salary.

12. TRANSITION TO IFRS

The financial statements of the Company have been prepared in compliance with IFRSs as issued by the International Accounting Standards Board ("IASB"). The preparation of the internal consolidated statement of financial position resulted in changes to the accounting policies as compared with the most recent annual balance sheet prepared under cGAAP. The accounting policies set out below have been applied in preparing the opening IFRS statement of financial position as at May 1, 2010, January 31, 2011 and April 30, 2011 for the purposes of the transition to IFRS as required by IFRS 1, First Time Adoption of International Financial Reporting Standards ("IFRS 1").

IFRS 1 *"First-time Adoption of International Financial Reporting Standards"*

IFRS 1 generally required that first-time adopters retrospectively apply all effective IFRS standards and interpretations in effect as at the reporting date. IFRS 1 provides for certain mandatory exceptions and optional exemptions for first time adopters of IFRS. The Company has elected to take the following IFRS 1 optional exemptions:

Share-based payments
IFRS 2, Share-based Payments, encourages application of its provisions to equity instruments granted on or before November 7, 2002, but permits the application only to equity instruments granted after November 7, 2002 that had not vested by the Transition Date. The Company didn't have equity instruments granted after November 7, 2002 that had not vested by the Transition Date.

Adjustments on transition to IFRS

Presentation differences

Some line items are described differently under IFRS compared to cGAAP. These line items are as follows (with cGAAP descriptions in brackets):

i. Exploration and evaluation assets ("Mineral property and deferred exploration expenses")
ii. Stock-based payment reserve ("Contributed surplus")

Reconciliation to previously reported financial statements
A reconciliation of the above noted changes is included in these following Statements of Financial Position and Statements of Comprehensive Loss for the dates noted below. The effects of transition from cGAAP to IFRS on the cash flow are not material; therefore a reconciliation of cash flows has not been presented.

- Transitional Statement of Financial Position Reconciliation – May 1, 2010.
- Statement of Financial Position Reconciliation – January 31, 2011.
- Statement of Loss and Comprehensive Loss Reconciliation – Three Months Ended January 31, 2011.
- Statement of Loss and Comprehensive Loss Reconciliation – Nine Months Ended January 31, 2011.
- Statement of Financial Position Reconciliation – April 30, 2011.
- Statement of Loss and Comprehensive Loss Reconciliation – Year Ended April 30, 2011.

(In Canadian Dollars)

12. TRANSITION TO IFRS (cont'd…)

The May 1, 2010 unaudited cGAAP statement of financial position has been reconciled as follows:

	May 1, 2010		
	GAAP	**Effect of transition to IFRS**	**IFRS**
ASSETS			
Current assets			
Cash	$ 80	$ -	$ 80
Accounts receivable	801	-	801
Prepaid expenses	5,745	-	5,745
	6,626	-	6,626
Equipment	9,715	-	9,715
Exploration and evaluation assets	2,064,751	-	2,064,751
	$ 2,081,092	$ -	$ 2,081,092
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	$ 251,723	$ -	$ 251,723
Loans payable	27,000		27,000
	278,723	-	278,723
Loans payable	205,000	-	205,000
	483,723	-	483,723
SHAREHOLDERS' EQUITY			
Share capital	2,193,305	-	2,193,305
Share-based payments reserve	20,000	-	20,000
Deficit	(615,936)	-	(615,936)
	1,597,369	-	1,597,369
	$ 2,081,092	$ -	$ 2,081,092

(In Canadian Dollars)

12. TRANSITION TO IFRS (cont'd…)

The January 31, 2011 unaudited cGAAP Statement of Financial Position has been reconciled to IFRS as follows:

	January 31, 2011		
	GAAP	**Effect of transition to IFRS**	**IFRS**
ASSETS			
Current assets			
Cash	$ 1,647	$ -	$ 1,647
Accounts receivable	390	-	390
Prepaid expenses	5,745	-	5,745
	7,782	-	7,782
Deferred financing costs	24,000	-	24,000
Equipment	8,074	-	8,074
Exploration and evaluation assets	2,066,681	-	2,066,681
	$ 2,106,537	$ -	$ 2,106,537
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	$ 108,168	$ -	$ 108,168
Loans payable	205,000	-	205,000
	313,168	-	313,168
SHAREHOLDERS' EQUITY			
Share capital	2,355,705	-	2,355,705
Special warrants	79,903	-	79,903
Share-based payments reserve	20,000	-	20,000
Deficit	(662,239)	-	(662,239)
	1,793,369	-	1,793,369
	$ 2,106,537	$ -	$ 2,106,537

