Financial Statements of

Mountain Lake Minerals Inc.

For the three months ended February 28, 2013

(Unaudited)

NOTICE TO READER

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 to this effect.

The accompanying unaudited condensed interim financial statements have been prepared by management of the Company. Management have compiled the condensed interim statement of financial position of Mountain Lake Minerals Inc. as at February 28, 2013, the condensed interim statements of loss and comprehensive loss for the three months ended February 28, 2013, the condensed interim statement of changes in equity as at February 28, 2013, and the condensed interim statement of cash flows for the three months ended February 28, 2013. The Company's independent auditors have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the February 28, 2013 condensed interim financial statements. Readers are cautioned that these statements may not be appropriate for their intended purposes.

MOUNTAIN LAKE MINERALS INC.
UNAUDITED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	As at February 28 2013 $	As at November 30 2012 $
ASSETS		
Current assets		
Cash	26,191	74,077
Taxes receivable	8,028	21,941
Prepaid expenses	13,289	25,057
Marketable securities (Notes 1 and 6)	41,842	33,474
	89,350	154,549
Equipment (Note 1)	37,410	40,363
Exploration and evaluation assets (Notes 1 and 7)	4,474,230	4,460,418
Total Assets	4,600,990	4,655,330
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	95,012	44,563
Total Liabilities	95,012	44,563
SHAREHOLDERS' EQUITY (Note 8)		
Total Shareholders' Equity	4,505,978	4,610,767
Total Liabilities and Shareholders' Equity	4,600,990	4,655,330

Going concern – Note 2
Subsequent Events – Notes 2, 6, 7 and 11

See accompanying notes to unaudited condensed interim financial statements.

MOUNTAIN LAKE MINERALS INC.
UNAUDITED CONDENSED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
For the three months ended February 28, 2013

	$
Administration expenses	
Amortization	266
Management fees	34,258
Office and general	8,866
Professional fees	27,777
Shareholder information and communications	33,312
Share transfer, listing and filing fees	5,122
Travel and business development	7,056
Share-based payments expense	5,578
Total Administration Expenses	122,235
Loss before the following:	(122,235)
Unrealized gain on marketable securities	8,368
Net loss and comprehensive loss for the period	(113,867)
Loss per share – basic and diluted (Note 9)	(0.00)

See accompanying notes to unaudited condensed interim financial statements.

MOUNTAIN LAKE MINERALS INC.
UNAUDITED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common shares		Warrants	Share-based payments reserve	Deficit	Total Shareholders' Equity
	Number	$	$	$	$	$
Upon incorporation on May 16, 2012	1	-	-	-	-	-
Cancellation of initial share pursuant to the Arrangement (Note 1)	(1)	-	-	-	-	-
Issuance of shares for assets (Note 1)	21,149,996	4,321,141	61,200	-	-	4,382,341
Issuance of shares for cash:						
Private placement at $0.20 per share	2,500,001	407,100	92,900	-	-	500,000
Share issuance costs	-	(7,919)	-	-	-	(7,919)
Share-based payments	-	-	-	347,269	-	347,269
Net loss and comprehensive loss	-	-	-	-	(610,924)	(610,924)
Balance, November 30, 2012	23,649,997	4,720,322	154,100	347,269	(610,924)	4,610,767
Issuance of shares for exploration and evaluation assets	100,000	3,500	-	-	-	3,500
Share-based payments	-	-	-	5,578	-	5,578
Net loss and comprehensive loss	-	-	-	-	(113,867)	(113,867)
Balance, February 28, 2013	23,749,997	4,723,822	154,100	352,847	(724,791)	4,505,978

See accompanying notes to unaudited condensed interim financial statements.

