TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars, unless otherwise stated)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

Notice of no auditor review of the condensed interim consolidated financial statements

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

I N D E X

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
(UNAUDITED)

	June 30, 2015	March 31, 2015 (audited)
ASSETS		
CURRENT		
Cash	$ 753	$ 348
Accounts receivable	892	937
Prepaid expenses	6,568	8,471
	8,213	9,756
MINERAL PROPERTIES (note 7)	32,888	129,238
MACHINERY AND EQUIPMENT (note 5)	5,679	6,598
	$ 46,780	$ 145,592
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (notes 9)	$ 170,924	$ 213,660
Due to related parties (note 6)	23,498	9,016
Notes payable (note 4)	70,562	71,292
	264,984	293,968
SHAREHOLDERS' DEFICIENCY		
SHARE CAPITAL (note 8 (a))	3,827,813	3,827,813
UNITS AND SHARES TO BE ISSUED (note 8 (e))	8,750	8,750
RESERVE FOR WARRANTS (note 8 (b) and (c))	11,500	11,500
RESERVE FOR SHARE-BASED PAYMENTS (note 8 (d))	159,497	179,247
CONTRIBUTED SURPLUS (note 8 (a))	533,705	501,455
FOREIGN CURRENCY TRANSLATION RESERVE	(37,514)	(29,024)
DEFICIT	(4,721,955)	(4,648,117)
	(218,204)	(148,376)
	$ 46,780	$ 145,592

NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS (note 1)
EVENTS AFTER THE REPORTING DATE (note 16)

Approved by the Board:

(Signed) "*Paul Ankcorn*", Director

(Signed) "*D. Mark Appleby*", Director

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
(UNAUDITED)

	For the three months ended June 30, 2015	June 30, 2014
EXPENSES		
Management and consulting fees (note 9)	$ 39,872	$ 40,500
Depreciation	241	283
Directors fees (note 9)	6,000	12,000
Foreign exchange gain	(449)	(123)
Interest and bank charges	158	206
Interest on notes payable (note 4)	2,032	2,700
Share-based payments (note 8 (e))	12,500	-
Office, general and administration (note 9)	13,427	5,940
Professional fees	57	900
Net loss for the period	73,838	62,406
Other comprehensive loss		
Exchange difference on translation of foreign operations	8,490	4,326
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	$ 82,328	$ 66,732
Basic and diluted loss per share (note 15)	$ 0.002	$ 0.002
Weighted average number of common shares outstanding	43,184,982	35,358,882

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIENCY
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

	Share capital		Reserve for						
	Shares	Amount	Units and shares to be issued	Share-based payments	Warrants	Currency translation	Contributed surplus	Accumulated deficit	Total
Balance, April 1, 2015	43,184,982	$ 3,827,813	$ 8,750	$ 179,247	$ 11,500	($ 29,024)	$ 501,455	($ 4,648,117)	($ 148,376)
Modification of stock options	-	-	-	12,500	-	-	-	-	12,500
Expiry of stock options	-	-	-	(32,250)	-	-	32,250	-	-
Exchange difference on translation of foreign operations	-	-	-	-	-	(8,490)	-	-	(8,490)
Net loss for the period	-	-	-	-	-	-	-	(73,838)	(73,838)
Balance, June 30, 2015	43,184,982	$ 3,827,813	$ 8,750	$ 159,497	$ 11,500	($ 37,514)	$ 533,705	($ 4,721,955)	($ 218,204)

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIENCY
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2014

	Share capital			Reserve for					
	Shares	Amount	Units and shares to be issued	Share-based payments	Warrants	Currency translation	Contributed surplus	Accumulated deficit	Total
Balance, April 1, 2014	35,358,882	$ 3,658,291	$ 8,750	$ 179,247	$ 3,940	($ 30,691)	$ 329,555	($ 4,293,577)	($ 144,485)
Expiry of warrants issued in private placements	-	-	-	-	(3,868)	-	3,868	-	-
Expiry of finders compensation warrants	-	-	-	-	(72)	-	72	-	-
Exchange difference on translation of foreign operations	-	-	-	-	-	(4,326)	-	-	(4,326)
Net loss for the year	-	-	-	-	-	-	-	(62,406)	(62,406)
Balance, June 30, 2014	35,358,882	$ 3,658,291	$ 8,750	$ 179,247	$ -	($ 35,017)	$ 333,495	($ 4,355,983)	($ 211,217)

