

GEONOVUS MINERALS CORP.

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE MONTHS ENDED NOVEMBER 30, 2012 and 2011
(EXPRESSED IN CANADIAN DOLLARS)**

(UNAUDITED - PREPARED BY MANAGEMENT)

These financial statements have not been reviewed by the Company's auditor.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated interim financial statements of GeoNovus Minerals Corp. for the three month period ended November 30, 2012 has been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors. Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

GEONOVUS MINERALS CORP.UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

AS AT

	November 30, 2012	August 31, 2012
ASSETS		
Current		
Cash and cash equivalents (Note 7)	\$ 8,156	\$ 142,827
Receivables (Note 8)	45,040	68,053
Prepaid expenses (Note 9)	17,707	26,682
Deferred transaction costs (Note 18)	1,812	
Total current assets	72,715	237,562
Investments (Note 10)	6,000	8,000
Reclamation bonds (Note 11)	63,206	62,619
Exploration and evaluation expenditures (Note 12)	2,308,477	2,282,471
Total assets	\$ 2,450,398	\$ 2,590,652

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	\$ 202,197	\$ 94,607
Total liabilities	\$ 202,197	\$ 94,607
Shareholders' equity		
Capital stock (Note 14)	5,296,204	5,296,204
Reserves (Note 14)	230,008	217,020
Deficit	(3,278,011)	(3,017,179)
Total shareholders' equity	2,248,201	2,496,045
Total liabilities and shareholders' equity	\$ 2,450,398	\$ 2,590,652

Nature and continuance of operations (Note 1)**Commitments and contingencies** (Notes 12 and 17)**On behalf of the Board:**

_____, Director

"Mike England"

_____, Director

"Marvin Mitchell"

See accompanying notes to the condensed consolidated interim financial statements.

GEONOVUS MINERALS CORP.**UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30,**

	2012	2011 (Note 3)
EXPENSES		
Management fees (Note 13)	\$ 22,500	\$ 18,949
Office, rent, and miscellaneous (Note 13)	63,375	52,764
Professional fees (Note 13)	86,848	21,862
Consulting fees	13,250	375
Property investigation costs (Note 13)	45,802	-
Share-based compensation (Note 14)	14,988	-
Shareholder communications and promotion	5,897	8,365
Transfer agent and filing fees	2,372	6,112
Travel and accommodation	<u>4,128</u>	<u>-</u>
Loss before other items	<u>259,160</u>	<u>108,427</u>
OTHER ITEMS		
Foreign exchange loss (gain)	2,225	(2,133)
Interest income	<u>(553)</u>	<u>-</u>
	<u>1,672</u>	<u>(2,133)</u>
Net loss for the year	260,832	106,294
Other comprehensive loss		
Items that may be subsequently be reclassified to income		
Unrealized loss on available for sale investments	<u>2,000</u>	<u>6,000</u>
Total comprehensive loss for the year	\$ 262,832	\$ 112,294
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Basic and diluted net loss per common share	\$ 0.02	\$ 0.01
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Weighted average number of common shares outstanding – basic and diluted (Note 4)	15,977,652	9,067,719

See accompanying notes to the condensed consolidated interim financial statements.

GEONOVUS MINERALS CORP.**UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS****(EXPRESSED IN CANADIAN DOLLARS)****FOR THE THREE MONTHS ENDED NOVEMBER 30,**

	2012	2011 (Note 3)
CASH FLOW FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (260,832)	\$ (106,294)
Items not affecting cash:		
Share-based compensation	14,988	-
Accrued interest	(12)	-
Unrealized foreign exchange	(508)	(3,144)
	<u>(246,364)</u>	<u>(109,438)</u>
Change in non-cash working capital items:		
(Increase) decrease in receivables	23,013	(57,007)
(Increase) decrease in prepaid expenses	8,975	(13,262)
Increase (decrease) in accounts payable and accrued liabilities	86,373	(3,085)
	<u>(128,003)</u>	<u>(182,792)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Amounts contributed by Geo Minerals Ltd. (Note 3)	-	181,669
Deferred transaction costs	(1,812)	-
Net cash flows from financing activities	<u>(1,812)</u>	<u>181,669</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(4,789)	1,123
Net cash flows from investing activities	<u>(4,789)</u>	<u>1,123</u>
Effect of foreign exchange rate changes on cash and cash equivalents	<u>(67)</u>	
Decrease in cash and cash equivalents	(134,671)	-
Cash and cash equivalents, beginning of period	142,827	-
Cash and cash equivalents, end of period	\$ 8,156	\$ -
Cash paid for taxes during the period	-	-

