GORILLA MINERALS CORP.

Condensed Interim Financial Statements

For the Three Months Ended October 31, 2012

(Unaudited)

(Expressed in Canadian dollars)

GORILLA MINERALS CORP.

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December 17, 2012

Interim Financial Statements

First Quarter Report

For the three month period ended October 31, 2012 and 2011

NOTICE TO READER

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company must disclose if an auditor has not performed a review of the interim financial statements.

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

These unaudited interim financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company.

Yours truly,

GORILLA MINERALS CORP.

"Scott Sheldon"

Scott Sheldon
Corporate Secretary

GORILLA MINERALS CORP.
Condensed Interim Statements of Financial Position
(Unaudited)
(Expressed in Canadian dollars)

	October 31, 2012 $	July 31, 2012 $
Assets		
Current Assets		
Cash and cash equivalents	2,450	2,691
HST Receivable	9,370	5,709
	11,820	8,400
Mineral properties (Note 5)	63,420	53,410
	75,240	61,810
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	31,983	36,742
Due to related party (Note 8)	31,769	21,833
Notes payable (Note 6)	68,969	-
	132,721	58,575
Notes payable (Note 6)	-	47,747
Government of Yukon Contribution Funds	3,675	-
	136,396	106,322
Shareholders' Equity		
Share capital (Note 7)	54,420	54,410
Deficit	(115,576)	(98,922)
	(61,156)	(44,512)
	75,240	61,810

Nature of operations and continuance of business (Note 1)

Subsequent events (Note 11)

Approved by the Board of Directors on December 17, 2012:

"Scott Sheldon" *"Donald Sheldon"*

Scott Sheldon, Director Donald Sheldon, Director

(The accompanying notes are an integral part of these interim financial statements)

GORILLA MINERALS CORP.
Condensed Interim Statements of Loss and Comprehensive Loss
(Unaudited)
(Expressed in Canadian dollars)

	Three months ended October 31, 2012 $
Exploration Expenses	-
Administrative Expenses	
Audit and accounting	5,000
Legal	909
Management fees	7,000
General and administrative	1,645
Transfer agent, filing and stock exchange fees	878
	15,432
Other Income (Expenses)	
Interest expense	1,222
Net loss and comprehensive loss for the period	(16,654)
Loss per share, basic and diluted	(0.00)
Weighted average shares outstanding	12,089,872

(The accompanying notes are an integral part of these interim financial statements)

GORILLA MINERALS CORP.
Condensed Interim Statement of Changes in Equity
(Unaudited)
(Expressed in Canadian dollars)

	Share Capital			
	Common Shares	Amount $	Deficit $	Total $
Balance, Incorporation	–	–	–	–
Shares issued under the Arrangement (Note 4)	11,972,481	54,400	–	54,400
Shares issued for cash	100,000	10	–	10
Net loss for the period			(98,922)	(98,922)
Balance, July 31, 2012	12,072,481	54,410	(98,922)	(44,512)
Shares issued for property	100,000	10	-	10
Net loss for the period	-	-	(16,654)	(16,654)
Balance, October 31, 2012	12,172,481	54,420	(115,576)	(61,156)

(The accompanying notes are an integral part of these interim financial statements)

GORILLA MINERALS CORP.
Condensed Interim Statements of Cash Flows
(Unaudited)
(Expressed in Canadian dollars)

	Three months ended October 31, 2012 $
Cash provided by (used in):	
Operating activities	
Net loss for the period	(16,654)
Adjustments for non-cash items	
Interest accrual on promissory note	1,222
Changes in non-cash operating working capital:	
HST recoverable	(3,661)
Accounts payable and accrued liabilities	(4,759)
Due to related parties	9,936
	(13,916)
Investing activities	
Mineral property costs	(10,000)
Net proceeds received from Government of Yukon in Contribution Funds	3,675
	(6,325)
Financing activities	
Proceeds from promissory note	20,000
	20,000
Decrease in cash	(241)
Cash, beginning of period	2,691
Cash, end of period	2,450
Supplemental information	
Interest paid	–
Taxes paid	–

(The accompanying notes are an integral part of these interim financial statements)

1. Nature of Operations and Continuance of Business

Gorilla Minerals Corp. ("Gorilla" or the "Company") was incorporated on April 27, 2012 in Canada with limited liability under the legislation of the Province of British Columbia. Gorilla's registered office is located at Suite 2000 – 1177 West Hastings Street, Vancouver, BC, V6E 4T5, Canada.