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

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(UNAUDITED)

	For the three months ended June 30, 2015	June 30, 2014
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:		
Net loss for the periods	($ 73,838)	($ 62,406)
Add items not affecting cash:		
Depreciation	241	283
Share-based payments	12,500	-
Foreign exchange	(2,192)	534
Net changes in non-cash working capital balances:		
Decrease in accounts receivable	45	26
Decrease in prepaid expenses	1,903	89
Increase (decrease) in accounts payable and accrued liabilities	(42,736)	7,477
Cash used in operations	(104,077)	(53,997)
CASH PROVIDED BY INVESTING ACTIVITIES:		
Proceeds from farm-out of interest in mineral properties	90,000	50,000
Cash provided by investing	90,000	50,000
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES:		
Increase (decrease) in due to related parties	14,482	(13,000)
Cash provided by (used in) financing	14,482	(13,000)
NET (DECREASE) INCREASE IN CASH POSITION	405	(16,997)
CASH POSITION AT BEGINNING OF THE PERIOD	348	17,286
CASH POSITION AT END OF THE PERIOD	$ 753	$ 289
Supplemental disclosure of non-cash transactions:		
Revaluation of fair value of modified share-based payments	$ 12,500	$ -
Fair value of expired stock options reclassified to contributed surplus	$ 32,250	$ -
Fair value of expired warrants reclassified to contributed surplus	$ -	$ 3,940

1. NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS:

Tartisan Resources Corp. ("Tartisan" or the "Company") was incorporated on March 18, 2008 under the Business Corporations Act (Ontario). The Company's registered office is at 20 Adelaide Street East, Suite 301, Toronto, Ontario, M5C 2T6 and is listed on the Canadian Stock Exchange, trading under the symbol "TTC".

The Company is in the business of acquiring, exploring for and developing mineral properties in Peru. Substantially all of the efforts of the Company are devoted to these business activities. To date the Company has not earned significant revenue and is considered to be in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assume 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 business of mining and exploring for minerals involves a high degree of risk and there is no guarantee that the Company's exploration programs will yield positive results or that the Company will be able to obtain the necessary financing to carry out the exploration and development of its mineral property interests.

Although the Company has taken steps to verify title to the properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

The Company incurred a net loss of $73,838 for the three months ended June 30, 2015 (three months ended June 30, 2014 - $62,406) and has an accumulated deficit of $4,721,955 as at June 30, 2015 (March 31, 2015- $4,648,117), and expects to incur further losses in the development of its business, all of which casts substantial doubt upon the Company's ability to continue as a going concern. The Company will require additional financing in order to conduct its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due.

These consolidated financial statements have been prepared on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business.

While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these consolidated financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these consolidated financial statements.

2. BASIS OF PRESENTATION:

Statement of Compliance

The unaudited condensed interim consolidated financial statements for Tartisan Resources Corp. for the three months ended June 30, 2015 have been prepared in accordance and compliance with International Financial Reporting Standards (collectively "IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, "Interim Financial Reporting".

2. BASIS OF PRESENTATION (continued):

Statement of Compliance (continued)

These consolidated financial statements have been prepared on a historical cost basis. These unaudited interim condensed consolidated financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2015.

These condensed interim consolidated financial statements were approved and authorized by the board of directors for issue on August 31, 2015.

Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are stated at fair value.

Presentation Currency

These consolidated financial statements are presented in Canadian dollars, which is the presentation currency of the Company. The functional currency of the Peruvian subsidiary is the Peruvian Nuevo Sol.

Use of Estimates and Judgement

The preparation of consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

Significant estimates and judgements used in the preparation of these consolidated financial statements include, but are not limited to, the recoverability of mineral properties, warrant and stock option valuations, management's going concern assessment, and the determination of functional currency. Actual results could differ from management's best estimates.

