

BETHPAGE CAPITAL CORP.

Financial Statements

December 31, 2013

Presented in Canadian dollars



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Bethpage Capital Corp.

We have audited the statements of financial position of Bethpage Capital Corp. as at December 31, 2013 and 2012 and the statements of comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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.

Auditor's 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 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 Bethpage Capital Corp. as at December 31, 2013 and 2012 and the results of 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 Bethpage Capital Corp. to continue as a going concern.

A handwritten signature in black ink that reads 'DMCL'.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS

Vancouver, Canada
March 31, 2014

BETHPAGE CAPITAL CORP.Statements of Financial Position
(Presented in Canadian dollars)

	December 31, 2013	December 31, 2012
Assets		
Current assets		
Cash	\$ 249,983	\$ 343,233
Receivables (Note 3)	2,494	35,918
	<u>252,477</u>	<u>379,151</u>
Non-current assets		
Exploration and evaluation assets (Note 4)	108,541	108,330
Total assets	\$ 361,018	\$ 487,481
Liabilities and equity		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	\$ 6,278	\$ 11,185
Equity		
Share capital (Note 6)	518,020	518,020
Reserves (Note 6)	154,780	142,381
Deficit	(318,060)	(184,105)
Total equity	354,740	476,296
Total liabilities and equity	\$ 361,018	\$ 487,481

Nature of operations and continuance of operations (Note 1)
Commitments (Note 4)

These financial statements have been approved by the Board of directors and authorized for issue on March 31, 2014::

(s) Vince Sorace
Vince Sorace, Director

(s) Steve Bajic
Steve Bajic, Director

The accompanying notes are an integral part of these financial statements

BETHPAGE CAPITAL CORP.Statements of Comprehensive Loss
(Presented in Canadian dollars)

	Year ended December 31, 2013	Year ended December 31, 2012
<hr/>		
Expenses		
Accounting and audit (Note 8)	\$ 34,670	\$ 20,670
Legal and professional	5,464	21,778
Consulting Fees (Note 8)	32,000	-
Regulatory and listing fees	16,421	20,155
General and administrative	36,160	17,786
Stock-based compensation (Note 6)	12,399	14,095
	<hr/> (137,114)	<hr/> (94,484)
Other item		
Interest income	3,159	1,380
	<hr/>	<hr/>
Comprehensive loss for the year	\$ (133,955)	\$ (93,104)
	<hr/>	<hr/>
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)
	<hr/>	<hr/>
Weighted average number of shares outstanding	8,300,000	6,806,311
	<hr/>	<hr/>

The accompanying notes are an integral part of these financial statements

BETHPAGE CAPITAL CORP.Statement of Changes in Equity
(Presented in Canadian dollars)

	Share capital		Reserves			Deficit	Total equity
	Common shares	Amount	Stock- based compensation	Warrant			
Balance, December 31, 2011	5,200,000	\$ 135,172	\$ 31,812	\$ 75,578	\$ (91,001)	\$ 151,561	
Common shares issued for cash at \$0.15 per share	3,000,000	450,000	–	–	–	450,000	
Share issue costs, cash	–	(61,256)	–	–	–	(61,256)	
Share issue costs, warrants	–	(20,896)	–	20,896	–	–	
Common shares issued for resource property at \$0.15 per share	100,000	15,000	–	–	–	15,000	
Stock-based compensation	–	–	14,095	–	–	14,095	
Loss for the year	–	–	–	–	(93,104)	(93,104)	
Balance, December 31, 2012	8,300,000	\$ 518,020	\$ 45,907	\$ 96,474	\$ (184,105)	\$ 476,296	
Stock-based compensation	–	–	12,399	–	–	12,399	
Comprehensive loss for the year	–	–	–	–	(133,955)	(133,955)	
Balance, December 31, 2013	8,300,000	\$ 518,020	\$ 58,306	\$ 96,474	\$ (318,060)	\$ 354,740	

The accompanying notes are an integral part of these financial statements

BETHPAGE CAPITAL CORP.

