

Rheingold Exploration Corp.
(An Exploration Stage Company)

Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

30 April 2013

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection, 4.3 (3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Rheingold Exploration Corp. (“the Company”) have been prepared by and are the responsibility of the Company’s management. The unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management’s best estimate and judgements based on information currently available.

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

Rheingold Exploration Corp.

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	As at 30 April 2013 \$	As at 31 January 2013 (Audited) \$
Assets		
Current		
Cash and cash equivalents	317,808	351,182
Amounts receivable (Note 4)	22,862	21,574
Prepaid expenses and advances (Notes 5 and 9)	4,539	5,340
	<u>345,209</u>	<u>378,096</u>
Exploration and evaluation properties (Note 6)	<u>178,534</u>	<u>178,534</u>
	<u>523,743</u>	<u>556,630</u>
Liabilities		
Current		
Trade payables and accrued liabilities (Note 7)	<u>22,662</u>	<u>22,962</u>
Equity		
Share capital (Note 8)	766,103	766,103
Reserves (Note 8)	90,290	90,290
Contributed surplus (Note 8)	3,160	3,160
Deficit	<u>(358,472)</u>	<u>(325,885)</u>
	<u>501,081</u>	<u>533,668</u>
	<u>523,743</u>	<u>556,630</u>

Nature and Continuance of Operations (Note 1), **Commitment** (Note 12), **Contingency** (Note 12) and **Subsequent Events** (Note 13)

Approved and Authorized by the Board on 28 June 2013:

“Paul Pedersen”

Director

“Richard Robins”

Director

Rheingold Exploration Corp.

Condensed Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	For the three month period ended 30 April 2013 \$	For the three month period ended 30 April 2012 \$
Expenses		
Bank charges and interest	20	31
Filing fees	11,667	-
Investor relations	400	-
Management fees (Note 9)	15,000	-
Meals and entertainment	-	1,534
Office and miscellaneous	2,078	1,954
Professional fees	-	51,390
Share-based payments (Note 8)	-	44,984
Travel	3,422	9,731
	<hr/>	<hr/>
Net loss before other item	(32,587)	(109,624)
Other item		
Write-down of exploration and evaluation property (Note 6)	-	(3,642)
	<hr/>	<hr/>
Net loss and comprehensive loss for the period	(32,587)	(113,266)
	<hr/>	<hr/>
Loss and comprehensive loss per share, basic and diluted	(0.003)	(0.014)
	<hr/>	<hr/>
Weighted average number of common shares outstanding	11,246,260	7,846,260
	<hr/>	<hr/>

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

Rheingold Exploration Corp.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three month period ended 30 April 2013 \$	For the three month period ended 30 April 2012 \$
Cash flows used in operating activities		
Net loss for the period	(32,587)	(113,266)
Share-based payments	-	44,984
Write-down of exploration and evaluation property (Note 6)	-	3,642
Changes in operating assets and liabilities		
Increase in amounts receivable	(1,288)	(6,957)
Decrease (increase) in prepaid expenses	801	(341)
Increase (decrease) in trade payables and accrued liabilities	(300)	36,833
	<u>(33,374)</u>	<u>(35,105)</u>
Cash flows used in investing activities		
Exploration and evaluation properties	-	(9,727)
	<u>-</u>	<u>-</u>
Cash flows from financing activities		
	-	-
	<u>-</u>	<u>-</u>
Increase (decrease) in cash and cash equivalents	(33,374)	(44,832)
Cash and cash equivalents, beginning of period	<u>351,182</u>	<u>190,340</u>
Cash and cash equivalents, end of period	<u>317,808</u>	<u>145,508</u>
Supplemental Disclosures with Respect to Cash Flows (Note 10)		

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

Rheingold Exploration Corp.