3. SIGNIFICANT ACCOUNTING POLICIES:

RECENT STANDARDS ISSUED AND NOT YET EFFECTIVE

IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 reflects the IASB's work to date on the replacement of Financial Instruments: Recognition and measurement ("IAS 39"), and applies to the classification and measurement of financial assets and financial liabilities as defined in IAS 39. In November 2013, the IASB issued a new version of IFRS 9 (IFRS 9 (2013)) which includes the new hedge accounting requirements and some related amendments to IAS 39, Financial Instruments – Recognition and Measurement and IFRS 7, Financial Instruments – Disclosures. IFRS 9 has effective date for the period beginning January 1, 2018.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

4. NOTES PAYABLE:

	June 30, 2015	March 31, 2015
Gateway Solutions S.A.C. (a)	$ 43,562	$ 44,292
Other individuals (b), (c) and (e)	27,000	27,000
	$ 70,562	$ 71,292

a) The Company entered into an arrangement with Gateway Solutions S.A.C. in fiscal 2013. Whereby, Gateway Solutions S.A.C. provided a loan to the Company in the amount of USD$34,922, bearing interest at a rate of 12% per annum. In addition, 25,000 common shares have been agreed to be issued as part of a financing fee with a deemed value of $0.15 per share for an aggregate deemed value of $3,750. The foregoing shares have been classified as shares to be issued in the interim condensed consolidated statement of financial position as of June 30, 2015 and March 31, 2015 and expensed as a financing fee in the consolidated statement of comprehensive loss in the year ended March 31, 2013. The shares are to be issued to a significant shareholder of Gateway Solutions S.A.C. The Company also guarantees that it will contract Gateway Solutions S.A.C. to manage and operate all of its future Peruvian exploration projects; including any drilling to be performed. The amounts are due on demand. Tartisan commits that it will repay the total amount owed to Gateway Solutions S.A.C. within two weeks of announcing cumulative placements from February 2, 2013 that total more than $350,000. As of June 30, 2015, accounts payable and accrued liabilities include $2,595 (March 31, 2015- $1,311) of accrued interest with respect to the foregoing note payable

b) The Company issued a promissory note in the principal amount of $25,000 to an unrelated individual, bearing interest at a rate of 1% per month and is due on demand. As of June 30, 2015, accounts payable and accrued liabilities include $194 (March 31, 2015- $945) of accrued interest with respect to the foregoing note payable.

c) The Company issued a promissory note in the principal amount of $35,000 to an unrelated individual, bearing interest at a rate of 1% per month and was due on August 11, 2013. The promissory note was guaranteed by an officer of the Company. During 2014, a financing fee of $5,000 was charged to the Company bringing the aggregate note payable balance to $40,000.

   On April 23, 2014, the foregoing note holder filed a statement of claim against the Company and its Chief Executive Officer. The individual is seeking repayment of the note payable in the amount of $42,400, punitive damages in the amount of $50,000 plus costs. A settlement of $52,500 was reached through the year ended March 31, 2015 and the note was discharged accordingly.

d) The Company issued a promissory note in the principal amount of $6,250 to a director of the Company, bearing interest at a rate of 4% per month and is due January 22, 2015, or at its option to credit the holder with $8,000 after the closing of the next private placement. During 2015, the Company issued 1,540,000 common shares with a fair value of $30,800, in aggregate, for partial settlement of the foregoing note payable plus accrued interest for an aggregate settlement amount of $4,250. Accordingly, an increase in contributed surplus in the amount of $46,200 was recognized in the consolidated statement of changes in equity for the year ended March 31, 2015.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

4. NOTES PAYABLE (continued):

e) The Company issued a non-interest bearing promissory note in the principal amount of $6,250 to an unrelated individual of the Company, and is due on demand. During 2015, the Company issued 160,000 common shares with a fair value of $3,200, in aggregate, for settlement of the foregoing note payable plus a financing fee of $1,750 for an aggregate settlement amount of $8,000. Accordingly, a gain on settlement of debt in the amount of $4,800 was recognized in the consolidated statement of changes in equity for the year ended March 31, 2015.

