SIGNAL EXPLORATION INC.

Financial Statements

December 31, 2012

(Expressed in Canadian Dollars)

SATURNA GROUP
CHARTERED ACCOUNTANTS LLP

1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Signal Exploration Inc.

We have audited the accompanying financial statements of Signal Exploration Inc. which comprise the statements of financial position as at December 31, 2012 and 2011 and the statements of comprehensive loss, changes in equity, and cash flows for the years then ended, and the related notes comprising 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 International Financial Reporting Standards, 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 auditor's 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 involves evaluating the appropriateness of the 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 Signal Exploration Inc. as at December 31, 2012 and 2011 and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Signal Exploration Inc. to continue as a going concern.

Saturna Group LLP

Saturna Group Chartered Accountants LLP

Vancouver, Canada

April 24, 2013

SIGNAL EXPLORATION INC.
Statements of Financial Position
(Expressed in Canadian Dollars)

	December 31, 2012 $	December 31, 2011 $
Assets		
Current assets		
Cash	162,087	516,350
HST receivable	32,556	17,423
Total current assets	194,643	533,773
Non-current assets		
Exploration and evaluation assets (Note 3)	335,038	150,781
Total assets	529,681	684,554
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	22,080	24,582
Due to related parties (Note 4)	–	49,155
Deferred income taxes (Note 8)	8,792	–
Total liabilities	30,872	73,737
Shareholders' equity		
Share capital	775,026	775,026
Share-based payment reserve	112,407	112,407
Warrant reserve	35,424	35,424
Deficit	(424,048)	(312,040)
Total shareholders' equity	498,809	610,817
Total liabilities and shareholders' equity	529,681	684,554

Nature of operations and continuance of business (Note 1)

Approved and authorized for issue by the Board of Directors on April 24, 2013.

/s/ "Barry Hartley" *   /s/ "Brent Hahn"*

Barry Hartley, Director   Brent Hahn, Director

(The accompanying notes are an integral part of these financial statements)

SIGNAL EXPLORATION INC.
Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended December 31, 2012 $	Year ended December 31, 2011 $
Expenses		
General and administrative	29,341	109,010
Impairment of exploration and evaluation asset (Note 3)	17,919	–
Management fees (Note 4)	48,000	40,000
Property investigation costs	7,956	–
Stock-based compensation (Note 5)	–	112,407
Total expenses	103,216	261,417
Net loss before income taxes	(103,216)	(261,417)
Deferred income tax expense (Note 8)	(8,792)	–
Net and comprehensive loss	(112,008)	(261,417)
Basic and diluted loss per share	(0.01)	(0.04)
Weighted average shares outstanding	10,350,000	6,547,342

(The accompanying notes are an integral part of these financial statements)

SIGNAL EXPLORATION INC.
Statements of Changes in Equity
Years ended December 31, 2012 and 2011
(Expressed in Canadian Dollars)

	Share capital		Share subscriptions receivable	Share-based payment reserve	Warrant reserve	Deficit	Total shareholders' equity
	Number	Amount $	$	$	$	$	$
Balance, December 31, 2010	6,280,000	226,000	(48,000)	–	–	(50,623)	127,377
Common shares issued for cash	4,070,000	580,500	48,000	–	–	–	628,500
Share issuance costs	–	(91,974)	–	–	35,424	–	(56,550)
Capital contributions	–	60,500	–	–	–	–	60,500
Fair value of stock options granted	–	–	–	112,407	–	–	112,407
Net loss	–	–	–	–	–	(261,417)	(261,417)
Balance, December 31, 2011	10,350,000	775,026	–	112,407	35,424	(312,040)	610,817
Net loss	–	–	–	–	–	(112,008)	(112,008)
Balance, December 31, 2012	10,350,000	775,026	–	112,407	35,424	(424,048)	489,809

(The accompanying notes are an integral part of these financial statements)