MOUNTAIN LAKE MINERALS INC.
UNAUDITED CONDENSED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)
For the three months ended February 28, 2013

CASH PROVIDED BY (USED IN)	$
Operating activities	(113,867)
Net loss for the period	
Adjustments for:	
Amortization	266
Unrealized gain on marketable securities	(8,368)
Share-based payments expense	5,578
	(116,391)
Net change in non-cash working capital balances related to operations	
Decrease in input taxes receivable	13,913
Decrease in prepaid expenses	11,768
Increase in accounts payable and accrued liabilities	52,024
	(38,686)
Investing activities	
Exploration and evaluation expenditures	(9,200)
Net change in cash for the period	(47,886)
Cash – beginning of period	74,077
Cash – end of period	26,191

See Supplemental cash flow information (Note 10)

See accompanying notes to unaudited condensed interim financial statements.

(Expressed in Canadian dollars)

NOTE 1 – ARRANGEMENT, INCORPORATION AND BASIS OF PRESENTATION

Mountain Lake Minerals Inc. ("Mountain Lake Minerals" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on May 16, 2012, as a wholly-owned subsidiary of Mountain Lake Resources Inc. ("MLR"). The address of the Company's registered office is Suite 1750 – 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6.

On July 9, 2012, MLR, Mountain Lake Minerals and Marathon Gold Corp. ("Marathon") completed an arrangement (the "Arrangement") whereby Marathon acquired all of the outstanding common shares of MLR. Under the Arrangement, MLR's and Marathon's 50% respective interests in the Valentine Lake project were combined, resulting in Marathon becoming the 100% owner of the project. As part of the Arrangement, Mountain Lake Minerals, the newly incorporated exploration company, acquired the Glover Island, Little River, Bobby's Pond, Goodwin Lake and Hong Kong claims, related equipment, and an investment in Rockwell Diamonds Inc. ("RDI") at a purchase price of $4,382,341 in exchange for the issuance of 20,309,586 common shares to MLR, 840,410 common shares to settle an obligation to employees and consultants of $168,082, and the following warrants ("Arrangement Warrants") at a fair value of $61,200: 689,655 warrants at an exercise price of $0.32 expiring on June 22, 2013 and 620,000 warrants at an exercise price of $0.30 expiring on September 13, 2013. Following the acquisition of the assets outlined above, the shareholders of MLR received 0.40 Marathon common shares for each share held and 0.40 Mountain Lake Minerals common shares for every share held. This distribution of Mountain Lake Minerals common shares to the shareholders of MLR resulted in the distribution of all of the shares of the Company owned by MLR.

The Arrangement did not meet the definition of a business in accordance with IFRS 3: Business Combinations, as there were no established reserves for the acquired properties and the nature of the additional work to convert resources into reserves. As the assets were obtained in exchange for shares, the transaction is a share-based payment and was accounted for in accordance with the guidance in IFRS 2. As such, the fair value of the acquired assets, including direct transaction costs of $8,800, was determined to be as follows:

	$
Marketable securities	70,295
Equipment	47,046
Exploration and evaluation assets	4,273,800
	4,391,141

NOTE 2 – NATURE OF OPERATIONS AND GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will realize its assets and discharge its liabilities in the normal course of business for at least the next twelve months.

The Company was incorporated on May 16, 2012 and commenced principal operations on July 9, 2012. The Company has a net loss to date of $724,791 and negative working capital of $5,662 at February 28, 2013. The recoverability of amounts shown for exploration and evaluation assets and the Company's continued viability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete their development, and future profitable production or proceeds from the disposition of its interests. The ability to raise capital is outside of the Company's control. If the Company does not raise sufficient capital, it may not be able to continue as a going concern and therefore realize its assets and discharge its liabilities in the normal course of business.

There is substantial doubt as to the Company's ability to continue as a going concern. The Company has experienced losses since incorporation and negative cash flow from operations. The Company is actively pursuing various options with potential investors, which, if accepted, will, in management's view, enable the Company to meet its mineral property obligations, fund its administration costs, and commence its planned exploration programs for the next twelve months. No agreements with potential investors have been reached and there can be no assurance that such agreements will be reached. The ability of the Company to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent on the successful completion of a financing or monetizing assets, which management believes will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements. There is no certainty that these and other strategies will be sufficient to permit the Company to continue beyond November 30, 2013. In April 2013, the Company received gross proceeds of $88,000 pursuant to an interim bridge loan financing (Note 11). These proceeds, together with proceeds from the sale of a portion of the Company's RDI shares (Note 6) and the cash payment pursuant to the option agreement on the Company's Goodwin Lake property (Note 7) were utilized to make a payment of $154,000 to maintain the mining lease on the Glover Island property to April, 2014 (Note 7).

