BATHURST RESOURCES CORP.

FINANCIAL STATEMENTS

November 30, 2013

Management's Responsibility for Financial Reporting

The accompanying financial statements of the Company have been prepared by management in accordance with International Financial Reporting Standards. These financial statements contain estimates based on management's judgment. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

Signed: *"Raniero Corsini"*
Chief Executive Officer

Signed: *"Chris Carmichael"*
Chief Financial Officer

Toronto, Ontario
January 29, 2014

BATHURST RESOURCES CORP.

BALANCE SHEET

		November 30 2013		August 31 2013
Assets				
Current assets				
Cash	$	130,269	$	73,085
Prepaid and sundry receivables		24,764		4,000
		155,033		77,085
Mineral properties and deferred exploration costs (note 5)		297,267		204,284
	$	452,300	$	281,369
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	$	106,737	$	34,266
		106,737		34,266
Equity				
Share capital (note 6)		500,050		345,050
Deficit		(154,487)		(97,947)
		345,563		247,103
	$	452,300	$	281,369

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

Going Concern (Note 1)

Approved by the Board of Directors

Signed: *"Carl Di Placido"*
Director

Signed: "Chris Carmichael"
Director

BATHURST RESOURCES CORP.

STATEMENT OF LOSS AND COMPREHENSIVE LOSS

For the three months ended November 30, 2013		
Expenses		
Legal fees	$	30,000
Consulting fees		10,833
Audit fees		10,475
Travel & promotion		2,533
Office and general		2,699
Net loss and comprehensive loss for the period	$	56,540
Weighted average number of common shares outstanding – basic and diluted		10,852,500
Basic and fully diluted loss per share	$	0.01

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

BATHURST RESOURCES CORP.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the three months ended November 30, 2013		
Share capital		
Balance, beginning of period	$	345,050
Shares issued on private placements (note 6)		155,000
Balance, end of period		500,050
Deficit		
Balance, beginning of period		(97,947)
Net loss for the period		(56,540)
Balance, end of period		(154,487)
Total shareholders' equity, end of period	$	345,563

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

BATHURST RESOURCES CORP.

STATEMENT OF CASH FLOWS

For the three months ended November 30, 2013		
Cash flow from operating activities		
Net loss for the period	$	(56,540)
Changes in non-cash working capital:		
Prepaid and sundry receivables		(20,764)
Accounts payable and accrued liabilities		72,471
		(4,833)
Cash flow from investing activities		
Mineral property expenditures		(92,983)
		(92,983)
Cash flow from financing activities		
Proceeds from issue of common shares		155,000
		155,000
Increase in cash		57,184
Cash, beginning of period		73,085
Cash, end of period	$	130,269

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

1. NATURE OF BUSINESS AND GOING CONCERN

Nature of Business

Bathurst Resources Corp. (the "Company" or "Bathurst") was incorporated on April 5, 2013 in Ontario and carries on business in one segment, being the acquisition, exploration and development of properties for mining of precious and base metals. The Company has not earned any revenue to date from its operations and is therefore considered to be in the development stage. The amounts shown as mineral properties and deferred exploration costs do not necessarily represent present or future values.

The Company's registered office is as follows: 201-55 York Street, Toronto, ON M5J 1R7.

The policies applied in these financial statements are based on IFRS policies effective as of January 29, 2013, the date the Board of Directors approved the financial statements.

Going Concern

These financial statements have been prepared on a going concern basis, which presumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations in the foreseeable future.

In order to meet future expenditures and cover administrative costs, the Company will need to raise additional financing. Although the Company has been successful in raising funds in the past, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. These financial statements have been prepared on a going concern basis that assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The recoverability of the amounts shown for mineral properties and deferred exploration costs is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in mineral properties, the ability of the Company to obtain the necessary financing to continue the development of its mineral properties, and upon future profitable production. These circumstances raise significant doubt as to the Company's ability to continue as a going concern and ultimately the appropriateness of the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing. Changes in future conditions could require material write-downs to the carrying value of the mineral properties and deferred exploration costs.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

Basis of presentation

These financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the year. Actual results could differ from these estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

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 of financial asset is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the statement of 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 in the statement of loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at the end of each reporting period. Financial assets are impaired when there is any objective evidence that the future cash flows associated with a financial asset or a group of financial assets have been negatively impacted. Different criteria to determine impairment are applied for each category of financial assets described above.

Financial liabilities

The Company's accounting policy for each category of financial liability is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of being sold or repurchased in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the statement of loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities which are recognized at amortized cost.