SIGNAL EXPLORATION INC.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended December 31, 2012 $	Year ended December 31, 2011 $
Cash provided by (used in):		
Operating activities		
Net loss	(112,008)	(261,417)
Adjustments to net loss for non-cash items:		
Deferred income tax expense	8,792	–
Impairment of exploration and evaluation assets	17,919	–
Stock-based compensation	–	112,407
Changes in non-cash working capital items:		
HST receivable	(15,133)	241
Accounts payable and accrued liabilities	(2,502)	17,441
Due to related parties	(49,155)	41,045
Net cash used in operating activities	(152,087)	(90,283)
Investing activities		
Exploration and evaluation asset expenditures	(202,176)	(26,245)
Net cash used in investing activities	(202,176)	(26,245)
Financing activities		
Proceeds from issuance of common shares	–	628,500
Share issuance costs	–	(56,550)
Contributed capital	–	60,500
Net cash provided by financing activities	–	632,450
Increase (decrease) in cash	(354,263)	515,922
Cash, beginning of year	516,350	428
Cash, ending of year	162,087	516,350
Non-cash investing and financing activities:		
Fair value of warrants issued for share issuance costs	–	35,424
Supplemental disclosures:		
Interest paid	–	–
Income taxes paid	–	–

(The accompanying notes are an integral part of these financial statements)

1. Nature and continuance of operations

   Signal Exploration Inc. (the "Company") was incorporated in the province of British Columbia on March 9, 2010. The Company is a resource exploration company that is in the business of acquiring and exploring mineral properties. On December 28, 2011, the Company completed an Initial Public Offering ("IPO") and its shares commenced trading on the TSX-Venture Exchange (TSX-V) on January 9, 2012. The Company's registered address is 1021 Kilmer Road, North Vancouver, BC, V7K 1P9.

   These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at December 31, 2012, the Company has not generated any revenue and has incurred losses since inception. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors and/or private placements of common stock. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant accounting policies

   (a) Basis of preparation

   The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The financial statements have been prepared on a historical cost basis, modified where applicable. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

   (b) Use of estimates and judgments

   The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

   Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

   Significant areas requiring the use of estimates include the recoverability of exploration and evaluation assets, fair value of stock-based compensation, and deferred income tax asset valuation allowances.

   The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

2. Significant accounting policies (continued)

(c) Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(d) Foreign currency translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in profit or loss.

(e) Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are charged to operations.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Farm outs

The Company does not record any expenditures made by the farmee in its accounts. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but re-designates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized.

(f) Restoration, rehabilitation, and environmental obligations

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

2. Significant accounting policies (continued)

(f) Restoration, rehabilitation, and environmental obligations (continued)

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit of production or the straight line method. The obligation is increased for the accretion and the corresponding amount is recognized in profit or loss.

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

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

As at December 31, 2012, the Company has no material restoration, rehabilitation and environmental obligations.

(g) Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2. Significant accounting policies (continued)

(h) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. When expenditures are renounced to flow through share investors, the deferred income tax liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

(i) Financial instruments

(i) Non-derivative financial assets

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets at fair value through profit or loss

Financial assets are classified as fair value through profit or loss when the financial asset is held for trading or it is designated as fair value through profit or loss. A financial asset is classified as held for trading if: (i) it has been acquired principally for the purpose of selling in the near future; (ii) it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit taking; or (iii) it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as fair value through profit or loss are stated at fair value with any gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. Cash is classified as fair value through profit or loss.

Held-to-maturity investments

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company does not have any assets classified as held-to-maturity investments.

2. Significant accounting policies (continued)

(i) Financial instruments (continued)

(i) Non-derivative financial assets (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company does not have any assets classified as available-for-sale.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables are comprised of HST receivable.

Impairment of financial assets

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income or loss are reclassified to profit or loss in the period. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted. For marketable securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered to be objective evidence of impairment.

For all other financial assets objective evidence of impairment could include:
- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

2. Significant accounting policies (continued)

   (i) Financial instruments (continued)

      (i) Non-derivative financial assets (continued)

      With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. In respect of available-for-sale equity securities, impairment losses previously recognized through profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

      (ii) Non-derivative financial liabilities

      The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade at which the Company becomes a party to the contractual provisions of the instrument.