Supplemental disclosure with respect to cash flows (Note 15)**See accompanying notes to the condensed consolidated interim financial statements.**

GEONOVUS MINERALS CORP.**UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(EXPRESSED IN CANADIAN DOLLARS)**

	Number of Shares	Capital Stock	Reserves					Deficit	Total
			Equity settled share-based payments reserve	Warrant reserve	Available for sale revaluation reserve	Other reserves			
Balance, August 31, 2011	-	-	-	-	(19,000)	4,072,198	(1,700,257)	2,352,941	
Expenditures funded by Geo Minerals	-	-	-	-	-	236,668	-	236,668	
Issued pursuant to incorporation of GeoNovus	10	1	-	-	-	-	-	1	
Net loss and comprehensive loss for the three months ended November 30, 2011	-	-	-	-	(6,000)	-	(106,294)	(112,294)	
Balance, November 30, 2011	10	1	-	-	(25,000)	4,308,866	(1,806,551)	2,477,316	
Expenditures funded by Geo Minerals	-	-	-	-	-	71,197	-	71,197	
Cancelled pursuant to Plan of Arrangement	(10)	(1)	-	-	-	-	-	(1)	
Issued pursuant to Plan of Arrangement	9,067,719	4,380,063	-	-	-	(4,380,063)	-	-	
Issued pursuant to private placements	6,489,933	907,484	-	112,766	-	-	-	1,020,250	
Exercise of options	20,000	2,000	-	-	-	-	-	2,000	
Fair value of options exercised	-	2,201	(2,201)	-	-	-	-	-	
Issued pursuant to property acquisitions	400,000	40,000	-	-	-	-	-	40,000	
Expiry of options	-	-	(17,062)	-	-	-	17,062	-	
Share-based compensation	-	-	158,613	-	-	-	-	158,613	
Share issue costs-cash	-	(35,544)	-	(6,096)	-	-	-	(41,640)	
Net loss and comprehensive loss for the nine months ended August 31, 2012	-	-	-	-	(4,000)	-	(1,227,690)	(1,231,690)	
Balance, August 31, 2012	15,977,652	\$ 5,296,204	\$ 139,350	\$ 106,670	\$ (29,000)	\$ -	\$ (3,017,179)	\$ 2,496,045	
Share-based compensation	-	-	14,988	-	-	-	-	14,988	
Net loss and comprehensive loss for the three months ended November 30, 2012	-	-	-	-	(2,000)	-	(260,832)	(262,832)	
Balance, November 30, 2012	15,977,652	\$ 5,296,204	\$ 154,338	\$ 106,670	\$ (31,000)	\$ -	\$ (3,278,011)	\$ 2,248,201	

See accompanying notes to the consolidated financial statements.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

1. NATURE AND CONTINUANCE OF OPERATIONS

GeoNovus Minerals Corp. (hereafter the "Company" or "GeoNovus") was incorporated on October 11, 2011 under the laws of the Business Corporation Act (BC) as a wholly owned subsidiary of Geo Minerals Ltd. ("Geo"). The Company's principal business is the acquisition and exploration of mineral properties. As part of a plan of arrangement ("Arrangement"), GeoNovus acquired assets from Geo in exchange for shares which were distributed to Geo's shareholders. As shareholders of Geo ultimately continued to hold their respective interests in the transferred net assets, there was no change in control. Accordingly, these unaudited condensed consolidated interim financial statements have been prepared on a continuity-of-interest basis. On December 21, 2011, the Arrangement was completed and GeoNovus became a reporting issuer. The Company began trading on the TSX Venture Exchange under the symbol "GNM" on January 5, 2012.

