

Stinton Exploration Ltd.
Condensed Interim Financial Statements
For the periods ended September 30, 2012 and 2011
(unaudited)

Stinton Exploration Ltd.

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*For the periods ended September 30, 2012 and 2011
(unaudited)*

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Stinton Exploration Ltd.
Condensed Interim Statement of Financial Position

As at
(unaudited)

	Sept. 30, 2012	December 31, 2011	Sept 30, 2011
	CDN\$	CDN\$	CDN\$
ASSETS			
Cash and cash equivalents	19,412	105,519	29,287
Accounts receivable	-	650	-
Prepaid expenses	31,396	-	-
Deferred taxes	-	4,328	-
	50,808	110,497	29,287
LIABILITIES			
Accounts payable and accrued liabilities	26,823	22,267	943
Premium liability (Note 5)	-	3,900	-
	26,823	26,167	943
EQUITY			
Share capital (Note 5)	120,423	120,423	50,836
Deficit	(96,438)	(36,093)	(22,492)
	23,985	84,330	28,344
	50,808	110,497	29,287

Nature of operations and going concern (Note 1)
Commitments (Note 9)

Approved on Behalf of the Board

Wayne Stebbe, Director

David Gurvey, Director

The accompanying notes form part of the condensed interim financial statements

Stinton Exploration Ltd.
Condensed Interim Statement of Comprehensive Income
For the three and nine month periods ended September 30, 2012 and 2011
(unaudited)

	<i>Three month period ended Sept 30, 2012 CDN\$</i>	<i>Three month period ended Sept 30, 2011 CDN\$</i>
Expenses		
Administration expenditures	15,591	2,927
Exploration and evaluation expenditures (Note 7)	475	-
Loss before provision for income taxes	16,066	2,927
Provision for income taxes	-	-
Net loss and comprehensive loss	(16,066)	(2,927)
Loss per share (Note 6)		
Basic	(0.01)	(0.01)
Diluted	(0.01)	(0.01)

	<i>Nine month period ended Sept 30, 2012 CDN\$</i>	<i>Nine month period ended Sept 30, 2011 CDN\$</i>
Expenses		
Administration expenditures	50,382	9,913
Exploration and evaluation expenditures (Note 7)	9,535	12,579
Loss before provision for income taxes	59,917	22,492
Provision for income taxes	428	-
Net loss and comprehensive loss	(60,345)	(22,492)
Loss per share		
Basic	(0.02)	(0.01)
Diluted	(0.02)	(0.01)

The accompanying notes form part of the condensed interim financial statements

Stinton Exploration Ltd.
Condensed Interim Statement of Changes in Equity
For the nine month periods ended September 30, 2012 and 2011
(unaudited)

	<i>2012 Number</i>	<i>2012 Amount \$</i>	<i>2011 Number</i>	<i>2011 Amount \$</i>
Common shares				
Balance, beginning of period	3,740,000	120,423	-	-
Issued as non-flow-through shares	-	-	2,260,000	45,250
Issued as equity-settled share-based payments (Note 8)	-	-	700,000	7,000
Share issue costs	-	-	-	(2,708)
Balance, end of period	3,740,000	120,423	2,960,000	49,542
Deficit				
Balance, beginning of period		(36,093)		-
Comprehensive loss		(60,345)		(22,495)
Balance, end of period		(96,438)		(22,495)

The accompanying notes form part of the condensed interim financial statements

Stinton Exploration Ltd.
Condensed Interim Statement of Cash Flows
For the three and nine month periods ended September 30, 2012 and 2011
(unaudited)

	<i>Three month period ended Sept 30, 2012 CDN\$</i>	<i>Three month period ended Sept 30, 2011 CDN\$</i>
Operating activities		
Net loss	(16,066)	(2,927)
Items not involving cash:		
Deferred taxes	-	-
Share-based payments	-	-
	(16,066)	(2,927)
Changes in non-cash working capital accounts:		
Accounts receivable	-	-
Prepaid expenses	-	-
Accounts payable and accrued liabilities	16,066	(803)
	-	(3,730)
Financing Activities		
Proceeds from sale of equity instruments	-	-
Share issue costs	-	-
	-	-
Net increase (decrease) in cash and cash equivalents	-	(3,730)
Cash and cash equivalents, beginning of period	19,412	33,017
Cash and cash equivalents, end of period	19,412	29,287
	<i>Nine month period ended Sept 30, 2012 CDN\$</i>	<i>Nine month period ended Sept 30, 2011 CDN\$</i>
Operating activities		
Net loss	(60,345)	(22,492)
Items not involving cash:		
Deferred taxes	428	1,294
Share-based payments	-	7,000
	(59,917)	(14,198)
Changes in non-cash working capital accounts:		
Accounts receivable	650	-
Prepaid expenses	(31,396)	-
Accounts payable and accrued liabilities	4,556	943
	(26,190)	(13,255)
Financing Activities		
Proceeds from sale of equity instruments	-	45,250
Share issue costs	-	(2,708)
	-	42,542
Net increase (decrease) in cash and cash equivalents	(86,693)	33,017
Cash and cash equivalents, beginning of period	105,519	-
Cash and cash equivalents, end of period	19,412	29,287

The accompanying notes form part of the condensed interim financial statements

Stinton Exploration Ltd.