Statement of Cash Flows

(Presented in Canadian dollars)

	Year ended December 31, 2013	Year ended December 31, 2012
Cash provided by (used in):		
Operating activities		
Net loss for the period	\$ (133,955)	\$ (93,104)
Non-cash item:		
Stock-based compensation	12,399	14,095
Changes in non-cash working capital items:		
Receivables	121	15,557
Accounts payable and accrued liabilities	(4,907)	(21,252)
Net cash used in operating activities	(126,342)	(84,704)
Investing activities:		
Exploration and evaluation expenditures, net of tax credits	33,092	(16,555)
Financing activities:		
Proceeds from share issues, net of issue costs	-	388,744
Change in cash	(93,250)	287,485
Cash, beginning	343,233	55,748
Cash, ending	\$ 249,983	\$ 343,233

The accompanying notes are an integral part of these financial statements

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

1. Nature and continuance of operations

Bethpage Capital Corp. (the "Company") was incorporated pursuant to the Business Corporations Act of British Columbia on May 13, 2010. The Company is a resource exploration company that is acquiring and exploring mineral properties. The Company is domiciled in Canada and its registered office is at Suite 918 – 1030 West Georgia Street, Vancouver, BC.

Pursuant to a prospectus filed with the British Columbia and Alberta Securities Commissions, the Company completed an Initial Public Offering ("IPO") on June 19, 2012 and its shares were listed for trading on the TSX Venture Exchange (the "Exchange"), as a Tier 2 issuer on June 21, 2012.

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. As at December 31, 2013 the Company had not advanced its property to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash in hand, loans from directors and companies controlled by directors and or private placement of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. Significant accounting policies

(a) Basis of preparation and statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the international Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on an accrual basis, based on historical costs. 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, income 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 asset, fair value of stock-based compensation, and deferred income tax asset valuation allowances.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

2. Significant accounting policies (continued)

(b) Use of estimates and judgments (continued)

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.

(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 to be cash equivalents.

(d) 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.

Government tax credits received as a result of qualifying expenditures are recorded as a reduction to the cumulative costs incurred on the related property.

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 redesignates 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.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

2. Significant accounting policies (continued)

(e) 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.

Discount rates 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, 2013, the Company has no material restoration, rehabilitation and environmental obligations.

(f) 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.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

2. Significant accounting policies (continued)

(f) Income taxes (continued)

Deferred income tax

Deferred income tax is provided using the asset and liability 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.

(g) Financial instruments

(i) 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. The Company does not have any assets classified as fair value through profit or loss.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

2. Significant accounting policies (continued)

(g) Financial instruments (continued)

(i) Financial assets (continued)

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, and subsequently at amortized cost. The Company does not have any assets classified as held-to-maturity investments.

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 cash and amounts 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.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

2. Significant accounting policies (continued)

(g) Financial instruments (continued)

(i) 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 in other comprehensive income.

(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.

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.

(h) 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.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

2. Significant accounting policies (continued)

(i) Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is credited to the stock-based compensation reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest.

(j) Accounting standards issued but not yet effective

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. 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. The effective date of IFRS 9 has not been determined. The adoption of IFRS 9 is not expected to have an impact on the Company's 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.

3. Receivables

	December 31, 2013	December 31, 2012
GST/HST receivable	\$ 1,390	\$ 1,402
Exploration tax credit receivable	-	33,303
Other receivables	1,104	1,213
	<u>\$ 2,494</u>	<u>\$ 35,918</u>

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

4. Exploration and evaluation assets

Acquisition costs:

Balance, December 31, 2011	\$	-
Option payments, cash		10,000
Option payments, shares		15,000
Staking additional claims		4,309
Balance, December 31, 2012 and 2013		29,309

Exploration costs:

Balance, December 31, 2011		110,078
Geological consulting		2,246
Exploration tax credit		(33,303)
Balance, December 31, 2012		79,021
Geological consulting		767
Exploration tax credit		(556)
Balance, December 31, 2013		79,232
Total, December 31, 2013	\$	108,541

On September 16, 2011, the Company entered into an agreement with Eagle Plains Resources Ltd. ("Eagle Plains") whereby the Company was granted the sole and exclusive irrevocable right and option (the "Option") to acquire from Eagle Plains an undivided sixty (60%) percent interest in the Hall Lake Property, located in the Fort Steele Mining Division, British Columbia. The terms of the option agreement were amended on June 3, 2013. The following information reflects the amended agreement.