Condensed Interim Statements of Changes in Equity

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Common Shares	Share Capital \$	Stock Option Reserve \$	Warrant Reserve \$	Contributed Surplus \$	Deficit \$	Total Equity \$
Balance at 31 January 2012	7,846,260	406,150	20,913	-	-	(81,877)	345,186
Share-based payments	-	-	44,984	-	-	-	44,984
Net loss for the period	-	-	-	-	-	(113,266)	(113,266)
Balance at 30 April 2012	7,846,260	406,150	65,897	-	-	(195,143)	276,904
Common shares issued for cash (\$0.15 per share) (Note 8)	3,350,000	502,500	-	-	-	-	502,500
Common shares issued for exploration and evaluation properties (\$0.08 per share) (Notes 6 and 8)	50,000	4,000	-	-	-	-	4,000
Contributions to capital by related party (Note 9)	-	-	-	-	3,160	-	3,160
Share issuance costs (Note 8):							
- Cash	-	(129,781)	-	-	-	-	(129,781)
- Warrants	-	(16,766)	-	16,766	-	-	-
Share-based payments (Notes 8 and 9)	-	-	7,627	-	-	-	7,627
Net loss for the year	-	-	-	-	-	(130,742)	(130,742)
Balance at 31 January 2013	11,246,260	766,103	73,524	16,766	3,160	(325,885)	533,668
Net loss for the period	-	-	-	-	-	(32,587)	(32,587)
Balance at 30 April 2013	11,246,260	766,103	73,524	16,766	3,160	(358,472)	(501,081)

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

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

30 April 2013

1. Nature and Continuance of Operations

Rheingold Exploration Corp. (the “Company”) was incorporated under the laws of the province of British Columbia on 29 July 2010.

The Company is a mining exploration company that is exploring for gold and other precious metals in the Rainy River district of northwestern Ontario. The Company’s current objective is to maximize shareholder value by exploring and developing its Pattullo mineral project in a cost effective and technically sound manner.

The Company’s registered and records office is 600 – 1090 West Georgia Street, Vancouver, BC, V6E 3V7.

The Company’s condensed interim financial statements for the three month periods ended 30 April 2013 and 2012 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The continuing operations of the Company are dependent upon the Company being able to satisfy its liabilities as they become due and to obtain the necessary financing to acquire, explore and develop its mineral property interests, the attainment of profitable mining operations or the receipt of proceeds from the disposition thereof. The Company had a net loss of \$32,587 for the three month period ended 30 April 2013 (2012 - \$113,266) and had working capital of \$322,547 as at 30 April 2013 (31 January 2013 - \$355,134).

The Company had cash and cash equivalents of \$317,808 at 30 April 2013 (31 January 2013 - \$351,182) but management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. However, management believes that the Company’s capital resources should be adequate to continue operating and maintain its business strategy during fiscal 2014. However, if the Company is unable to raise additional capital in the near future, due to the Company’s liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These condensed interim financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

Basis of Presentation

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of companies consistent with those applied in the Company’s annual financial statements for the year ended 31 January 2013.

Statement of Compliance

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards (“IAS”) 34, “*Interim Financial Reporting*” using accounting policies consistent 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”).

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

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(Unaudited – Prepared by Management)

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Significant accounting judgments, estimates and assumptions

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recoverability and measurement of deferred tax assets and liabilities, and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

New accounting standards and interpretations not yet adopted

At the date of authorization of these condensed interim financial statements, the IASB and IFRIC has issued the following new and revised standards, amendments and interpretations which are not yet effective.

IFRS 9 '*Financial Instruments: Classification and Measurement*' is a new financial instruments standard effective for annual periods beginning on or after 1 January 2015 that replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities.

IAS 32 (Amendment) '*Financial instruments: presentation*' is effective for annual periods beginning on or after 1 January 2014 and includes amendments regarding presentation related to offsetting financial assets and financial liabilities.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

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3. Financial Instruments and Risk Management

Fair values

As at 30 April 2013, the Company's carrying values of cash and cash equivalents, amounts receivable and trade payables approximate their fair values due to their short term maturity.