5. MACHINERY AND EQUIPMENT:

		Machinery and Equipment
Cost		
As at April 1, 2014	$	13,626
Additions		-
Disposals		-
Effect of foreign exchange		553
As at March 31, 2015	$	14,179
Additions		-
Disposals		-
Effect of foreign exchange	(	678)
As at June 30, 2015	$	13,501
Accumulated depreciation		
As at April 1, 2014	$	6,732
Depreciation expense		849
Effect of foreign exchange		-
As at March 31, 2015	$	7,581
Depreciation expense		241
Effect of foreign exchange		-
As at June 30, 2015	$	7,822
Net book value		
As at March 31, 2015	$	6,598
As at June 30, 2015	$	5,679

6. DUE TO RELATED PARTIES:

The amounts due are interest free with no specified terms of repayment. The amounts are due to officers and directors of the Company.

7. MINERAL PROPERTIES AND COMMITMENTS:

The Company, through its wholly-owned Peruvian subsidiary, Minera, has a 100% interest in 9 (2015 - 9) mining concessions in Peru, covering approximately 4,360 (2014- 4,360) hectares. During 2013, the Company made its final option payment of US $100,000 towards the La Victoria property in Peru. This payment secured a 100% unencumbered interest in two key mining concessions that form part of the property. The mineral rights for the entire property area are now owned 100% by Tartisan with no residual ownership royalties.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

7. MINERAL PROPERTIES AND COMMITMENTS (continued):

Accumulated mineral property costs have been incurred as follows:

Balance, April 1, 2014	$ 224,502
Proceeds on farm-out of mineral properties	(100,000)
Effect of foreign exchange	4,736
Balance, March 31, 2015	129,238
Proceeds on farm-out of mineral properties	(90,000)
Effect of foreign exchange	(6,350)
Balance, June 30, 2015	$ 32,888

LA VICTORIA

La Victoria Property (the "Property") is located in the department of Ancash, in Perú, covering an aggregate area of 3,760 (2014- 3,760) hectares. The Property consists of 8 (2014- 8) mineral concessions. The Company made cash payments of $202,101, in aggregate, to acquire La Victoria's core mineral concessions.

On July 3, 2014, the Company entered into a farm-out arrangement; whereby, the Company granted Eloro Resources Ltd. ("Eloro") with an option, as amended on November 28, 2014, June 4, 2015 and June 24, 2015, to earn a 60% interest in the La Victoria Property. In order for Eloro to earn its interest in the Property, Eloro must make the following option payments and incur exploration expenditures, as follows:

To earn a 60% interest:

Date	Option Payments	Exploration Expenditures
On closing (received)	$ 50,000	$ -
July 3, 2015 (received)	50,000	-
June 5, 2015 (received)	75,000	-
September 1, 2015 ($25,000 received in advance; $10,000 received subsequent to June 30, 2015)	45,000	-
January 3, 2016 (extended from July 3, 2015)	-	43,578
January 3, 2017 (extended from July 3, 2016)	50,000	350,000
January 3, 2018 (extended from July 3, 2017)	-	400,000
January 3, 2019 (extended from July 3, 2018)	-	500,000
	$ 270,000	$ 1,293,578

During the term of the option, if the Company is granted an additional concession, which is currently pending, consisting of 600 hectares, it will be added to the option and Eloro must make additional exploration expenditures of $206,422 to earn its interest in La Victoria.

7. MINERAL PROPERTIES AND COMMITMENTS (continued):

LA VICTORIA (continued)

If either party acquires an interest in any property within 5 kilometers of La Victoria, the acquirer must offer the other part the opportunity to participate in the acquisition up to its participating interest. Until Eloro earns a 60% interest, Eloro will be deemed to have a 60% interest and the Company will be deemed to have a 40% participating interest. In the event that the agreement is terminated before Eloro earns its 60% interest, Eloro shall transfer its interest in any additional properties within the area of interest to the Company.