Condensed Interim Notes to the Financial Statements

For the periods ended September 30, 2012 and 2011
(unaudited)

1. Nature of operations and going concern

Stinton Exploration Ltd. (the "Company") is a mineral exploration company incorporated under the laws of Canada on September 1, 2010. The Company's registered office and principal place of business is located at 295 Broadway, Winnipeg, Manitoba, Canada, R3C 0R9. The Company's principal business is the exploration for and evaluation of mineral resources.

The Company is a development stage entity that does not generate operating revenues and has limited financial resources. The Company is subject to risks and challenges similar to companies in a comparable stage of development. These risks include the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry and global economic and commodity price volatility. The underlying value of the Company's mineral property rights and the recoverability of the related expenditures are entirely dependent on the Company's ability to obtain the necessary permits to operate and secure the required financing to complete development of and establish future profitable production from its mineral assets, or the process from the disposition of, its mineral property.

While these condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, realize its assets and discharge its liabilities in the normal course of business for the foreseeable future, there are events and conditions that raise substantial doubt on the validity of that assumption. During the nine month period ended September 30, 2012, the Company incurred a loss before taxes of \$60,345 (September 30, 2011 - \$22,492) and as at Sept 30, 2012 has an accumulated deficit of \$96,438 (Sept. 30, 2011 - \$22,492) and an unexpended flow-through obligation of \$78,000 (September 30, 2011 - \$nil). The Company will require additional funding to commence and maintain its current and planned exploration programs and property commitments and for administrative purposes.

While the Company has been successful in obtaining its required financing in the past, there is no assurance that sufficient funds will be available to the Company in the future. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the progress and results of the Buffalo project, the state of debt and equity markets, investor perceptions and expectations and the global financial and mineral markets. The Company anticipates that it will require additional financing through, but not limited to, the issuance of additional equity in order to fund its ongoing exploration and administrative costs. There can be no assurance the Company will be successful in this endeavour.

These financial statements do not reflect adjustments in the carrying values of the assets and liabilities, the reported revenues and expenses, and the statement of financial position classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities in the normal course of operations. Such adjustments could be material.

2. Significant accounting policies

IFRS compliance

The interim financial statements are condensed and have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). The same accounting policies and methods of computation were followed in the preparation of these condensed interim financial statements as disclosed in the Company's financial statements for the year ended December 31, 2011. The Company's 2011 annual financial statements include incremental annual IFRS disclosures that may be helpful to readers of the interim results and therefore should be read in conjunction with these condensed interim financial statements.

Presentation of financial statements

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

These financial statements for the quarters ended September 30, 2012 and 2011 were approved and authorised for issue by the Board of Directors on November 29, 2012.

Estimates and judgements

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and may have an impact on future periods.

3. Financial Instruments

Fair value of financial instruments

Financial instruments consisting of accounts receivable and accounts payable and accrued liabilities on the statement of financial position are carried at amortized cost. Cash and cash equivalents are carried at fair value. All of the fair value items are transacted in active markets. The Company classifies the fair value of these transactions according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The Company's cash and cash equivalents have been assessed on the fair value hierarchy described above and are considered Level 1. There were no transfers between fair value hierarchy levels for the three and six month periods ended June 30, 2012 or 2011. During the period, there has been no reclassification of financial instruments.

For all financial instruments held by the Company, fair value is approximated by the instruments' carrying values due to the short-term nature of the instruments.

Nature and extent of risk associated with financial instruments

The Company's activities result in exposure to a number of financial risks including market risk (commodity price risk, interest rate risk, and foreign exchange risk), credit risk, and liquidity risk.

The Company's overall risk management program seeks to mitigate these risks and reduce the volatility of the Company's financial performance. Financial risk is managed by senior management under the direction of the Board of Directors.

The Company may enter into various risk management contracts to manage the Company's exposure to commodity price fluctuations. Currently no risk management agreements are in place. The Company does not speculatively trade in risk management contracts. The Company's risk management contracts are entered into to manage the risks relating to commodity prices from its business activities.

Market risk

Market risk is the risk that the fair value or future cash flow of the Company's financial instruments will fluctuate because of changes in market prices. Components of market risk to which the Company is exposed are discussed below.

Commodity price risk

At present, the Company is not exposed to significant commodity price risk as it is currently in the exploration phase of its business plan and only upon successful conclusion of exploration which is not necessarily certain, will commercial production commence from the Company's property.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Interest rate risk arises from interest bearing financial assets and liabilities that the Company uses. The Company is not exposed to significant interest rate risk as it has no financial instruments that are subject to significant interest rates.

Stinton Exploration Ltd.

Condensed Interim Notes to the Financial Statements

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4. Capital management

The Company's objective is to maintain access to sources of capital with which to finance its operations. The Company maintains a capital structure consisting of equity.