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary to reflect these financial statements on a liquidation basis which could differ from accounting principles applicable to a going concern.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim financial statements should be read in conjunction with the Company's annual financial statements and accompanying notes for the period ended November 30, 2012. These unaudited condensed interim financial statements have been prepared using the same accounting policies and judgments and estimates as described in the Company's November 30, 2012 annual financial statements.

a) Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC").

The financial statements were authorized for issue by the Board of Directors on April 23, 2013.

b) Basis of measurement

The financial statements have been prepared on the historical cost basis, except for cash and marketable securities which are measured at fair value.

c) Functional and presentation currency

These financial statements are presented in Canadian dollars which is the Company's functional currency.

d) New and revised IFRSs in issue but not effective:

The following standards are effective for annual periods beginning on or after January 1, 2013 with early adoption permitted, unless otherwise disclosed. The Company is currently evaluating the impact of these new standards, but they are not anticipated to have a significant impact on the Company.

Financial Instruments

The IASB has issued a new standard, IFRS 9 (2010), Financial Instruments, which will ultimately replace IAS 39, Financial Instruments – Recognition and Measurement and augments the previously issued IFRS 9 (2009). The standard eliminates the existing IAS 39 categories of held-to-maturity, available-for-sale and loans and receivables. This standard becomes effective for fiscal years beginning on or after January 1, 2015.

Consolidated Financial Statements

The IASB issued IFRS 10, Consolidated Financial Statements on May 12, 2011 to replace the current IAS 27, Consolidated and Separate Financial Statements and SIC-12, Consolidation – Special Purpose Entities. The new standard identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company.

Joint Arrangements

The IASB issued IFRS 11, Joint Arrangements on May 12, 2011 to replace the current IAS 31, Interests in Joint Ventures. The new standard classifies joint arrangements as either joint ventures or joint operations. Interests in joint ventures will be accounted for using equity accounting, eliminating the proportionate consolidation option currently available under IAS 31.
Disclosure of Interest in Other Entities

On May 12, 2011 the IASB issued IFRS 12, Disclosure of Interest in Other Entities. This standard establishes disclosure requirements for interests in other entities, including joint arrangements, associates, special purpose entities and other off balance sheet entities.

Fair Value Measurement

The IASB issued IFRS 13, Fair Value Measurement on May 12, 2011. This is a comprehensive standard for fair value measurement and disclosure of fair value measurements across various IFRS standards. IFRS 13 provides a definition of fair value, sets out a single IFRS framework for measuring fair value, and outlines requirements for disclosure of fair value measurements.

Offsetting Financial Assets and Financial Liabilities

On December 16, 2011 the IASB published amendments to International Accounting Standard 32, Financial Instruments: Presentation ("IAS 32"), to clarify the application of the offsetting requirements. The amendments are effective for annual periods beginning on or after January 1, 2014, with earlier application permitted.

Disclosures – Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7)

On December 16, 2011 the IASB published new disclosure requirements jointly with the Financial Accounting Standards Board ("FASB") that enables users of the financial statements to better compare financial statements prepared in accordance with IFRS and US Generally Accepted Accounting Principles.

Other Standards

The IASB amended IAS 19, Employee Benefits, with changes effective for fiscal years beginning on or after January 1, 2013.

NOTE 4 – CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of mineral properties and maintain the necessary corporate and administrative functions to facilitate these activities. The Company's definition of capital is shareholders' equity, which as at February 28, 2013 was $4,505,978.

The properties in which the Company currently has an interest are in the exploration stage; as such, the Company is dependent on external financing, primarily equity financing, to fund its activities. There can be no assurance that the Company will be able to continue to raise capital in this manner. To carry out the planned exploration and fund administrative costs, the Company will utilize 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 believes there is sufficient geologic and economic potential and if it has adequate financial resources to do so.