The Option may be exercised by the Company:

(a) paying to Eagle Plains aggregate cash of \$600,000 as follows:

- (i) \$10,000 within 5 business days of the Company's shares being listed on the Exchange (the "Effective Date") (Paid);
- (ii) an additional \$75,000 on or before December 31, 2014;
- (iii) an additional \$100,000 on or before December 31, 2015;
- (iv) an additional \$150,000 on or before December 31, 2016; and
- (v) an additional \$265,000 on or before December 31, 2017,

(b) issuing to Eagle Plains a total of 1,000,000 common shares of the Company, subject to such resale restrictions and legends as may be imposed by the applicable securities laws and the Exchange, as follows:

- (i) 100,000 shares within 10 business days of the Effective Date (Issued with a fair value of \$15,000);
- (ii) an additional 200,000 shares on or before December 31, 2014;
- (iii) an additional 200,000 shares on or before December 31, 2015;
- (iv) an additional 200,000 shares on or before December 31, 2016; and
- (v) an additional 300,000 shares on or before December 31, 2017,

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

4. Exploration and evaluation assets (continued)

(c) incurring a total of \$3,000,000 in exploration expenditures on the Hall Lake Property ("Expenditures") as follows:

- (i) \$100,000 in Expenditures prior to December 31, 2011; (Completed)
- (ii) an additional \$200,000 in Expenditures prior to December 31, 2014;
- (iii) an additional \$700,000 in Expenditures prior to December 31, 2015;
- (iv) an additional \$1,000,000 in Expenditures prior to December 31, 2016; and
- (v) an additional \$1,000,000 in Expenditures prior to December 31, 2017.

Should the Company give notice to Eagle Plains that it will terminate the option or surrender certain of the claims, the Company is obligated to keep the claims in good standing for a 24 month period from the date it provides notice.

5. Accounts payable and accrued liabilities

	December 31, 2013	December 31, 2012
Trade accounts payable	\$ 278	\$ 1,185
Accrued liabilities	6,000	10,000
	<u>\$ 6,278</u>	<u>\$ 11,185</u>

6. Share capital

(a) Common shares

Authorized: unlimited common shares without par value.

Issued: At December 31, 2013 there were 8,300,000 issued and fully paid common shares (December 31, 2012 – 8,300,000).

On June 19, 2012, the Company issued 3,000,000 shares at \$0.15 per share for gross proceeds of \$450,000 pursuant to its IPO. The Company paid an agent a cash consideration of \$31,500 and a corporate finance fee of \$10,000 relating to the IPO. The agent received 25,000 corporate finance warrants, exercisable at \$0.15 per share for a period of one year. The warrants had an estimated grant date fair value of \$1,705 which was included in the warrant reserve. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: expected life of one year; an expected volatility of 120%; a risk free interest rate of 1.2%; and a dividend yield of 0.0%. In addition, the agent was granted 210,000 agent's warrants exercisable at \$0.15 per share for a period of two years. The warrants had an estimated grant date fair value of \$19,191 which was included in the warrant reserve. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: expected life of two years; an expected volatility of 120%; a risk free interest rate of 1.3%; and a dividend yield of 0.0%. The Company also incurred legal fees relating to the issuance of these in the amount of \$19,756.

On June 20, 2012, the Company issued 100,000 shares with a fair value of \$0.15 per share under the Hall Lake Option agreement as described in Note 4.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

6. Share capital (continued)

(a) Common shares (continued)

Escrowed shares:

1,147,500 common shares are subject to an escrow agreement. 382,500 of these shares will be released from escrow on June 21, 2014 and the same number each six months thereafter.

(b) Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2011	4,000,000	\$ 0.05
Issued	235,000	\$ 0.15
Outstanding at December 31, 2012	4,235,000	\$ 0.06
Expired	(25,000)	\$ 0.15
Outstanding at December 31, 2013	4,210,000	\$ 0.05

The weighted average contractual life of the warrants outstanding is 0.47 years.