(In Canadian Dollars)

12. TRANSITION TO IFRS (cont'd…)

The April 30, 2011 unaudited cGAAP Statement of Financial Position has been reconciled to IFRS as follows:

	April 30, 2011		
	GAAP	**Effect of transition to IFRS**	**IFRS**
ASSETS			
Current assets			
Cash	$ 2,597	$ -	$ 2,597
Accounts receivable	390	-	390
Prepaid expenses	5,745	-	5,745
	8,732	-	8,732
Deferred financing costs	24,000	-	24,000
Equipment	7,526	-	7,526
Exploration and evaluation assets	2,067,256	-	2,067,256
	$ 2,107,514	$ -	$ 2,107,514
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	$ 138,621	$ -	$ 138,621
Loans payable	196,500	-	196,500
	335,121	-	335,121
SHAREHOLDERS' EQUITY			
Share capital	2,435,608	-	2,435,608
Share-based payments reserve	20,000	-	20,000
Deficit	(683,215)	-	(683,215)
	1,772,393	-	1,772,393
	$ 2,107,514	$ -	$ 2,107,514

(In Canadian Dollars)

12. TRANSITION TO IFRS (cont'd…)

The cGAAP unaudited Statement of comprehensive loss for the three month period ended January 31, 2011 has been reconciled to IFRS as follows:

	Three Months Ended January 31, 2011		
	GAAP	Effect of transition to IFRS	IFRS
EXPENSES			
Amortization	$ 547	$ -	$ 547
Office and miscellaneous	216	-	216
Professional fees	11,120	-	11,120
Rent	3,262	-	3,262
Telecommunication	(485)	-	(485)
Loss and comprehensive loss for the period	$ 14,660	$ -	$ 14,660

The cGAAP unaudited Statement of comprehensive loss for the nine month period ended January 31, 2011 has been reconciled to IFRS as follows:

	Nine Months Ended January 31, 2011		
	GAAP	Effect of transition to IFRS	IFRS
EXPENSES			
Amortization	$ 1,641	$ -	$ 1,641
Office and miscellaneous	1,437	-	1,437
Professional fees	12,371	-	12,371
Rent	29,817	-	29,817
Telecommunication	1,037	-	1,037
Loss and comprehensive loss for the period	$ 46,303	$ -	$ 46,303

(In Canadian Dollars)

12. TRANSITION TO IFRS (cont'd…)

The cGAAP unaudited Statement of comprehensive loss for the year ended April 30, 2011 has been reconciled to IFRS as follows:

	Year ended April 30, 2011		
	GAAP	**Effect of transition to IFRS**	**IFRS**
EXPENSES			
Amortization	$ 2,189	$ -	$ 2,189
Office and miscellaneous	2,185	-	2,185
Professional fees	31,317	-	31,317
Rent	30,450	-	30,450
Telecommunication	1,138	-	1,138
Loss and comprehensive loss for the year	$ 67,279	$ -	$ 67,279

CERTIFICATE OF THE COMPANY

Dated: April 16, 2012

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of British Columbia and Alberta.

"*Albert R. Timcke*"	"*David A. Cross*"
ALBERT R. TIMCKE Chief Executive Officer	DAVID A. CROSS Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*Dennis I. Espadilla*"	"*Jason E. Leikam*"
DENNIS I. ESPADILLA Director	JASON E. LEIKAM Director

CERTIFICATE OF THE PROMOTER

Dated: April 16, 2012

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of British Columbia and Alberta.

"*Albert R. Timcke*"

ALBERT R. TIMCKE
Promoter

CERTIFICATE OF THE AGENT

Dated: April 16, 2012

To the best of our knowledge, information and belief, this amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by the securities legislation of British Columbia and Alberta.

GLOBAL SECURITIES CORPORATION

Per: "*Douglas R. Garrod*"

Douglas R. Garrod
President