Bathurst's financial instruments include cash and accounts payable and accrued liabilities. Cash is classified as fair value through profit or loss. Accounts payable and accrued liabilities are classified as other financial liabilities. The carrying value of these instruments approximates their fair values due to their short-term nature.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Mineral properties and deferred exploration costs

Mineral property acquisition costs and related direct exploration and development expenditures, net of recoveries, are deferred until the properties are placed into production. These net costs will be amortized against income using the unit-of-production method based on estimated recoverable reserves if the properties are brought into commercial production, or written off if the properties are abandoned or sold. The cost of mineral properties includes any cash consideration paid and the fair market value of shares issued, if any, on the acquisition of property interests. The recorded amounts of property acquisition costs and their related deferred exploration costs represent actual expenditures incurred and are not intended to reflect present or future values.

The recoverability of amounts shown for mineral properties and deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future profitable production or proceeds from the disposition thereof.

Impairment of mineral properties and deferred exploration costs

At the end of each reporting period the carrying amounts of Bathurst's mineral properties are reviewed to determine whether there is an indication that those assets are impaired. If such an 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. In assessing value-in-use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss.

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 so that the increased carrying amount 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 as income immediately.

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences relating to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, and the Company intends to settle tax liabilities and assets on a net basis or to realize the tax assets and liabilities simultaneously.

Deferred tax assets are recognized to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Flow-through shares

The Company finances a portion of its exploration activities through the issuance of flow-through shares. On the date of issuance of the flow-through shares, the premium (the proceeds received for the flow-through shares in excess of the closing market price of the Company's common shares) is allocated to liabilities.

Under the terms of the flow-through common shares, the tax attributes of the related expenditures are renounced to investors. The premium liability is reduced pro-rata based on the percentage of flow-through expenditures renounced and spent in comparison to renunciations required under the terms of the flow-through share agreement. The reduction to the premium liability in the period of renunciation is recognized through profit or loss as other income.

Upon renunciation of the related expenditures, the Company would normally recognize a deferred tax liability and expense with respect to the tax value of the costs renounced. Where the Company has unrecognized tax benefits from loss carry forwards and tax pools available for deduction, the Company will recognize these assets to offset the deferred tax liabilities resulting in an offsetting recovery of deferred income taxes being recognized through profit or loss in the reporting period.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

The Company had no material provisions at November 30, 2013.

Share based payment transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site restoration work, discounted to their net present value, are provided for and capitalized to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pretax 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 depreciation using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

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

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Loss per share

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the year. Diluted loss per share is computed using the treasury stock method. Stock options and warrants outstanding are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive.

Significant accounting judgments and estimates

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

Estimates and underlying assumptions are reviewed on an ongoing basis. The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

Critical judgments used in applying accounting policies

In the preparation of these financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the financial statements.

(i) Mineral properties under exploration

As at November 30, 2013 management has determined that there is no impairment on the mineral properties.

Segmented Reporting

The Company operates in a single reportable operating segment, the acquisition, exploration, and development of mineral projects in Canada.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Future Accounting Pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's financial statements, but which may affect the financial statements are listed below. The Company intends to adopt those standards when they become effective.

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and subsequently revised October 2012, and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2015, and has not yet considered the potential impact of the adoption of IFRS 9.

3. CAPITAL DISCLOSURES

Bathurst's capital is composed of shareholders' equity. Bathurst manages its capital structure and makes adjustments to it, based on the funds available to Bathurst, in order to support the acquisition, exploration and development of mineral properties. The properties in which Bathurst currently has an interest are in the exploration stage; as such Bathurst is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, Bathurst will spend its existing working capital and raise additional amounts as needed. Bathurst will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Bathurst is not subject to any externally imposed capital requirements other than its requirement to meet certain flow-through share expenditures, as explained in note 8.

4. FINANCIAL RISK FACTORS

Bathurst's risk exposure and the impact on its financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment/contractual obligations. Bathurst has deposited the cash with reputable Canadian financial institutions, from which management believes the risk of loss is minimized.

Liquidity Risk

Bathurst's approach to managing liquidity risk is to ensure that it has sufficient liquidity to meet liabilities when due. As at November 30, 2013, Bathurst has current assets of $155,033 to settle current financial liabilities of $106,737.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

Interest Rate Risk

Bathurst's current policy is to invest excess cash in investment-grade short term deposit certificates issued by its banking institutions. Bathurst monitors the investments it makes and is satisfied with the credit ratings of its banks. The risk the Company will realize a loss as a result of a decline in the fair value of short-term deposits is limited due to the short-term nature of these investments.

Commodity Price Risk

The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals.