      The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

      Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

      The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities and amounts due to related parties.

      Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

      (iii) Share capital

      Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

   (j) Loss per share

   Basic loss per share is calculated by dividing net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is determined by adjusting the net loss attributable to common shares and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares. As at December 31, 2012 and 2011, the Company had 1,377,000 potential dilutive shares outstanding.

2. Significant accounting policies (continued)

(k) Share-based payments

The Company grants share-based awards to employees, directors and consultants as an element of compensation. The fair value of the awards is recognized over the vesting period as share-based compensation expense and contributed surplus. The fair value of share-based payments is determined using the Black-Scholes option pricing model using estimates at the date of the grant. At each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognized in the statement of income with a corresponding entry within equity, against contributed surplus. No expense is recognized for awards that do not ultimately vest. When stock options are exercised, the proceeds received, together with any related amount in contributed surplus, are credited to share capital.

Share-based payments arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, unless the fair value cannot be estimated reliably. If the Company cannot reliably estimate the fair value of the goods or services received, the Company will measure their value by reference to the fair value of the equity instruments granted.

(l) Comprehensive loss

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in profit or loss. The Company does not have items representing comprehensive income or loss.

(m) Accounting standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2012 and have not been applied in preparing these financial statements.

New standard IFRS 9, "Financial Instruments"

New standard IFRS 10, "Consolidated Financial Statements" and IFRS 12 "Disclosure of interests in Other Entities"

New standard IFRS 11, "Joint Arrangements"

New standard IFRS 13, "Fair Value Measurement"

Amendments to IAS 1, "Presentation of Financial Statements"

Interpretation 20 "Stripping Costs in the Production Phase of a Surface Mine"

The Company has not early adopted these new and revised standards and is currently assessing the impact that these standards will have on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

(In Canadian Dollars)

3. Exploration and evaluation assets

Scotch Creek Property:	2012 $	2011 $
Acquisition costs:		
Balance, beginning	12,000	12,000
Balance, ending	12,000	12,000
Exploration costs:		
Balance, beginning	138,781	112,536
Geological and reports	184,257	26,245
Balance, ending	323,038	138,781
	335,038	150,781

The Company has a 100% interest in the Scotch Creek Property located in British Columbia.

Tara Property

On May 10, 2012 the Company entered into an option agreement to earn a 51% interest in the Tara Property by paying $7,000 in cash and incurring exploration expenses of $20,000 before December 31, 2012. The Company can earn an additional 24% in the Tara Property by incurring an additional $300,000 in exploration expenses before December 31, 2016. The Company decided not to pursue this agreement and related costs totalling $17,919 was expensed in the statement of comprehensive loss.

4. Related party transactions

(a) As at December 31, 2012, the amount of $nil (2011 - $24,808) is owed to the Chief Executive Officer of the Company which is unsecured, non-interest bearing, and due on demand.

(b) As at December 31, 2012, the amount of $nil (2011 - $24,347) is owed to the President of the Company which is unsecured, non-interest bearing, and due on demand.

(c) During the year ended December 31, 2012, the Company incurred $48,000 (2011 - $40,000) to companies controlled by the Chief Executive Officer and President of the Company as compensation for management fees.

5. Share capital and reserves

Common shares

Authorized: unlimited common shares without par value

Common share issuances:

(a) On December 28, 2011 the Company issued 2,103,000 common shares and 1,667,000 flow through shares at $0.15 per share in its IPO for gross proceeds of $565,500. The Company incurred share issuance cost of $91,974 with respect to its IPO. The share issuance costs consisted of $56,550 in cash commissions and $35,424 in the fair value of broker's warrants.

(b) During the year ended December 31, 2011, companies controlled by the Company's Chief Executive Officer and President contributed $30,250 each in additional capital to the Company without being issued any additional shares.

(c) On April 1, 2011, the Company issued 300,000 shares at $0.05 per share for proceeds of $15,000 to three directors of the Company.