Gorilla is an exploration stage company and is in the process of exploring its mineral properties in Canada and has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of amounts spent for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its property, and upon future profitable production or proceeds from disposition of the properties. The operations of the Company will require various licences and permits from various governmental authorities which are or may be granted subject to various conditions and may be subject to renewal from time to time. There can be no assurance that the Company will be able to comply with such conditions and obtain or retain all necessary licences and permits that may be required to carry out exploration, development, and mining operations at its projects. Failure to comply with these conditions may render the licences liable to forfeiture.

These condensed interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at October 31, 2012, the Company has not generated any revenues from operations and has an accumulated deficit of $115,576. The Company expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These condensed interim financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

2. Basis of Presentation

(a) Statement of Compliance

These interim financial statements, including comparatives, 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 issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These interim financial statements should be read in conjunction with the Company's annual financial statements for the year ending July 31, 2012. Certain disclosures that are required to be included in annual financial statements prepared in accordance with IFRS are not included in these interim financial statements.

2. Basis of Presentation (continued)

(b) Basis of Measurement

These condensed interim financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3.

(c) Functional and Presentation Currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements. These condensed interim financial statements are presented in Canadian dollars, which is the Company's presentation and functional currency.

3. Significant Accounting Policies

(a) Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash and highly liquid investments that are readily convertible into known amounts of cash within three months.

(b) Mineral Properties

Recognition and Measurement

The Company charges to operations all exploration and evaluation expenses incurred prior to the determination of economically recoverable reserves. These costs would also include periodic fees such as license and maintenance fees.

The Company capitalizes direct mineral property acquisition costs and those expenditures incurred following the determination that the property has economically recoverable reserves. Mineral property acquisition costs include cash consideration and the fair value of common shares issued for mineral property interests, pursuant to the terms of the relevant agreement. These costs are amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned, or when impairment in value has been determined to have occurred. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The Company may occasionally enter into option-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would otherwise be undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted as a gain on disposal.

3. Significant Accounting Policies (continued)

(c) 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 balance sheet 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. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

(d) Income Taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized either in other comprehensive income or directly in equity, in which case it is recognized in other comprehensive income or in equity, respectively. 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. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

3. Significant Accounting Policies (continued)

(e) Financial Instruments

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than 12 months after the end of the reporting periods, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

The Company has classified cash as fair value through profit or loss.

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss.

3. Significant Accounting Policies (continued)

(e) Financial Instruments (continued)

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. These liabilities include accounts payable and accrued liabilities, other liabilities and loans. Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in the income statement.

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. Impairment losses recognized for equity securities are not reversed.

(f) Loss Per Share

Basic earnings or loss per share is computed by dividing the earnings or loss for the period by the weighted average number of common shares outstanding during the relevant period. The treasury stock method is used for the calculation of diluted earnings or loss per share. Stock options, share purchase warrants, and other equity instruments are dilutive when the average market price of the common shares during the period exceeds the exercise price of the options, warrants and other equity instruments. When a loss has been incurred, basic and diluted loss per share is the same because the exercise of options and warrants would be anti-dilutive.

3. Significant Accounting Policies (continued)

(g) Comprehensive Income

Comprehensive income or loss is the change in net assets arising from transactions and other events and circumstances from non-owner sources, and comprises net income or loss and other comprehensive income or loss. Financial assets that are classified as available for sale will have revaluation gains and losses included in other comprehensive income or loss until the asset is removed from the balance sheet.

(h) Share Capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders' equity. Common shares issued for consideration other than cash are valued based on their market value at the date the agreement to issue shares was concluded. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders' equity.

(i) Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(j) Critical Accounting Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions about future events that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

3. Significant Accounting Policies (continued)

(k) Future Changes in Accounting Standards

The following standards have been issued but are not yet effective:

(i) Financial instruments

IFRS 9 – Financial instruments was issued by the IASB in October 2010 and will replace *IAS 39 – Financial instruments: recognition and measurement*. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

(ii) Consolidated financial statements

IFRS 10 – Consolidated financial statements was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. IFRS 10 is effective for annual period beginning on or after January 1, 2013. Earlier application is permitted.

(iii) Joint arrangements

IFRS 11 – Joint arrangements was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, while entities in the latter account for the arrangement using the equity method.

IFRS 11 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.
The Company is currently evaluating the impact of the above standards on its financial performance and financial statements disclosures but expects that such impact will not be material.

3. Significant Accounting Policies (continued)

(k) Future Changes in Accounting Standards (continued)

(iv) Disclosure of interests in other entities

IFRS 12 – Disclosure of interests in other entities was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

(v) Fair value measurement

IFRS 13 – Fair value measurement was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRSs.