The Company's head office is located at 789 West Pender Street, Suite 1220, Vancouver, BC, V6C 1H2.

The unaudited condensed consolidated interim financial statements were approved by the Board of Directors on January 29, 2013.

As at November 30, 2012, the Company had working capital deficiency of \$129,482 (August 31, 2012 – working capital of \$142,955) and an accumulated deficit of \$3,278,011 (August 31, 2012 - \$3,017,179). These unaudited condensed consolidated interim financial statements have been prepared with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, complete a public equity financing, or generate profitable operations in the future. Management believes it will be successful in raising the necessary funding to continue operations; however, there is no assurance that these funds will be available on terms acceptable to the Company or at all. (see Note 18)

Although the Company has taken steps to verify title to its exploration and evaluation properties, 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 unregistered prior agreements and noncompliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

2. STATEMENT OF COMPLIANCE

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"), and its interpretations. Accordingly, these unaudited condensed consolidated interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year-end reporting purposes.

3. BASIS OF PRESENTATION

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis except for investments classified as available-for-sale or held-for-trading which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional currency of the Company is the Canadian dollar.

There is currently no guidance in IFRS on the accounting treatment for combinations among entities under common control. IAS 8 - Accounting policies, changes in accounting estimates and errors ("IAS 8") requires management, if there is no specifically applicable standard of interpretation, to develop a reliable policy that is relevant to the decision making needs of users.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

3. BASIS OF PRESENTATION (Continued)

The Company has determined to apply the concept of continuity-of-interest basis of accounting for transactions under common control as detailed under United States generally accepted accounting principles ("US GAAP"). US GAAP requires an acquirer in a combination between entities or businesses under common control to recognize the assets acquired and liabilities assumed in the transaction at their carrying amounts in the accounts of the transferring entity at the date of the transfer.

These unaudited condensed consolidated interim financial statements reflect the financial position, statements of loss and comprehensive loss, and cash flows of the business and the properties of Geo prior to the transfer to GeoNovus on December 21, 2011. The consolidated statements of loss and comprehensive loss for the period prior to December 21, 2011 include direct expenses relating to the properties which were transferred and an allocation of Geo's general and administrative expenses incurred. The allocation of general and administrative expenses has been calculated on the basis of the ratio of costs incurred on the properties transferred as compared to the costs incurred on all mineral properties of Geo in each of the years prior to the transfer. Management cautions the readers that the financial results prior to the transfer to GeoNovus have been prepared solely to demonstrate the historical results of operations, financial position, and cash flows for the indicated periods and, accordingly, the allocation of expenses are not necessarily indicative of the costs that would have been incurred if the transferred assets had operated on a stand-alone basis or as an entity independent of Geo.

In the preparation of these unaudited condensed consolidated interim 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 period. Actual results could differ from these estimates.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied to the periods presented in these unaudited condensed consolidated interim financial statements.

Principles of consolidation

These unaudited condensed consolidated interim financial statements include the accounts of the Company, and its wholly-owned subsidiaries, Juturna Geothermal Inc. incorporated under the laws of B.C., Geo Minerals (Arizona) Ltd. and Juturna Geothermal (Arizona) Inc. incorporated under the laws of Arizona, and 2009812 Delaware, Inc. incorporated in the state of Delaware. Significant inter-company balances and inter-company transactions have been eliminated upon consolidation. All references to the Company should be treated as references to GeoNovus Minerals Corp. and its subsidiaries.

Subsidiaries

Subsidiaries are entities over which the Company has control, where control is defined as the power to govern financial and operating policies of an entity so as to obtain benefit from its activities. Generally, the Company has a shareholding of more than one half of the voting rights in its subsidiaries. The effects of potential voting rights that are currently exercisable are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date control is transferred to the Company, and are de-consolidated from the date control ceases.