Stock options

Pursuant to the Company's stock option plan dated June 30, 2011, the Company may grant stock options to directors, senior officers, employees and consultants. The maximum aggregate number of common shares which may be reserved for issuance as optioned shares at any time is 10% of the issued common shares. The exercise price of any stock options granted under the plan shall be determined by the Board, but may not be less than the market price of the common shares on the Exchange on the date of grant (less any discount permissible under Exchange rules), subject to a minimum exercise price of $0.10 per share. The term of any stock options granted under the plan shall be determined by the Board at the time of grant but may not exceed five years. The plan contains no vesting requirements, but permits the Board to specify a vesting schedule at its discretion.

On October 31, 2011, the Company granted 1,000,000 options to the directors of the Company. The options vested upon grant, are exercisable for a period of five years, and have an exercise price of $0.15 per share. The grant date fair value of $112,407 was calculated using the Black-Scholes option pricing model and the following assumptions: expected life of 5 years, volatility of 100%, a dividend yield of 0% and a risk free interest rate of 2%.

As at December 31, 2012 the Company had 1,000,000 issued and outstanding stock options with an exercise price of $0.10. The weighted average contractual life of these stock options was 3.8 years.

Warrants

On December 28, 2011, the Company issued 377,000 broker's warrants with respect to its IPO. The warrants vested upon issuance, are exercisable for a period of three years and have an exercise price of $0.15 per share. The grant date fair value of $35,424 was calculated using the Black-Scholes option pricing model and the following assumptions: expected life of 3 years, volatility of 100%, a dividend yield of 0%, and a risk free interest rate of 2.25%.

As at December 31, 2012, the Company had 377,000 outstanding warrants with an exercise price of $0.15. The weighted average contractual life of these warrants was 2 years.

6. Financial instruments and risks

(a) Fair values

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into a hierarchy based on the degree to which the fair value is observable. Level 1 fair value measurements are derived from unadjusted, quoted prices in active markets for identical assets or liabilities. Level 2 fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability directly or indirectly. Level 3 fair value measurements are derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data. As at December 31, 2012 and 2011, the fair value of financial instruments, measured on a recurring basis includes cash determined based on Level 1 inputs, consisting of quoted prices in active markets for identical assets.

The fair values of other financial instruments, which include HST receivable, accounts payable and accrued liabilities, and due to related parties approximate their carrying values due to the short-term to maturities of these financial instruments.

(b) 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 not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(c) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and amounts receivable. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. HST receivable consists of HST refunds due from the Government of Canada.

(d) Foreign exchange rate risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company has no assets or liabilities denominated in foreign currencies; therefore, is not exposed to foreign exchange risk.

(e) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financings will be on terms acceptable to the Company.

(f) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

(In Canadian Dollars)

7. Capital management

The Company's capital structure consists of cash and equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support 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 interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire interests 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. There were no changes in the Company's approach to capital management since inception. The Company is not subject to externally imposed capital requirements.

8. Income taxes

The actual income tax provisions differ from the expected amounts calculated by applying the Canadian combined federal and provincial corporate income tax rates to the loss before income taxes. The components of these differences are as follows:

	2012 $	2011 $
Canadian statutory income tax rate	25%	26.5%
Income tax recovery at statutory rate	(25,804)	(69,276)
Tax effect of:		
Permanent differences	1,629	29,788
Share issuance costs not recognized	–	(14,985)
Flow-through expenditures renounced	62,513	36,570
Change in enacted tax rates	–	1,013
Change in valuation allowance	(29,546)	16,890
Income tax provision	8,792	–

The significant components of deferred income tax assets and liabilities are as follows:

	2012 $	2011 $
Deferred income tax asset (liability):		
Non-capital losses carried forward	66,485	52,736
Share issuance costs	8,483	11,310
Exploration and evaluation assets	(83,760)	(34,500)
Valuation allowance	–	(29,546)
Deferred income tax liability	(8,792)	–

(In Canadian Dollars)

8. Income taxes (continued)

As at December 31, 2012, the Company has non-capital losses carried forward of $265,942, which are available to offset future years' taxable income. These losses expire as follows:

	$
2030	50,623
2031	160,320
2032	54,999
	265,942