	Fair value hierarchy	FVTPL, at fair value	Other liabilities, at amortized cost
As at 30 April 2013			
Cash and cash equivalents	Level 1	317,808	-
Trade payables	N/A	-	8,183
As at 31 January 2013			
Cash and cash equivalents	Level 1	351,182	-
Trade payables	N/A	-	8,483

Disclosure of a three-level hierarchy for fair value measurements based upon transparency of inputs to the valuation of financial instruments carried on the balance sheet at fair values is as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing only with high-rated financial institutions as determined by rating agencies. As at 30 April 2013, amounts receivable of \$22,862 comprised of Goods and Services Tax/Harmonized Sales Tax ("GST/HST") receivable of \$22,862 (31 January 2013 - \$21,574). As a result, credit risk is considered insignificant.

Liquidity risk

The Company manages liquidity risk by maintaining an adequate level of cash and cash equivalents to meet its ongoing obligations. The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future. As at 30 April 2013, the Company had working capital of \$322,547 (31 January 2013 - \$355,134). Liquidity risk is considered insignificant.

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

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Other risks

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant currency risk, interest rate risk and commodity price risk arising from financial instruments.

4. Amounts Receivable

The Company's amounts receivable arise from GST/HST receivable due from the government taxation authorities. This amount is non-interest bearing, unsecured and have settlement dates within one year.

5. Prepaid Expenses and Advances

The Company's prepaid expenses and advances are as follows:

	As at 30 April 2013 \$	As at 31 January 2013 \$
Prepaid insurance	1,033	1,834
Prepaid administration expenses	341	341
Advances to related parties (Note 9)	3,165	3,165
	<u>4,539</u>	<u>5,340</u>

6. Exploration and Evaluation Properties

Pattullo Property

On 17 June 2011, the Company entered into an option agreement to acquire a one hundred percent (100%) undivided interest in 4 unpatented mining claims located in the Pattullo and Tait townships of the Province of Ontario, Canada (the "Pattullo Property"). The Company acquired its option in the Pattullo Property through an Option Agreement with Perry Vern English, acting on behalf of Rubicon Minerals Corporation, ("Rubicon"), dated 13 June 2011, effective 17 June 2011 (the "Pattullo Agreement"). In connection with the Pattullo Agreement, the Company issued 50,000 common shares valued at \$2,500 (\$0.05 per common share) to an unrelated third party as a finder's fee (Notes 8 and 10). Pursuant to the Pattullo Agreement, the Company agreed to, (a) over a four year period, make cash payments to Perry Vern English for his subsequent delivery to Rubicon in the aggregate amount of \$105,000; and (b) over a two year period, issue Rubicon 150,000 common shares of the Company, as follows:

- a) Pay \$15,000 in cash upon signing the agreement (paid);
- b) Issue 50,000 common shares of the Company by 23 June 2011 (issued and valued at \$2,500) (Notes 8 and 10);
- c) Pay \$15,000 in cash on 17 June 2012 (paid);
- d) Issue 50,000 common shares of the Company on 23 June 2012 (issued and valued at \$4,000) (Notes 8 and 10);
- e) Pay \$20,000 in cash on 17 June 2013 (paid);
- f) Issue 50,000 common shares of the Company on 23 June 2013 (unissued) (Note 13);

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- g) Pay \$25,000 in cash on 17 June 2014; and
- h) Pay \$30,000 in cash on 17 June 2015.

The Company has granted a 2% net smelter royalty to Rubicon, 1% of which can be purchased back by the Company for \$1,000,000.