Cash and cash equivalents

Cash and cash equivalents include balances with banks and short-term investments with original maturities of 90 days or less which are readily convertible into a known amount of cash. The Company's cash and cash equivalents are invested with major financial institutions in business accounts and are available on demand by the Company.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities that are purchased and incurred with the intention of generating profits in the near term are classified as held-for-trading. These instruments are measured at fair value with subsequent changes in fair value recognized in the statement of loss and comprehensive loss. Currently, the Company's cash equivalents are classified as held-for-trading.

Financial assets that have a fixed maturity date and fixed or determinable payments, where the Company intends and has the ability to hold the financial asset to maturity are classified as held-to-maturity and are measured at amortized cost using the effective interest rate method. Any gains and losses arising from the sale of held to maturity financial assets are recognized in the statement of loss and comprehensive loss. Currently, the Company has no held-to-maturity financial assets.

Items classified as loans and receivables are measured at amortized cost using the effective interest method. Any gains or losses on the realization of loans and receivables are recognized in the statement of loss and comprehensive loss. The Company's cash balance and receivables are classified as loans and receivables. The estimated fair values of these financial instruments approximate their carrying values because of the limited terms of these instruments.

Available-for-sale assets are those financial assets that are not classified as held-for-trading, held-to-maturity or loans or receivables, and are carried at fair value. Any gains or losses arising from the change in fair value are recorded as other comprehensive income. Available-for-sale investments are written down to fair value through operations whenever it is necessary to reflect other than temporary impairment. Cumulative gains and losses arising upon the sale of the instrument are included in operations. Regular way purchases and sales of financial assets are accounted for at the trade date. The Company's investments are classified as available-for-sale assets.

Financial liabilities that are not classified as held-to-maturity are classified as other financial liabilities, and are carried at amortized cost using the effective interest method. Any gains or losses arising from the realization of other financial liabilities are recognized in the statement of loss and comprehensive loss. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). As at November 30, 2012 and August 31, 2012, the Company's financial instruments that were carried at fair value consisted of investments which have been classified as Level 1 and cash equivalents which are classified as Level 2 within the fair value hierarchy.

Impairment of financial assets

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 the estimated future cash flows of the assets have been negatively impacted. The amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced by the amount of the impairment and the loss is recognized in the statement of loss and comprehensive loss.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

If in a subsequent period, the amount of 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 to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in the statement of loss and comprehensive loss.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment previously recognized in profit or loss, is transferred from equity to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in the statement of loss and comprehensive loss.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its non-financial assets to determine whether there is an indication that those assets have suffered an impairment loss. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of the fair value less costs to sell and the value in use. If the recoverable amount is less than the carrying amount of the asset, the carrying amount is reduced to the recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss.

Foreign currency translation

The Canadian dollar is the functional and reporting currency of the Company. Under this method, all monetary assets and liabilities are translated at the rate of exchange at the statement of financial position date and non-monetary assets and liabilities are translated at historical exchange rates, unless such items are carried at market, in which case they are translated at the exchange rates in effect on the statement of financial position date. Income and expenses are translated at the rates approximating those at the transaction dates. Gains and losses arising from translation of foreign currency monetary assets and liabilities are recognized in the statement of loss and comprehensive loss.

Exploration and evaluation expenditures

All of the Company's property interests are in the exploration and evaluation phase. The Company records its interests in properties and areas of geological interest at cost. Expenditures incurred prior to obtaining the legal right to explore are expensed. All direct and indirect costs relating to the acquisition and exploration of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the reserves available on the related property following commencement of production. The Company classifies the costs between intangibles and property and equipment based on the nature of the costs incurred.

The cost of property interests includes any cash consideration paid and the fair market value of shares issued, if any, on the acquisition of property interests. Acquisition costs of properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts when the payments are made. The recorded amounts of property claim acquisition costs and their related exploration and evaluation costs represent actual expenditures incurred and are not intended to reflect present or future values.

The Company reviews capitalized costs on its mineral exploration properties on a periodic basis and when events or changes in circumstances indicate that its carrying amount may not be recoverable. The Company will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of revenues from the property or from the sale of the property.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 preparation 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 pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using the unit-of-production method. Changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation impact the carrying value of the asset and liability. The related liability is adjusted each period for the unwinding of the discount rate with a corresponding charge to the statement of loss and comprehensive loss. As at November 30, 2012 and August 31, 2012, the Company had no material restoration, rehabilitation or environmental obligations.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

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, 2012 and August 31, 2012.