Upon Eloro earning its 60% interest, a joint venture will deemed to be formed to explore and develop La Victoria and the parties will use their best efforts to enter into a joint venture agreement. If a party does not fund its proportionate share of the approved work plan and budget and the other party funds at least 80%, their interest will be diluted and when their interest is diluted to less than 10%, the party's interest shall be reduced to a 2% net smelter royalty on all production. The other party will have the option to reduce the royalty from 2% to 1.5% by making a payment of $1,000,000. Each party shall have the right of first refusal on the sale of the other party's interest.

Under Peruvian law, the concessions acquired from the government remain in good standing as long as the annual registration payments ($3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

In addition, concession holders must reach an annual production of a least US $100 per hectare in gross sales within six years from January 1st of the year following the date the title was granted. If there is no production on the claim within that period, the concession holder must pay a penalty of US $6 per hectare under the general regime, US $1 for small scale miners, and US $0.50 for artisan miners, during the 7th through the 11th years following the granting of the concession. From the 12th year onwards the penalty is equal to US $20 per hectare under the general regime, US $5 per hectare for small scale miners and US $3 for artisan miners. The concession holder is exempt from the penalty if exploration expenditures incurred during the previous year were ten times the amount of the applicable penalty.

Failure to pay the licence fees or the penalty for two consecutive years will result in the forfeiture of the concession.

The Company’s mineral concessions are in good standing through to June 30, 2015. Tax and concession payments amount to approximately $33,000 per annum (2014- $33,000 per annum).

As at June 30, 2015, the Company had the following commitments:

- During 2012, the Company contracted a company to perform geophysical work on its Victoria Property for US$44,870, in aggregate. During 2012, US$28,134 of the overall balance was paid and expensed to exploration costs in the consolidated statement of comprehensive loss. The remaining balance of US$16,736 has been included in accounts payable and accrued liabilities as of June 30, 2015 and March 31, 2015.

(Expressed in Canadian dollars)

8. SHARE CAPITAL:

a) Common shares:

Authorized:

Unlimited number of common shares

(i) Issued for cash

Year ended March 31, 2015

In February 2015, the Company completed private placements and issued 400,000 units at $0.05 per unit for aggregate gross proceeds of $20,000. Each unit consisted of one common share and one common share purchase warrant exercisable at $0.10, expiring through August 2, 2016.

Pursuant to private placements in July 2014, 250,000 units at $0.07 per unit were issuable for cash proceeds received of $17,500. Each unit consists of one common share and one common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of $0.14 expiring through July 15, 2015. These units were issued in March 2015.

(ii) Issued for settlement of amounts due to related parties and debt, and share cancellation

Year ended March 31, 2015

During 2015, the Company issued 7,176,100 common shares with a fair value of $143,522 on settlement of debt amounting to $358,805. Accordingly, the Company recorded a gain on settlement of debt in the amount of $47,323 in the statement of comprehensive loss for the year ended March 31, 2015 and an amount of $167,960 in contributed surplus. 5,598,680 of the foregoing shares were issued to officers and directors of the Company and their affiliates for an aggregate settlement amount of $279,934. The gain on settlement of $167,960 has been credited to contributed surplus as these shares were issued to officers and directors of the Company, and was in essence, a capital transaction.

b) Warrants:

As of June 30, 2015, the following share purchase warrants were outstanding and exercisable:

Expiry Date	Number of Warrants	Exercise price
July 31, 2015	*1,500,000	$0.15
July 15, 2015	250,000	$0.14
August 2, 2016	400,000	$0.10
	2,150,000	

* During July 2014, the Canadian Securities Exchange consented to the extension of the expiry of these warrants from July 30, 2014 to July 30, 2015.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

8. SHARE CAPITAL (continued):

b) Warrants (continued):

A summary of the status of the warrants as of June 30, 2015 and March 31, 2015 and changes during the periods are presented below:

	Number of warrants	Weighted average exercise price ($)
Balance, April 1, 2014	2,632,857	$ 0.15
Issued pursuant to private placements (note 8 (a))	650,000	0.12
Exercised	-	-
Expired	(1,132,857)	(0.36)
Balance, March 31, 2015 and June 30, 2015	2,150,000	$ 0.14

See note 16 for warrants that expired subsequent to period-end.

c) Agent's and Finders' Warrants:

As of June 30, 2015 there were no Agent's and Finders' Warrants outstanding and exercisable.