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS

		Three months Ended Nov 30, 2013		April 5, 2013 To Nov 30, 2013
Bathurst Property				
Balance, beginning of period	$	204,284	$	-
Acquisition costs		-		60,000
Claims payments		26,040		27,380
Consulting		33,810		41,743
Laboratory analysis		-		1,555
Geophysical survey		33,133		33,133
Reports		-		22,729
Transportation and accommodation		-		2,475
Airborne survey		-		108,252
Total expenditures during the period		92,983		297,267
Total mineral properties and deferred exploration costs		297,267	$	297,267

Bathurst Properties

(a) Chamberlain Property

a. On April 7, 2013, the Company purchased an option to earn a one hundred percent (100%) interest in certain mining claims in Bathurst, New Brunswick (the “Chamberlain Property”). Under the terms of the option agreement, the Company has made or must make the following payments and issuances to the optionors:

i. $5,000 paid on April 18, 2013;
ii. $20,000 paid on July 7, 2013;
iii. incur a minimum of $75,000 in exploration expenditures (in aggregate with the L’Or Bai – 1 Property (note 5 (b)) prior to the listing of the Company’s shares on the TSX Venture Exchange (the “IPO Date”);
iv. $20,000 to be paid on the IPO Date and $40,000 worth of common shares to be issued at the common share opening price at the IPO Date;
v. $20,000 to be paid if the IPO Date has not occurred prior to April 18, 2014 and $20,000 on April 18 of each year until there is an IPO Date;
vi. $20,000 to be paid on the first anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the volume weighted-average price (“VWAP”) for the previous thirty (30) days;
vii. $20,000 to be paid on the second anniversary date of the IPO Date and $40,000 worth of common shares to be issued at VWAP for the previous thirty (30) days;
viii. $20,000 to be paid on the third anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
ix. a minimum of $2,000,000 in exploration expenditures (in aggregate with the L’Or Bai – 1 Property (note 5 (b)), including $800,000 in diamond drilling, to be incurred prior to the third anniversary of the IPO Date;
x. $20,000 to be paid on the fourth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
xi. $20,000 to be paid on the fifth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (CONTINUED)

(a) Chamberlain Property (continued)

xii. a minimum of an additional $1,000,000 in exploration expenditures ($3,000,000 in aggregate with note 5(a)a(ix)) to be incurred prior to the fifth anniversary of the IPO Date.

b. Once the Company has acquired the 100% interest in the Chamberlain property (the "Acquisition Date"), the Company must make the following payments:

i. $15,000 per annum on each anniversary of the Acquisition Date until the delivery of a positive feasibility study (the "Feasibility Date");
ii. $30,000 per annum on each anniversary of the Feasibility Date until the first anniversary following commercial production;
iii. 2% net smelter royalty ("NSR) paid to the optionors; 1% of the NSR can be repurchased by the Company for $1,000,000.

c. Bonus Payments will be payable for the following:

i. $25,000 and $50,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the discovery of volcanic-hosted massive sulphides in-situ greater than 5% lead-zinc-copper over 2 metres;
ii. $125,000 and $150,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the delineation of a mineral deposit in excess of one million (1,000,000) tonnes greater than 5% zinc equivalent of zinc-lead-copper-silver.

(b) L'Or Bai – 1 Property

a. On April 7, 2013, the Company purchased an option to earn a one hundred percent (100%) interest in certain mining claims in Bathurst, New Brunswick (the "L'Or Bai – 1 Property"). Under the terms of the option agreement, the Company has made or must make the following payments and issuances to the optionors:

i. $5,000 paid on April 18, 2013;
ii. $20,000 paid on July 7, 2013;
iii. incur a minimum of $75,000 in exploration expenditures (in aggregate with the Chamberlain Property (note 5 (a)) prior to the IPO Date;
iv. $20,000 to be paid on the IPO Date and $40,000 worth of common shares to be issued at the common share opening price at the IPO Date;
v. $20,000 to be paid if the IPO Date has not occurred prior to April 18, 2014 and $20,000 on April 18 of each year until there is an IPO Date;
vi. $20,000 to be paid on the first anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
vii. $20,000 to be paid on the second anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
viii. $20,000 to be paid on the third anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
ix. a minimum of $2,000,000 in exploration expenditures (in aggregate with the Chamberlain Property (note 5 (a)), including $800,000 in diamond drilling to be incurred prior to the third anniversary of the IPO Date;
x. $20,000 to be paid on the fourth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
xi. $20,000 to be paid on the fifth anniversary date of the IPO Date and $40,000 worth of common shares to be issued at the VWAP for the previous thirty (30) days;
xii. a minimum of an additional $1,000,000 in exploration expenditures ($3,000,000 in aggregate with the note 5(b)a(ix)) to be incurred prior to the fifth anniversary of the IPO Date.