The key points of IFRS 13 are as follows:
- fair value is measured using the price in a principal market for the asset or liability, or in the absence of a principal market, the most advantageous market;
- financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity's net risk exposure;
- disclosures regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
- a quantitative sensitivity analysis must be provided for financial instruments measured at fair value;
- a narrative must be provided discussing the sensitivity of fair value measurements categorised under Level 3 of the fair value hierarchy to significant unobservable inputs; and
- information must be provided on an entity's valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

IFRS 13 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

(vi) Presentation of financial statements

IAS 1 – Presentation of financial statements was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012.

The Company is currently evaluating the impact of the above standards on its financial performance and financial statements disclosures but expects that such impact will not be material.

4. Plan of Arrangement

On April 30, 2012, Gorilla Resources Corp. signed an arrangement agreement (the "Arrangement Agreement") with Gorilla Minerals Corp. and Defiant Minerals Corp. Gorilla Minerals Corp. and Defiant Minerals Corp. became subsidiaries of Gorilla Resources Corp. on April 27, 2012. The purpose of the Arrangement Agreement was to reorganize Gorilla Resources Corp.'s business units and optimize shareholder value by separating its investments in gold mineral exploration property from its nickel exploration property.

The Arrangement Agreement provided that the shareholders of Gorilla Resources Corp. would receive one common share of Gorilla Minerals Corp. as well as one common share of Defiant Minerals Corp. for each common share of Gorilla Resources Corp. held by them (the "Arrangement"), with the result that the shareholders of Gorilla Resources Corp. would also become shareholders of Gorilla Minerals Corp. and Defiant Minerals Corp. for no cost to the shareholder. Following completion of the Arrangement, Gorilla Minerals Corp. and Defiant Minerals Corp. became reporting issuers in British Columbia and Alberta. Completion of the transactions contemplated by the Arrangement Agreement were subject to the approval of the shareholders of Gorilla Resources Corp. and the Supreme Court of British Columbia.

In accordance with the Plan of Arrangement, Gorilla Resources Corp. transferred the claims in the Wels property to Gorilla Minerals Corp. after approval by the shareholders of Gorilla Resources Corp.. In terms of the Assignment Agreement; Gorilla Minerals Corp. were assigned 100% of the mineral claims and assumed all responsibilities and obligations. Gorilla Minerals Corp. then signed an option agreement with Defiant Minerals Corp. with respect to the nickel mining claims. Defiant Minerals Corp. has subsequently defaulted on an option payment and the option has subsequently lapsed.

Upon the Arrangement becoming effective:

a) Gorilla Minerals Corp. and Defiant Minerals Corp. would no longer be a wholly-owned subsidiaries of Gorilla Resources Corp. and the shareholders of Gorilla Resources Corp. would hold the same percentage of issued Gorilla Minerals Corp. and Defiant Minerals Corp. shares in the capital of the companies as such shareholders held in the capital of Gorilla Resources Corp..

b) Gorilla Minerals Corp. and Defiant Minerals Corp. would focus their businesses primarily on the exploration and development of the gold prospective mining interests and the nickel prospect interests in the Wels property in the Yukon respectively.

On April 30, 2012, Gorilla Resources Corp. completed the Plan of Arrangement with Gorilla Minerals Corp. and Defiant Minerals Corp. The Plan of Arrangement was approved by Gorilla Resources Corp.'s sole shareholder by way of consent resolution dated May 26, 2012, and by Gorilla Minerals Corp.'s and Defiant Minerals Corp.'s respective Boards of Directors, effective June 22, 2012. As a result, an option to acquire a 100% interest in the Wels property was transferred from Gorilla Resources Corp. to Gorilla Minerals Corp. in exchange for 11,972,481 shares of Gorilla Minerals Corp. as well as 11,972,481 shares of Defiant Minerals Corp. (see Note 7). Gorilla Minerals Corp. and Defiant Minerals Corp. are reporting issuers in British Columbia and Alberta.