Share-based payment transactions

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

The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in the equity settled share-based payments reserve account. 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 the 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 each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Unexercised expired stock options and warrants are transferred to deficit.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Income taxes**

Income tax on the profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and to the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it is not recognized.

Loss per share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the period. During the three months ended November 30, 2012 and 2011, the outstanding stock options and warrants were anti-dilutive.

Loss per share information in these consolidated financial statements has been presented as if the common shares issued in connection with the closing of the Arrangement had been issued and outstanding from the start of all periods presented.

Comprehensive loss

Other comprehensive loss represents the change in net equity for the period that arises from unrealized gains and losses on available-for-sale financial instruments. Amounts included in other comprehensive loss are shown net of tax. Cumulative changes in other comprehensive loss are presented separately in the statement of changes in equity.

Use of estimates

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Carrying values for assets and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capitalization of exploration and evaluation costs

Management has determined that exploration and evaluation costs incurred during the period have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, proximity of operating facilities, operating management expertise and existing permits.

Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Future accounting changes

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning after September 1, 2012 or later periods.

IFRS 9 Financial Instruments: Classification and Measurement ("IFRS 9"), effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning September 1, 2015, and has not yet considered the potential impact of the adoption of IFRS 9.

IFRS 10 Consolidated Financial Statements ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements. The Company intends to adopt IFRS 10 in its financial statements for the annual period beginning on September 1, 2013. The Company has not yet determined the impact of the amendments to IFRS 10 on its consolidated financial statements.

IFRS 11 Joint Arrangements ("IFRS 11") replaces the guidance in IAS 31 *Interests in Joint Ventures*. Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures are stripped of the free choice of equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 *Investments in Associates* and IAS 36 *Impairment of Assets*. Any impairment losses are recognized as an adjustment to opening deficit at the beginning of the earliest period presented. The Company intends to adopt IFRS 11 in its financial statements for the annual period beginning on September 1, 2013. The Company has not yet determined the impact of the amendments to IFRS 11 on its consolidated financial statements.

Future accounting changes

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 11, and effective for years beginning on or after September 1, 2013, replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows. The Company is currently evaluating the impact the introduction of IFRS 12 will have on its consolidated financial statements.

IFRS 13 Fair Value Measurement ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company has not yet determined the impact of the amendments to IFRS 13 on its consolidated financial statements.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

5. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development 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. Management considers the Company's capital structure to primarily consist of the components of shareholders' equity.

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 an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

There were no changes in the Company's approach to capital management during the three months ended November 30, 2012. The Company and its subsidiaries are not subject to externally imposed capital requirements.

6. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes to the Company's approach to mitigating risk exposures during the three months ended November 30, 2012.

Credit risk

The Company's credit risk is primarily attributable to receivables. The receivables relate to sales tax due from the Federal Government of Canada and amounts due from related parties. The Company has no significant concentration of credit risk arising from operations. Management expects that repayment of the receivable from related parties will occur, however, it does anticipate that the repayment term will be longer than desirable.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure it has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants and options. The Company will require additional equity financing to fund its fiscal 2013 work programs and operating expenditures. Management believes that it will be successful in raising the necessary funds however, given the current market conditions, management believes that the raising of the required funds will take longer than is normal and will be at prices that may be less than desirable. (Note 18)

Interest risk

The Company has cash and cash equivalent balances and no interest-bearing debt therefore, interest rate risk is minimal.

Foreign currency risk

The Company's functional and presentation currency is the Canadian dollar. Certain expenditures are transacted in foreign currencies. As a result, the Company is exposed to fluctuations in these foreign currencies relative to the Canadian dollar.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

6. FINANCIAL RISK FACTORS (Continued)**Commodity price risk**

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price. A decline in the market price of commodities may also require the Company to reduce its mineral resources, which would have a material and adverse effect on the Company's value. As at November 30, 2012, the Company is not in production. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company does not expect any material movements in the underlying market risk variables over the next three months that will result in a material impact to its financial statements.