As the value of services received could not be reliably measured, the services have been measured at the fair value of agent and finders' warrants issued using the Black-Scholes model.

A summary of the status of the Agent's and Finders Warrants as of June 30, 2015 and March 31, 2015 and changes during the periods are presented below:

	Number of Agent's and Finders Warrants	Weighted average exercise price
Balance, April 1, 2014	7,200	$ 0.20
Issued	-	-
Exercised	-	-
Expired	(7,200)	0.20
Balance, March 31, 2015 and June 30, 2015	-	$ -

d) Stock Option Plan:

On December 21, 2010, the Company's stock option plan (the "Option Plan") was approved by the Board of Directors. Pursuant to the terms of the Option Plan, the Board may designate directors, officers, employees and consultants of the Company eligible to receive options to acquire such numbers of common shares as the Board may determine, each option so granted being for a term specified by the Board up to a maximum of five years from the date of grant. The maximum number of common shares reserved for issuance for options granted under the Option Plan at any time is 10% of the issued and outstanding common shares in the capital of the Company.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

8. SHARE CAPITAL (continued):

d) Stock Option Plan (continued):

A summary of the status of the stock options as of June 30, 2015 and March 31, 2015 and changes during the periods are presented below:

	Number of options	Weighted average exercise price
Balance, April 1, 2014	2,500,000	$ 0.25
Granted	-	-
Exercised	-	-
Forfeited or cancelled	(500,000)	$ 0.25
Balance, March 31, 2015 and June 30, 2015	2,000,000	*$ 0.15

The following table summarizes the options outstanding and exercisable at June 30, 2015:

Number of Options	Exercise Price	Expiry Date
2,000,000	$0.15	October 4, 2017

* During the three months ended June 30, 2015, the Company amended the exercise price of the then outstanding options of 2,500,000, in aggregate, to $0.15 from $0.25. The foregoing modification increased the fair value of the original stock options granted by $12,500. Accordingly, the incremental fair value of $12,500, measured at the modification date, was recognized as a share-based payment expense in the statement of comprehensive loss for the three months ended June 30, 2015.

See note 16 for stock options that expired subsequent to the period-end and note 14 for commitments to grant stock options.

e) Unites to be issued:

Year ended March 31, 2014

As of April 1, 2013, 195,000 units at $0.10-$0.15 per unit were issuable for cash proceeds received of $24,250. Each unit consists of one common share and one-half of one common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of $0.20-$0.25 expiring through to April 9, 2014. During 2014, 145,000 of the foregoing units were issued. Therefore, as of March 31, 2015 and June 30, 2015 there were 50,000 units remaining to be issued for cash proceeds received of $5,000.

In addition, as of June 30, 2015 and March 31, 2015, pursuant to an arrangement with Gateway Solutions S.A.C., the Company was committed to issue 25,000 common shares with a deemed value of $0.15 per share aggregating $3,750.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

9. RELATED PARTY TRANSACTIONS:

The following related party transactions occurred and were reflected in the consolidated financial statements during the periods ended June 30, 2015 and 2014 as follows:

		2015		2014
Key management compensation:				
Management and consulting fees expense:				
Consulting fees were charged by a director and Chief Financial Officer for financial management services	$	9,000	$	9,000
Corporate administrative fees were charged by a former Chief Executive Officer and a company controlled by the individual	$	9,000	$	9,000
Management and consulting fees expense:				
Corporate administrative fees were charged by a company controlled by the Chief Executive Officer	$	15,000	$	15,000
Directors fees expense:				
Directors fees were charged by certain directors	$	6,000	$	12,000
Other related party transactions:				
Transfer agent fees were charged by a company with a common director	$	-	$	600

See notes 4, 6, 7 and 8 for additional related party information.