The Company manages its capital structure and makes changes to it in light of changes in economic conditions and the risk characteristics of the underlying investments. The Company will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate in the specific circumstances.

The Company manages the following as capital:

	Sept. 30, 2012 CDN \$	<i>December 31, 2011</i> <i>CDN\$</i>	<i>Sept. 30, 2011</i> <i>CDN\$</i>
Share capital	120,423	120,423	49,542
Deficit	(100,218)	(36,093)	(18,446)
Capital	20,205	84,330	31,096

5. Share capital and premium liability

The Company is authorized to issue an unlimited number of voting common shares with no par value. All common shares issued as at September 30, 2012, December 31, 2011 and September 30, 2011 are fully paid.

6. Loss per share

The following table summarized the weighted average common shares used in calculating net loss per share for the three month period ended September 30, 2012 and 2011:

	Sept. 30, 2012 CDN\$	<i>Sept. 30, 2011</i> <i>CDN\$</i>
Numerator		
Net loss for the period - basic and diluted	(4,636)	(470)
Denominator		
Weighted average shares - basic and diluted	3,740,000	2,960,000
Basic and diluted loss per share	(0.01)	(0.01)

The following table summarized the weighted average common shares used in calculating net loss per share for the six month period ended June 30, 2012 and 2011:

	Sept. 30, 2012 CDN\$	<i>Sept. 30, 2011</i> <i>CDN\$</i>
Numerator		
Net loss for the period - basic and diluted	(44,279)	(18,446)
Denominator		
Weighted average shares - basic and diluted	3,740,000	2,819,337
Basic and diluted loss per share	(0.01)	(0.01)

Basic per share amounts are calculated by dividing the profit or loss attributable to shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted per share amounts are the same as basic per share amounts as there are no outstanding instruments that are dilutive or potentially dilutive in nature.

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Condensed Interim Notes to the Financial Statements

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7. Exploration and evaluation expenditures

The following is a summary of exploration and evaluation expenditures for the three month periods ended Sept. 30, 2012 and 2011:

	Total Expenditures, April 1, 2012	Current Expenditures	Option Payments and Grants	Total Expenditures, Sept 30, 2012
Buffalo Project	\$9,150	\$475	-	\$9,625

	Total Expenditures, April 1, 2011	Current Expenditures	Option Payments and Grants	Total Expenditures, Sept 30, 2011
Buffalo Project	\$7,000	-	-	\$7,000

The following is a summary of exploration and evaluation expenditures for the nine month periods ended September 30, 2012 and 2011:

	Total Expenditures, Jan 1, 2012	Current Expenditures	Option Payments and Grants	Total Expenditures, Sept. 30, 2012
Buffalo Project	\$7,000	\$2,625	-	\$9,625

	Total Expenditures, Jan 1, 2011	Current Expenditures	Option Payments and Grants	Total Expenditures, Sept. 30, 2011
Buffalo Project	-	\$7,000	-	\$7,000

Included in exploration and evaluation expenditures for the six month period ended June 30, 2012 is an equity-settled share-based payment of 700,000 common shares of the Company in exchange for certain exploration rights. The value of the expenditures was estimated based on the estimated value of the common shares issued under the terms of the agreement as of the date of the agreement, as the fair value of the exploration rights could not be reliably measured based on the nature of the underlying exploration rights.

8. Related party transactions

The Company has defined key management personnel ("KMP") as those persons having authority and responsibility for planning, directing and controlling the key activities of the entity, directly or indirectly, including all directors. As the Company does not currently have any permanent employees, KMP consists solely of the five directors of the Company. Certain of the directors also act as the Chief Executive Officer and Chief Financial Officer of the Company. In the event that either of these individuals became unable to perform their duties, the Company may not be able to operate normally until suitable replacements are found.

There were no amounts paid to KMP for the three and six month periods ended June 30, 2012 and 2011, or payable to KMP as at June 30, 2012 and 2011. As at December 31, 2011, \$5,040 was included in accounts payable and accrued liabilities for services provided by KMP for the year ended December 31, 2011. These transactions were recorded at the exchange amount, which is the amount of consideration established by and agreed to by the related parties. These balances are not secured, non-interest bearing and have no set terms of repayment.

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9. Commitments

Pursuant to the flow-through common shares issued, the Company is committed to spending \$78,000 on qualified resource expenditures by December 31, 2012.

10. Subsequent event

The engagement agreement with Union Securities Ltd. with respect to an offering of shares and listing application on the Canadian National Stock Exchange was assigned to PI Financial Corp. on October 18, 2012. Under the terms of the agreement, the Company will attempt to raise between \$250,000 and \$275,000 through the offering of between 2,500,000 and 2,750,000 common shares of the Company at \$0.10 per common share. Total costs associated with this offering are expected to be \$100,000, of which \$34,000 has already been paid by the Company and included in comprehensive income for the period ended September 30, 2012. In addition, the Company will have to issue Agent's Options on the close of the transaction equal to 10% of the total common shares issued. On November 27, 2012, the Company received a receipt for the final prospectus which it had submitted.