7. CASH AND CASH EQUIVALENTS

Cash and cash equivalents of the Company are comprised of the following items:

	November 30, 2012	August 31, 2012
Cash balances	\$ 2,100	\$ 110,109
Short term money market instruments	6,056	32,718
Total	\$ 8,156	\$ 142,827

The Company's short term money market instruments accrue interest of 0.95% per annum and are redeemable at any time without penalty.

8. RECEIVABLES

The receivables balance is comprised of the following items:

	November 30, 2012	August 31, 2012
Sales tax due from Federal Government	\$ 25,440	\$ 48,453
Due from related parties	14,700	14,700
Other	4,900	4,900
Total	\$ 45,040	\$ 68,053

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

9. PREPAID EXPENSES

The prepaid expense balance is comprised of the following items:

	November 30, 2012	August 31, 2012
Insurance	\$ 3,209	\$ 4,959
Shareholder communication	2,450	3,675
Professional fees	5,000	5,000
Consultants	-	3,000
Rent (Note 13)	7,048	10,048
Total	\$ 17,707	\$ 26,682

10. INVESTMENTS

In September 2010, the Company received 200,000 shares of Hawkeye Gold & Diamond Inc. pursuant to the terms of the option agreement for the Scotia Property dated July 2010. The value of the shares on acquisition date, using quoted market prices, was \$37,000. The market value of the shares at August 31, 2012 and November 30, 2012 was \$8,000 and \$6,000 respectively resulting in other comprehensive loss of \$2,000 during the three months ended November 30, 2012.

11. RECLAMATION BONDS

The reclamation bond balance relates to the following mineral exploration properties:

	November 30, 2012	August 31, 2012
Scotia	\$ 5,040	\$ 5,028
Red Hills	35,026	34,800
Middle Mountain	23,140	22,791
Total	\$ 63,206	\$ 62,619

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

12. EXPLORATION AND EVALUATION EXPENDITURES

During the three months ended November 30, 2012, expenditures incurred on mineral exploration properties were as follows:

	Scotia Property, BC	Middle Mountain, Arizona	Red Hills, Arizona	Silver Bell West, Arizona	Three months ended November 30, 2012	Year ended August 31, 2012
	\$	\$	\$	\$	\$	\$
Acquisition Costs:						
Balance, beginning of the period	297,721	121,244	118,815	203,249	741,029	697,654
Additions during the period	-	-	-	-	-	398,125
Option proceeds received	-	-	-	-	-	(200,000)
	297,721	121,244	118,815	203,249	741,029	895,779
Write-offs during the period	-	-	-	-	-	(154,750)
Balance, end of period	297,721	121,244	118,815	203,249	741,029	741,029
Deferred Exploration Costs:						
Balance, beginning of period	629,298	421,460	274,367	216,317	1,541,442	1,593,153
Reports and surveys	-	-	-	-	-	15,450
Assays and lab tests	-	-	-	-	-	446
Geological consulting (recovery)	14,810	200	200	8,003	23,213	40,420
Equipment rental	-	-	-	-	-	100
Field expenses	-	-	-	-	-	205
Licences, permits and maintenance fees	-	-	-	12	12	26,399
Transportation	-	-	-	-	-	9,144
Travel and accommodation	-	-	-	1,344	1,344	2,939
Administration and other	-	-	-	1,437	1,437	2,418
	644,108	421,660	274,567	227,113	1,567,448	1,690,674
Write-offs during the period	-	-	-	-	-	(149,232)
Balance, end of period	644,108	421,660	274,567	227,113	1,567,448	1,541,442
Total	941,829	542,904	393,382	430,362	2,308,477	2,282,471

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

13. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

Trading Transactions

The Company entered into the following transactions with related parties:

	Nature of transactions	Notes	Three months ended	
			November 30, 2012	November 30, 2011
England Communications	Wages, rent and office services	a, b	\$ 81,450	\$ 60,340
Olga Nikitovic	Professional fees	c	\$ 15,000	\$ -
Paul Gray Geological	Consulting fees	d	\$ 1,500	\$ -