(Expressed in Canadian dollars)

5. Mineral Properties

Whitehorse, Yukon Territory, Canada

Pursuant to an option agreement dated June 6, 2011, Gorilla Resources Corp. was granted an option to acquire a 100% interest in the Wels property located in Whitehorse, Yukon Territory, Canada. On April 23, 2012, Gorilla Resources Corp. assigned all the benefits, rights and obligations under the option agreement to the Company. The property consists of 176 unpatented mining claims and is subject to a 3% Net Smelter Returns ("NSR") in favour of the optionor. The Company has the right to buy back the NSR for a cash payment of $750,000 for each 1%, to a maximum of $1,500,000, at any time. To maintain and exercise the option, the Company must:

- Make cash payments of $15,900 upon signing (paid by Gorilla Resources Corp.);
- Make cash payments of $15,450 upon the completion of a National Instrument 43-101 technical report (paid by Gorilla Resources Corp.);
- Issue 150,000 common shares on the sixth month anniversary (issued by Gorilla Resources Corp.);
- Make cash payments of $25,000 and issue 100,000 common shares (issued at a fair value of $10) on or before September 30, 2012 (subsequently extended to make a cash payment of $10,000 (paid) by October 31, 2012 and $15,000 by January 31, 2013);
- Make payments of $40,000 on or before September 30, 2013, payable in cash, common shares, or a combination of cash and common shares;
- Make payments of $80,000 on or before September 30, 2014, payable in cash, common shares, or a combination of cash and common shares.

On April 30, 2012, the Company granted an option to purchase an interest in the nickel mineral claims, totalling 24 mining claims, to Defiant Minerals Corp. Defiant Minerals Corp. subsequently paid $1,000 in option payments to the Company, buy then defaulted on the option agreement which has consequently lapsed.

On date of assignment from Gorilla Resources Corp. to the Company, the Wels Property was transferred at its carrying value of $54,400, which was deemed to be its fair value. The $1,000 option payment made has been credited to the costs capitalized leaving a net book value of $53,410.

During the period ended October 31, 2012, the Company incurred exploration expenditures on the Wels Property as follows:

	October 31, 2012
Exploration and related expenditures (Wels)	
Assays	$ 14,732
Land Administration	320
Government of Yukon Contribution Funds	(15,052)
Total mineral property expenditures	$ -

(Expressed in Canadian dollars)

6. Notes Payable

During the period ended October 31, 2012, the Company received loan proceeds of $20,000 from a company controlled by a director of the Company bearing an interest rate of 8% per annum. The loan is repayable in full on August 31, 2013.

During the period ended October 31, 2012, the Company accrued an interest expense of $1,222 in connection with the loan.

During the year ended July 31, 2012, the Company received loan proceeds of $47,500 from a company controlled by a director of the Company bearing an interest rate of 8% per annum. The loan is repayable in full on August 31, 2013.

During the year ended July 31, 2012, the Company accrued an interest expense of $247 in connection with the loan.

7. Share Capital

(a) Authorized

Unlimited number of common shares without par value

	Number of shares	$
Balance, Incorporation	–	–
Shares issued for property	100,000	10
Shares issued under the plan of arrangement (Note 4)	11,972,481	54,400
Balance, July 31, 2012	12,072,481	54,410
Shares issued for property	100,000	10
Balance, October 31, 2012	12,172,481	54,420

Share transactions for the period ended October 31, 2012:

(i) On October 16, 2012, the Company issued 100,000 common shares with a fair value of $10 pursuant to the Company's Wels Property (Note 5).

Share transactions for the year ended July 31, 2012:

(ii) On April 27, 2012, the Company issued 100,000 common shares for cash proceeds of $10 to Gorilla Resources Corp.

(iii) On June 22, 2012, the Company issued 11,972,481 common shares at a price of $54,400 to the shareholders of Gorilla Resources Corp as part of the Plan of Arrangement.

(Expressed in Canadian dollars)

8. Related Party Transactions

During the period ended October 31, 2012, the Company incurred $6,000 in management fees from a company owned by the President and $1,500 in rent expense paid to a company controlled by a director. At October 31, 2012, the Company owed $31,769 to directors and their companies.

9. Financial Instruments

(a) Classification of Financial Instruments

The Company has classified its financial instruments as follows:

	October 31, 2012 $
Financial assets:	
Held for trading, measured at fair value:	
Cash	2,450
	2,450
Financial liabilities, measured at amortized cost:	
Loans payable	68,969
Accounts payable and accrued liabilities	31,983
	100,952

(b) Fair Values

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at October 31, 2012, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of other financial instruments, which include accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

9. Financial Instruments (continued)

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. As at October 31, 2012, the Company has a $2,450 cash balance to settle current liabilities of $132,721.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of share subscriptions receivable. Management is of the view that this amount is fully collectible.

(d) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

(e) Interest rate risk

The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(f) Foreign currency exchange rate risk

The Company currently has no significant operations denominated in foreign currencies. Management believes there is no significant foreign currency exchange rate risk.

10. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements as at October 31, 2012.

11. Subsequent Events

The Company received an additional $2,000 in loan proceeds from a company controlled by a director.