The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid financial instruments, such as cashable guaranteed investment certificates, held with a major Canadian financial institution.

There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

NOTE 5 – FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, marketable securities, and accounts payable and accrued liabilities. Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. Cash is designated as held-for-trading and measured at fair value. Marketable securities are carried at fair value as it is comprised of common shares in a publicly-traded company which have a quoted market price in an active market. Accounts payable and accrued liabilities are designated as other financial liabilities and measured at amortized cost. The recorded values of all financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

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

Credit risk

The Company has no significant credit risk arising from operations. The Company does not engage in any sales activities, so is not exposed to major credit risks attributable to customers. The Company's credit risk is primarily attributable to cash. The Company holds its cash with Canadian chartered banks and the risk of default is considered to be remote.

(Expressed in Canadian dollars)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (Note 2). The Company's accounts payable and accrued liabilities are due within one year. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of stock market conditions generally or as a result of conditions specific to the Company. The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due. As at February 28, 2013, the Company has cash of $26,191 to settle current liabilities of $95,012. To maintain the leases on its mineral properties, the Company has payment obligations of approximately $173,000 over each of the next nine years.

Interest rate risk

Interest rate risk is the risk that future cash flows of the Company's assets and liabilities can change due to a change in interest rates. The Company is not exposed to interest rate risk as no financial instruments are interest-bearing. It is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from the financial statements.

NOTE 6 – MARKETABLE SECURITIES

Marketable securities are comprised of 167,368 common shares of RDI, a publicly-traded company. The fair value of the RDI shares is based on the market price of RDI shares at the reporting date. Subsequent to the quarter end, 121,000 of the RDI shares were sold for gross proceeds of $29,181.

NOTE 7 – EXPLORATION AND EVALUATION ASSETS

Property Description	**Balance, November 30, 2012**	**Expenditures during the period**	**Balance, February 28, 2013**
Glover Island	2,954,550	7,834	2,962,384
Little River	821,156	2,478	823,634
Bobby's Pond	684,712	-	684,712
Other	-	3,500	3,500
	4,460,418	13,812	4,474,230

On July 9, 2012, the Company, Marathon and MLR completed the Arrangement described in Note 1, which resulted in the Company acquiring the Glover Island, Bobby's Pond, Little River, Goodwin Lake, and Hong Kong claims. The acquired assets were recorded at fair value as described in Note 1.

Glover Island, Newfoundland and Labrador, Canada

The Company has an undivided 100% interest in the Glover Island Property, a gold exploration property in Newfoundland and Labrador consisting of mineral licenses and a mining lease. The property is subject to a net smelter returns royalty ("NSR") of 1% of commercial production, which reduces to 0.5% after the payment of the first $1.0 million. The NSR becomes effective after payment of the South Coast Royalty. The South Coast Royalty is a 3% NSR paid either from production of the Glover Island property or the production of certain other mineral interests known as the Pine Cove property (held and operated by Anaconda Mining Inc.) to an aggregate of $3.0 million. On April 20, 2013, the Company made a payment of $154,000 which was required to maintain its Glover Island mining lease to April, 2014.

Little River, Newfoundland and Labrador, Canada

The Company has a 100% interest in 382 mineral claims in Newfoundland and Labrador. The Optionors retain a 2% net smelter return royalty and the Company has the exclusive right and option to acquire 1% of the net smelter return royalty for $1.5 million.

(Expressed in Canadian dollars)

Bobby's Pond, Newfoundland and Labrador, Canada

The Company owns a 100% interest in a mining lease known as the Bobby's Pond property located in Central Newfoundland and Labrador. The property is subject to a 2% net smelter royalty.

Other Properties

Goodwin Lake Claims, New Brunswick, Canada

The Company holds a 100% interest in the Goodwin Lake mineral claims, subject to a 2% net smelter return royalty ("NSR"). During the quarter, the terms of the Goodwin Lake agreement were amended such that the Company agreed to pay a fee of $20,000, payable in common shares of the Company, for the right to acquire one-half of the NSR for $1.0 million. During the quarter, $10,000 of the fee was paid by the issuance of 100,000 common shares of the Company at a fair value of $3,500. The remaining shares are expected to be issued in the second quarter.