The following table summarizes information about warrants outstanding and exercisable at December 31, 2013:

Number of Shares	Exercise Price	Expiry Date
4,000,000	\$0.05	June 19, 2014
210,000	\$0.15	June 21, 2014
4,210,000		

(c) Stock options

On November 9, 2011, the Company adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, at its discretion, and in accordance with the Exchange requirements, grant to directors, officers, key employees and consultants to the Company, options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding. Such options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

6. Share capital (continued)

(c) Stock options (continued)

On October 11, 2012, the Company granted 100,000 options to a consultant with an exercise price of \$0.165 and an expiry date of October, 11, 2017. The estimated grant date fair value of the options, which was recorded as stock-based compensation expense, was \$14,095 or \$0.141 per option. The fair value of the options was determined using the Black-Scholes option pricing model using the following assumptions: an annualized expected volatility of 120%; an expected life of 10 years; a dividend yield rate of 0%; a risk-free interest rate of 1.411% and a forfeiture rate of 0%.

On February 8, 2013, the Company granted 100,000 options to a consultant with an exercise price of \$0.15 and an expiry date of February 8, 2018. The estimated grant date fair value of the options, which was recorded as stock-based compensation expense, was \$12,399 or \$0.12 per option. The fair value of the options was determined using the Black-Scholes option pricing model using the following assumptions: an annualized expected volatility of 120%; an expected life of 5 years; a dividend yield rate of 0%; a risk-free interest rate of 1.42% and a forfeiture rate of 0%.

As there's no historical data for determining volatility, management utilized a comparable volatility of early stage resource exploration companies.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding at December 31, 2011	700,000	\$ 0.15
Granted	100,000	\$ 0.165
Outstanding at December 31, 2012	800,000	\$ 0.15
Cancelled	(100,000)	\$ 0.15
Granted	100,000	\$ 0.15
Outstanding at December 31, 2013	800,000	\$ 0.15

The weighted average contractual life of the options outstanding is 7.34 years.

The following table summarizes information about stock options outstanding and exercisable at December 31, 2013:

Number of Shares	Exercise Price	Expiry date	Exercisable
600,000	\$0.15	June 21, 2022	600,000
100,000	\$0.165	October 11, 2017	100,000
100,000	\$0.15	February 8, 2018	100,000
800,000	\$0.15		800,000

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

6. Share capital (continued)

(d) Reserves

Stock-based compensation reserve

The stock-based compensation reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

Warrant reserve

The warrant reserve records the value recorded for warrants issued until such time the warrants are exercised, at which time the corresponding amount will be transferred to share capital.

7. Income taxes

The actual income tax provision differs from the expected amounts calculated by applying the Canadian combined federal and provincial corporate income tax rates to the Company's loss before income taxes. The components of these differences are estimated as follows:

	2013	2012
Loss before income taxes	\$ (133,955)	\$ (93,104)
Corporate tax rate	25.0%	25.0%
Expected tax recovery at statutory rates	(33,489)	(23,276)
Decrease (increase) resulting from:		
Non-deductible stock compensation	3,100	3,525
Deferred tax assets not recognized	28,909	43,083
Share issue costs and other	1,481	(23,332)
Income tax recovery	\$ -	\$ -

The Company's tax-effected deferred income tax assets and liabilities are estimated as follows:

	2013	2012
Potential deferred income tax assets:		
Non-capital losses available	\$ 69,771	\$ 37,737
Share issue costs and other	17,331	20,456
Net potential deferred income tax assets	87,102	58,193
Valuation allowance	(87,102)	(58,193)
Deferred income tax assets	\$ -	\$ -

Non-capital losses of \$59,439 expire in 2031, \$85,588 in 2032, and 134,057 in 2033.

Management has determined that there is insufficient likelihood of recovery to record a benefit arising from potential tax assets. Accordingly a 100% valuation allowance has been applied.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

8. Related Party Transactions

The following amounts were paid to directors or officers or companies controlled by directors of the Company:

	Year ended December 31, 2013	Year ended December 31, 2012
Consulting fees	\$ 32,000	\$ -
Accounting services	28,500	3,500
	<u>\$ 60,500</u>	<u>\$ 3,500</u>

9. Financial instruments and risks

(a) Fair values

The fair values of receivables and accounts payable 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. 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. Credit risk is assessed as low.

(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. Liquidity risk is assessed as high.

(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.

BETHPAGE CAPITAL CORP.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

(Presented in Canadian dollars)

10. Capital management

The Company's capital structure consists of cash and share capital. 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 property in which the Company currently has an interest is 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.