Expenditures related to Pattullo Property can be summarized as follows:

	For the three month period ended 30 April 2013 \$	For the three month period ended 30 April 2012 \$	Cumulative amounts from the date of incorporation on 29 July 2010 to 30 April 2013 \$
Exploration and evaluation expenditures			
Consulting fees	-	5,000	15,182
Geological	-	-	27,252
Geophysical	-	-	79,100
	-	5,000	121,534
Acquisition costs	-	-	39,000
	-	5,000	160,534

Millen Mountain Property

The Company currently holds a 100% interest in exploration rights to approximately 3,222 hectares of land located approximately 20 km east of Stewiacke, Nova Scotia (the “Millen Mountain Property”). The Company staked these claims through the Nova Scotia Department of Natural Resources during June of 2011 at a cost of \$1,342. In connection with the staking of the Millen Mountain Property, the Company issued 100,000 common shares valued at \$5,000 (\$0.05 per common share) to a director of the Company as a finder’s fee (Notes 8 and 10).

During the year ended 31 January 2013, the Company entered into an agreement with Millen Mountain Exploration Inc., a company related by way of a director and shareholder in common where by the Company is to transfer all mineral rights and exploration licenses related to Millen Mountain Property in exchange for the proceeds of \$18,000, which is to be paid on or before 5 July 2012 (unpaid) (Notes 9 and 12).

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Expenditures related to Millen Mountain Property can be summarized as follows:

	For the three month period ended 30 April 2013 \$	For the three month period ended 30 April 2012 \$	Cumulative amounts from the date of incorporation on 29 July 2010 to 30 April 2013 \$
Exploration expenditures			
Consulting fees (Note 9)	-	4,550	15,123
Acquisition costs	-	177	8,169
	-	4,727	23,292

During the three month period ended 30 April 2013, the Company recorded a write-down in the amount of \$Nil (2012 - \$3,642) in relation to the Millen Mountain Property.

Total costs included in exploration and evaluation properties related to Millen Mountain Property is \$18,000 (31 January 2013 - \$18,000) as at 30 April 2013.

7. Trade Payables and Accrued Liabilities

Trade payables and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

8. Share Capital

Authorized

The total authorized capital is unlimited common shares with no par value.

Issued and Outstanding

As of 30 April 2013, the total issued and outstanding share capital consists of 11,246,260 (31 January 2013 - 11,246,260) common shares with no par value.

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

30 April 2013

As of 30 April 2013, 3,627,533 (31 January 2013 – 4,353,040) shares were held in escrow. The shares held in escrow are to be released according to the following schedule:

Date	Number of shares released
31 October 2013	725,507
30 April 2014	725,507
31 October 2014	725,506
30 April 2015	725,507
31 October 2015	725,506
Total	3,627,533

On 31 October 2012, the Company completed an initial public offering (the “Offering”) to issue 3,350,000 common shares at \$0.15 per share for gross proceeds of \$502,500. Under the terms of an agency agreement, the Company paid the agent a commission of 8% of the aggregate gross proceeds pursuant to the Offering, a corporate finance fee of \$30,000 in cash and paid additional share issuance costs of \$59,581 in relation to the offering. The Company also issued share purchase warrants equal to 8% of the number of shares sold pursuant to the Offering, exercisable at a price of \$0.15 per warrant for a period of 24 months from the date of issuance.

On 18 June 2012, the Company issued 50,000 common shares of the Company at \$0.08 per common share for a total value of \$4,000 related to the Pattullo Property (Notes 6 and 10).

On 11 November 2011, the Company issued 50,000 common shares of the Company at \$0.05 per common share for a total value of \$2,500 related to the Pattullo Property (Notes 6 and 10).

On 31 October 2011, the Company issued 3,156,250 common shares at a price of \$0.08 per common share, for total cash proceeds of \$252,500.

On 5 July 2011, the Company issued 2,840,000 common shares at a price of \$0.05 per common share for total cash proceeds of \$142,000.

On 27 June 2011, the Company issued 50,000 common shares of the Company at \$0.05 per common share for a total value of \$2,500 as finder’s fee related to the Pattullo Property (Notes 6 and 10).

On 14 June 2011, the Company issued 100,000 common shares of the Company at \$0.05 per common share for a total value of \$5,000 to a director of the Company as finder’s fee related to the Millen Mountain Property (Notes 6 and 10).