- a) The Company incurred rent and office expenses of \$9,000 (2011 - \$7,580) to England Communications, a company controlled by a current director and officer of the Company. The charges are included in office, rent and miscellaneous expense. As at November 31, 2012, \$7,048 of rent is included in prepaids.
- b) The Company pays wages, including employer contributions, directly to England Communications, a management company controlled by a director and officer of the Company. During three months ended November 30, 2012, the Company incurred \$72,450 (2011-\$52,760) in salaries of which \$22,500 (2011 - \$18,950) represents management fees for the CEO and \$7,500 (2011- \$4,987) represents salary for the current corporate officer and former CFO of the Company. These charges are recorded as management fees and office, rent and miscellaneous expense, respectively. The remaining balance of \$42,450 (2011-\$28,823) was included in office, rent and miscellaneous expense.
- c) The Company incurred \$15,000 (2011 - \$Nil) charged by the current CFO of the Company. The amount is included in professional fees.
- d) The Company incurred \$1,500 (2011 - \$Nil) of consulting fees from a company controlled by a director. The fees are charged to exploration and evaluation expenditures.

Compensation of key management personnel

	Notes	Three months ended	
		November 30, 2012	November 30, 2011
Salaries	a	\$ 45,000	\$ 23,937
Share-based payments	b	\$ 14,988	\$ -

- a) The Company does not pay any directors' fees nor does the Company pay any health or post employment benefits. The salaries include the fees for the CEO, CFO and Corporate Secretary included in trading transactions above.
- b) Share-based payments are the grant date fair value of options granted to key management (CEO, CFO, and Corporate Secretary) and directors.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

14. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS**Capital Stock**

The Company has authorized an unlimited number of common shares without par value. As at November 30, 2012, the Company had 15,977,652 common shares outstanding. The common shares outstanding at August 31 2012 was 15,977,652.

Share purchase warrants

At November 30, 2012, warrants were outstanding enabling holders to acquire shares as follows:

Expiry Date	Exercise Price \$	Number of warrants	Remaining contractual life (years)	Currently exercisable	Remaining contractual life (years)
December 28, 2013	0.20	2,567,500	1.08	2,567,500	1.08

The following is a summary of the warrant transactions during the three month period ended November 30, 2012 and the year ended August 31, 2012.

	Three months ended November 30, 2012		Year ended August 31, 2012	
	Number Of Warrants	Weighted Average Exercise Price \$	Number Of Warrants	Weighted Average Exercise Price \$
Balance, beginning of the period	2,567,500	0.20	-	-
Warrants issued pursuant to private placements	-	-	2,567,500	0.20
Balance, end of period	2,567,500	0.20	2,567,500	0.20

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of warrants issued in the three months ended November 30, 2012 and for the year ended August 31, 2012:

	Three months ended November 30, 2012	Year ended August 31, 2012
Risk-free interest rate	-	0.93%
Expected life of warrants	-	2.0 years
Expected annualized volatility	-	86%
Expected dividend rate	-	0%

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

14. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS (Continued)**Stock options**

The Company may grant stock options pursuant to a stock option plan which was established in accordance with the policies of the TSX Venture Exchange. The Board of Directors administers the Plan, pursuant to which the Board of Directors may grant from time to time incentive stock options up to an aggregate maximum of 10% of the issued and outstanding shares of the Company to directors, officers, employees, consultants and advisors. The options can be granted for a maximum of five years.

As at November 30, 2012, the following incentive stock options were outstanding:

Expiry Date	Exercise Price \$	Options Outstanding and Exercisable	
		Number of Options Outstanding	Weighted average remaining contractual life (years)
January 10, 2017	0.10	1,075,000	4.11
June 19, 2017	0.10	250,000	4.55
October 5, 2017	0.10	200,000	4.85
		<u>1,525,000</u>	<u>4.27</u>

The following is a summary of the stock options outstanding for the year ended August 31, 2012:

The following is a summary of the option transactions during the three month period ended November 30, 2012 and the year ended August 31, 2012.