As of June 30, 2015, accounts payable and accrued liabilities include $18,000 (March 31, 2015 - $12,000) due to these related parties.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT:

Fair value

The Company has determined the estimated fair value of its financial instruments based on estimates and assumptions. The actual results may differ from those estimates and the use of different assumptions or methodologies may have a material effect on the estimated fair value amounts.

The fair values of cash, accounts receivable, accounts payable and accrued liabilities, due to related parties and notes payable are comparable to their carrying values due to the relatively short period to maturity of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued):

Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash. The Company’s cash is held with a Canadian Chartered bank in Perú and Canada. Management believes that the credit risk and the risk of loss with respect to cash are remote because cash deposits are placed with a major bank with strong investment-grade ratings by a primary ratings agency. The Company’s credit risk with respect to accounts receivable is not considered significant.

Liquidity risk

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2015, the Company had cash of $753 (March 31, 2015- $348) to settle current liabilities of $264,984 (March 31, 2015 - $293,968). All of the Company’s financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The ability of the Company to continue to pursue its exploration activities and continue as a going concern is dependant on its ability to secure additional equity or other financing. Accounts payable, accrued liabilities, due to related parties and notes payable are due within twelve months of the date of the consolidated statement of financial position.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company’s financial instruments. The Company is exposed to interest rate risk as the notes payable have fixed interest rates. Accordingly, the Company’s notes payable are subject to fair value risk.

Foreign currency risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company uses the Canadian dollar as its presentation currency for these consolidated financial statements. The Company operates in Peru, giving rise to exposure to market risks from changes in foreign exchange rates. The Company currently does not use derivative instruments to hedge its exposure to those risks.

Business Risk

There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company’s current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether. The success of the operations and activities are dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgment, as well as the expertise and competence of outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company’s operations and financial performance.

TARTISAN RESOURCES CORP.
(An Exploration Stage Enterprise)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(UNAUDITED)

THREE MONTHS ENDED JUNE 30, 2015

11. SEGMENTED INFORMATION:

The Company operates in a single reportable operating segment, the exploration and development of mineral properties. Segmented geographic information is as follows:

The following table allocates total assets by segment:

As at	June 30, 2015	March 31, 2015
Current		
Canada	$ 4,253	$ 5,598
Perú	3,960	4,158
	8,213	9,756
Non Current		
Canada	-	-
Perú	38,567	135,836
Total assets	$ 46,780	$ 145,592

The following table allocates net loss by segment:

	Three months ended June 30, 2015	Three months ended June 30, 2014
Canada	$ 59,980	$ 56,788
Perú	13,858	5,618
Net loss	$ 73,838	$ 62,406

12. CONTINGENT LIABILITY:

A former consultant of the Company filed a Statement of Claim against the company claiming compensation for breach of contract. During 2015, a settlement was reached whereby the Company accepted payment of $52,500 to a former consultant of the Company.

13. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES:

	June 30, 2015	March 31, 2015
Trade payables and accruals	$ 161,777	$ 198,628
GST/HST Payable	9,147	15,032
	$ 170,924	$ 213,660

14. COMMITMENTS:

On June 20, 2013, the Company authorized the issuance of 200,000 stock options to purchase 200,000 common shares of the company at the exercise price of $0.25 per share to R.M. Communications Inc. These options have not yet been granted.

14. COMMITMENTS (continued):

On March 27, 2015, the Company authorized the grant of 400,000 stock options with an exercise price of $0.15 to a consultant and the general manger of the Company's Peruvian subsidiary, Minera Tartisan S.A.C. These options have not been granted yet.

15. BASIC AND DILUTED LOSS PER SHARE:

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share, which reflects the maximum possible dilution from the potential exercise of warrants and stock options, is the same as basic loss per share for the periods ended June 30, 2015 and 2014.

16. EVENTS AFTER THE REPORTING DATE:

Subsequent to period-end, 1,500,000 warrants with an exercise price of $0.15 expired without exercise.

Subsequent to period-end, 250,000 warrants with an exercise price of $0.14 expired without exercise.

Subsequent to period-end, 300,000 stock options were forfeited with an exercise price of $0.15.