On 11 January 2011, the Company issued 1,650,000 common shares of the Company at a price of \$0.001 per common share for total cash proceeds of \$1,650.

On 29 July 2010, the Company issued 10 common shares of the Company at a price of \$0.001 to the Chief Executive Officer of the Company related to the incorporation of the Company.

Rheingold Exploration Corp.

Notes to Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

30 April 2013

Contributed surplus

During the year ended 31 January 2013, an officer and director of the Company made a general contribution to capital to the Company in the amount of \$3,160. This has been recorded as an increase in contributed surplus (Note 9).

Stock options

The Company has adopted a stock option plan (the “Plan”) which provides eligible directors, officers, employees and consultants of the Company with the opportunity to acquire an ownership interest in the Company and is the basis for the Company’s long term incentive scheme. The Plan is administered by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board. The maximum number of common shares issuable under the Plan shall not exceed 10% of the number of common shares of the Company issued and outstanding as of each award date, inclusive of all common shares reserved for issuance pursuant to previously granted stock options. The exercise price of options granted under the Plan will not be less than the closing market price of the Company’s common shares on the exchange. The options have a maximum term of ten years from date of issue, and a maximum term of five years from the date of issue for so long as the Company is a Tier 2 issuer on the TSX Venture Exchange.

The following is a summary of the changes in the Company’s stock option plan for the three month period ended 30 April 2013 and year ended 31 January 2013:

	Period ended 30 April 2013		Year ended 31 January 2013	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding, beginning of period (year)	781,200	0.15	781,200	0.15
Granted	-	-	-	-
Outstanding, end of period (year)	<u>781,200</u>	<u>0.15</u>	<u>781,200</u>	<u>0.15</u>
Exercisable, end of period (year)	<u>781,200</u>	<u>0.15</u>	<u>781,200</u>	<u>0.15</u>

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Notes to Condensed Interim Financial Statements

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(Unaudited – Prepared by Management)

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The following table summarizes information regarding stock options outstanding and exercisable as at 30 April 2013:

Exercise price	Number of options outstanding	Weighted-average remaining contractual life (years)	Weighted average exercise Price \$
Options outstanding			
\$0.15	<u>781,200</u>	<u>3.72</u>	<u>0.15</u>
Total options outstanding	<u>781,200</u>	<u>3.72</u>	<u>0.15</u>
Options exercisable			
\$0.15	<u>781,200</u>	<u>3.72</u>	<u>0.15</u>
Total options exercisable	<u>781,200</u>	<u>3.72</u>	<u>0.15</u>

As at 30 April 2013, the Company had stock options issued as follows:

<u>Number of stock options</u>	<u>Exercise Price (\$)</u>	<u>Expiry</u>
781,200	0.15	18 January 2017

Share Purchase Warrants

The following is a summary of the changes in the Company's share purchase warrants for the three month period ended 30 April 2013 and year ended 31 January 2013:

	Period ended 30 April 2013		Year ended 31 January 2013	
	Number of share purchase warrants	Weighted average exercise price \$	Number of share purchase warrants	Weighted average exercise price \$
Outstanding, beginning of year	268,000	0.15	-	-
Granted	<u>-</u>	<u>-</u>	<u>268,000</u>	<u>0.15</u>
Outstanding, end of year	<u>268,000</u>	<u>0.15</u>	<u>268,000</u>	<u>0.15</u>

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As part of the agent commission for the Offering completed on 31 October 2012, the Company also issued share purchase warrants equal to 8% of the number of shares sold pursuant to the Offering, exercisable at a price of \$0.15 per warrant for a period of 24 months from the date of issuance.