	Three months ended November 30, 2012		Year ended August 31, 2012	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Balance, beginning of the period	1,325,000	0.10	-	-
Options granted	200,000	0.10	1,500,000	0.10
Options expired	-	-	(155,000)	0.10
Options exercised	-	-	(20,000)	0.10
Balance, end of the period	<u>1,525,000</u>	<u>0.10</u>	<u>1,325,000</u>	<u>0.10</u>

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

14. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS (Continued)**Stock options (Continued)**

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of options granted for the three months ended November 30, 2012 and the year ended August 31, 2012:

	Three months ended November 30, 2012	Year ended August 31, 2012
Risk-free interest rate	1.37%	1.28%
Expected life of options	5.0 years	5.0 years
Expected annualized volatility	124%	124%
Expected dividend rate	0%	0%

Share based compensation

The Company granted 200,000 options during the three months ended November 30, 2012. The options were exercisable at \$0.10 for a period of 5 years. The options vested immediately. Accordingly, share-based compensation expense for the three months ended November 30, 2012 was \$14,988 (2011: \$Nil).

15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash investing and financing transactions for the three months ended November 30, 2012 consisted of:

- a) An increase in accrued exploration and evaluation expenditures of \$21,217.

Significant non-cash investing and financing transactions for the three months ended November 30, 2011 consisted of:

- a) An increase in accrued exploration and evaluation expenditures of \$12,585.
b) Parent (Geo) issued shares valued at \$55,000 pursuant to property option agreements.

16. SEGMENTED INFORMATION

The Company primarily operates in one reportable segment, being the acquisition and exploration of resource properties in Canada and the United States. Segmented information on a geographic basis is as follows:

	November 30, 2012	August 31, 2012
	\$	\$
Canadian exploration expenditures and reclamation bonds	946,869	932,047
US exploration and evaluation expenditures and reclamation bonds	1,424,814	1,413,043
	<u>2,371,683</u>	<u>2,345,090</u>

Substantially all of the other assets and operating expenditures are in Canada.

GEONOVUS MINERALS CORP.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

17. COMMITMENTS AND CONTINGENCIES

The Company's exploration and evaluation activities are subject to various federal, provincial and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. 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.

18. SUBSEQUENT EVENTS

- a) The Company has arranged a non-brokered private placement of up to 10 million non-flow-through units at a price of \$0.065 per unit and 10 million flow-through units at a price of \$0.08 per unit. Each non-flow-through unit will consist of one common share and one warrant of the Company. Each warrant will entitle the holder to purchase one share for a period of 18 months at an exercise price of \$0.10 per share. Each flow-through unit will consist of one flow-through common share and one non-flow-through warrant. Each non-flow-through warrant will entitle the holder to purchase one share for a period of 18 months at an exercise price of \$0.12 per share. Finders' fees of 10% cash and 10% finder's warrants may be payable. Each finders' warrant related to the flow-through financing will entitle the holder to purchase one common share for a period of 12 months at an exercise price of \$0.12 per share. Each finders' warrant related to the non-flow-through financing will entitle the holder to purchase one common share for a period of 12 months at an exercise price of \$0.10 per share. Issue costs incurred to November 30, 2012 were \$1,812 which are reflected as deferred transaction costs on the statement of financial position.

On December 28, 2012, the Company announced that it had completed its first tranche of the non-flow through private placement with the issuance of 4,923,000 units at a price of \$0.065 per unit for gross proceeds of \$319,995. The Company issued finders a total of 140,000 share purchase warrants exercisable at \$0.10 per share for twelve months and a cash commission of \$9,100.

On January 3, 2013, the Company announced that it had completed the flow through private placement with the issuance of 871,250 units at a price of \$0.08 per unit for gross proceeds of \$69,700. The Company issued finders a total of 72,750 share purchase warrants exercisable at \$0.10 per share for twelve months and a cash commission of \$5,820.

- b) In December 2012 and January 2013, the Company granted 350,000 options to consultants exercisable at \$0.10 for a period of five years.