During the quarter, the Company entered into an agreement granting Votorantim Metals Canada Inc. ("Votorantim") an option to earn a 70% interest in the Goodwin Lake nickel-zinc property. Votorantim can earn the 70% interest in the property by making cash payments of $325,000 and incurring exploration expenditures of $1,550,000 as follows:

Date	**Cash Payments**	**Exploration Expenditures**
Upon execution	$25,000 (received)	-
March 31, 2014	$75,000	$50,000
March 31, 2015	$100,000	$250,000
March 31, 2016	$125,000	$500,000
March 31, 2017	-	$750,000
	$325,000	$1,550,000

Votorantim may, at any time and from time to time, accelerate its funding of expenditures and the option payments. Votorantim has also been granted an additional option, for 120 days after earning its 70% interest, to acquire the remaining interest in the property by paying $100,000 for each full 1% interest to be acquired (up to a maximum of $3,000,000) for the remaining 30% interest held by the Company.

Hong Kong Claims, Ontario, Canada

The Company has a 41.8% interest in a mineral property known as Hong Kong Claims in Ontario. At this time the Company and the other owner have decided not to carry out further exploration. Ongoing maintenance costs are expensed as incurred.

NOTE 8 – SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. Upon incorporation on May 16, 2012, the Company issued one common share at a price of $0.01.

On February 25, 2013 the Company issued 100,000 common shares pursuant to an amendment of the NSR agreements on its Goodwin Lake property.

Stock Options

The Company has a Stock Option Plan (the "Plan) which provides that the number of options granted may not exceed 10% of the issued and outstanding shares. Options granted under the Plan generally have a five-year term and are granted at a price no lower than the market price of the common shares at the time of the grant.

Details of the outstanding share purchase options at February 28, 2013 are as follows:

Expiry Date	Weighted Average Exercise Price	Number of Shares Outstanding	Number of Shares Vested
March 17, 2014	$0.31	140,000	140,000
October 30, 2017	$0.20	2,025,000	1,908,333
	$0.21	2,165,000	2,048,333

(Expressed in Canadian dollars)

Warrants

Details of the outstanding share purchase warrants at February 28, 2013 are as follows:

Expiry Date	Exercise price per share	Number of Shares
July 9, 2014	$0.30	1,250,000

Pursuant to the Arrangement, there are Arrangement Warrants outstanding at February 28, 2013 as follows:

Expiry Date	Exercise price per share	Number of Shares
September 13, 2013	$0.30	620,000
June 22, 2013	$0.32	689,655
		1,309,655

NOTE 9 – LOSS PER SHARE

Basic loss per share is calculated based on the weighted average number of shares outstanding during the three months ended February 28, 2013 of 23,654,440. Diluted earnings per share is based on the assumption that dilutive options under the stock option plan have been exercised on the later of the beginning of the period and the date granted. Basic and diluted loss per share are equal for the periods presented as all outstanding options and warrants were anti-dilutive.

NOTE 10 – SUPPLEMENTAL CASH FLOW INFORMATION

The following is the supplementary disclosure of non-cash activities during the three months ended February 28, 2013:

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Amortization charged to exploration and evaluation assets	2,687
Shares issued for exploration and evaluation assets	3,500
Increase in accounts payable for exploration and evaluation assets	(1,575)

NOTE 11 – SUBSEQUENT EVENTS

On April 17, 2013, the Company received gross proceeds of $88,000 pursuant to an interim bridge loan financing (the "Loan") from various directors, officers, and other private investors. The Loan is non-interest bearing and matures on September 30, 2013. If the Loan is not repaid by September 30, 2013, then the Loan will be converted into common shares of the Company at the sole election of the Company. The conversion price per share at which the Loan may be converted is $0.025 per share, which is equal to the 20-day volume weighted average trading price of the Company's common shares.