As at 30 April 2013, the Company had warrants issued as follows:

<u>Number of warrants</u>	<u>Exercise Price (\$)</u>	<u>Expiry</u>
268,000	0.15	31 October 2014

Share-based Payments

Share-based payments for the following options granted by the Company was amortized over the vesting period, of which \$Nil was recognized during the three month period ended 30 April 2013 (2012 - \$44,984):

Grant date	Fair value	For the three month period ended 30 April 2013	For the three month period ended 30 April 2012
	\$	\$	\$
18 January 2012	<u>73,524</u>	<u>-</u>	<u>44,984</u>

9. Related Party Transactions

During the three month period ended 30 April 2013, the Company paid \$Nil (2012 - \$4,550) to TBL Resource Solutions Inc., a company controlled by a director of the Company for exploration costs related to the Millen Mountain Property (Note 6). As at 30 April 2013, there is \$Nil (31 January 2013 - \$Nil) payable to TBL Resource Solutions Inc.

During the year ended 31 January 2013, an officer and director of the Company made a general contribution to capital to the Company in the amount of \$3,160 (2012 - \$Nil). This has been recorded as an increase in contributed surplus (Note 8).

During the year ended 31 January 2013, the Company entered into an agreement with Millen Mountain Exploration Inc., a company related by way of a director and shareholder in common where by the Company is to transfer all mineral rights and exploration licenses related to Millen Mountain Property in exchange for the proceeds of \$18,000, which is to be paid on or before 5 July 2012 (unpaid) (Notes 6 and 12).

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Key management personnel compensation

The remuneration of directors and other members of key management were as follows:

	For the three month period ended 30 April 2013	For the three month period ended 30 April 2012
Short-term benefits - Management and other fees	15,000	-
Share-based payments	-	44,984
	<u>15,000</u>	<u>44,984</u>

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Due from/to related parties

The assets of the Company include the following amounts due from related parties (Note 5):

	As at 30 April 2013	As at 31 January 2013
	<u>\$</u>	<u>\$</u>
An officer of the Company	<u>3,165</u>	<u>3,165</u>
Total amount due from related parties	<u>3,165</u>	<u>3,165</u>

10. Supplemental Disclosures with Respect to Cash Flows

	For the three month period ended 30 April 2013	For the three month period ended 30 April 2012
	<u>\$</u>	<u>\$</u>
Cash paid during the period for interest	-	-
Cash paid during the period for income taxes	-	-

On 18 June 2012, the Company issued 50,000 common shares of the Company at \$0.08 per common share for a total value of \$4,000 related to the Pattullo Property (Notes 6 and 8).

On 5 August 2011, the Company issued 100,000 common shares of the Company at \$0.05 per common share for a total value of \$5,000 to a director of the Company as finder's fee related to the Millen Mountain Property (Notes 6 and 8).

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On 27 June 2011, the Company issued 50,000 common shares of the Company at \$0.05 per common share for a total value of \$2,500 as finder's fee related to the Pattullo Property (Notes 6 and 8).

11. Capital Management

Capital under management is considered to be the Company's shareholders' equity and any debt that it may issue. As at 30 April 2013, the Company's shareholders' equity was \$501,081 and it had no long-term debt. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The capital for expansion was mostly from proceeds from the issuance of common shares. This strategy is unchanged from fiscal 2013.

The Company is not subject to externally imposed capital requirements.

12. Commitment and Contingency

During the year ended 31 January 2013, the Company entered into an agreement with Millen Mountain Exploration Inc., a company related by way of a director and shareholder in common where by the Company is to transfer all mineral rights and exploration licenses related to Millen Mountain Property in exchange for the proceeds of \$18,000, which is to be paid on or before 5 July 2012 (unpaid) (Notes 6 and 9).

13. Subsequent Events

The following events occurred from the three month period ended 30 April 2013 to the date the condensed interim financial statements were authorized by the Board of Directors on 28 June 2014:

- a) On 23 June 2013, the Company and Rubicon agreed that the issuance of 50,000 common shares of the Company on 23 June 2013 pursuant to the Pattullo Agreement to be delayed for up to two weeks (Note 6).