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (CONTINUED)

b. Once the Company has acquired the 100% interest in the L'Or Bai – 1 property (the "LB1 Acquisition Date"), the Company must make the following payments:
   i. $15,000 per annum on each anniversary of the LB1 Acquisition Date until the delivery of a positive feasibility study (the "LB1 Feasibility Date");
   ii. $30,000 per annum on each anniversary of the LB1 Feasibility Date until the first anniversary following commercial production;
   iii. 2% net smelter royalty ("NSR) paid to the optionors; 1% of the NSR can be repurchased by the Company for $1,000,000.

c. Bonus Payments will be payable for the following:
   i. $25,000 and $50,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the discovery of volcanic-hosted massive sulphides in-situ greater than 5% lead-zinc-copper over 2 metres;
   ii. $125,000 and $150,000 worth of common shares issued at the VWAP for the previous thirty (30) days upon the delineation of a mineral deposit in excess of one million (1,000,000) tonnes greater than 5% zinc equivalent of zinc-lead-copper-silver.

(c) L'Or Bai – 2 Property

a. On April 29, 2013, the Company purchased an option to earn a one hundred percent (100%) interest in certain mining claims in Bathurst, New Brunswick (the "L'Or Bai - 2 Property"). Under the terms of the option agreement, the Company has made or must make the following payments and issuances to the optionor:

   i. $10,000 paid on May 27, 2013;
   ii. incur a minimum of $10,000 in exploration expenditures prior to April 29, 2014;
   iii. $15,000 payable on April 29, 2014;
   iv. incur a further $10,000 in exploration expenditures prior to April 29, 2015;
   v. $25,000 payable on April 29, 2015;
   vi. Incur a further $30,000 in exploration expenditures prior to April 29, 2016.

b. Once the Company has acquired the 100% interest in the L'Or Bai – 2 property (the "LB2 Acquisition Date"), the Company:

   i. will be subject to a 3% NSR paid to the optionor; 2% of the NSR can be repurchased by the Company for $1,000,000.

6. SHARE CAPITAL

(a) Capital

Authorized: unlimited common shares

Issued:

Common Shares	Number of Shares		Value
Balance at April 5, 2013	-	$	-
Private placements – founders shares (i)	5,000,000		50
Private placements (ii)	6,900,000		345,000
Balance at August 31, 2013	11,900,000	$	345,050
Private placements	3,100,000		155,000
Balance at November 30, 2013	15,000,000		500,050

(i) On April 5, 2013, the Company issued 5,000,000 common shares at a price of $0.00001 (for gross proceeds of $50).

(ii) On June 4, 2013, the Company issued 6,900,000 common shares a price of $0.05 per common share for gross proceeds of $345,000. 5,000,000 of the common shares were issued on a flow through basis.

(iii) In September 2013, the Company issued 3,100,000 common shares at a price of $0.05 per common share for gross proceeds of $155,000. 400,000 of the common shares were issued on a flow through basis.

As the flow through shares were issued at the same price as the non-flow through shares, no premium on issuance was recognized.

7. COMMITMENTS AND CONTINGENCIES

(a) The Company's mineral and exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(b) The Company is committed to spending $270,000 associated with the flow-through offerings that were completed in June 2013 and September 2013 (note 6) by December 31, 2014. The Company intends to fulfill all flow-through commitments by December 31, 2014.

8. SUBSEQUENT EVENTS

(a) On December 31, 2013, the Company completed a business combination with Gideon Capital Corp. (“Gideon”).

The amalgamation effectively provided for the acquisition of all of the outstanding equity interests of the Company by Gideon, indirectly through an amalgamation entity (a wholly owned Ontario incorporated subsidiary of Gideon (the “Amalgamation Entity”)) in a transaction in which the Company’s shareholders received common shares of Gideon. As a result of the amalgamation of Amalgamation Entity and the Company, Gideon became the sole beneficial owner of all of the outstanding shares of amalgamated corporation.

Pursuant to the Amalgamation Agreement between Gideon, the Company and the Amalgamated Entity, every one (1) common share in Bathurst held by Bathurst shareholders, were exchanged for one (1) resulting issuer share (“Resulting Issuer Shares”).

The Amalgamation resulted in 12,500,000 Resulting Issuer Shares being issued to current Gideon shareholders, 15,000,000 Resulting Issuer Shares being issued to the Bathurst shareholders, 6,933,604 Resulting Issuer Shares to purchasers in connection with a private placement at between $0.15 and $0.17 per Resulting Issuer Share and 533,332 Resulting Issuer Shares pursuant to Bathurst’s obligations under the L’Or Bai and Chamberlain Option Agreement. As of the Amalgamation date, 34,966,936 Resulting Issuer Shares were outstanding.