CNRP Mining Inc.

Unaudited Interim Financial Statements

Three Months Ended October 31, 2014 and 2013

(Expressed in Canadian Dollars)

Management's responsibility for financial reporting

The accompanying financial statements of CNRP Mining Inc. (the "Company" or "CNRP") were prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in Note 4 of the financial statements.

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of October 31, 2014 and for the periods presented by the financial statements.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Management's assessment of internal control over financial reporting ("ICFR")

Management is also responsible for establishing and maintaining adequate internal control over the Company's financial reporting. The internal control system was designed to provide reasonable assurance to the Company's management regarding the preparation and presentation of the financial statements.

"Daniel Wettreich"
Chief Executive Officer

NOTICE OF NO AUDITOR REVIEW OF 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 unaudited condensed interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

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

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

CNRP Mining Inc.

Interim Statements of Financial Position
As at
(Expressed in Canadian Dollars)

	October 31, 2014	July 31, 2014
	Unaudited	*Audited*
Assets		
Current Assets		
Cash	**$ 6,815**	$ 883
HST recoverable	**676**	14,498
Due from parent company *(Note 10)*	**160,888**	162,213
Due from company under common control *(Note10)*	**30,000**	30,000
Total current assets	**198,379**	207,594
Non-Current Assets		
Investment in Preferred Shares of Parent company *(Note 13)*	**671,844**	671,844
Exploration and Evaluation Assets *(Note 7)*	**5,393,760**	5,393,760
Total non-current assets	**6,065,604**	6,065,604
Total assets	**$ 6,263,983**	$ 6,273,198
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities *(Note 8 and 10)*	**$ 46,739**	$ 48,929
Due to related company *(Note10)*	**23,967**	23,967
Mineral properties purchase price payable *(Note 11)*	**700,000**	700,000
Total liabilities	**770,706**	772,896
Shareholders' Equity		
Share Capital *(Note 9)*	**8,441,550**	8,441,550
Reserve for Share-based Payments *(Note 9)*	**4,700**	300
Contributed Surplus *(Note 9)*	**626,000**	626,000
Deficit	**(3,578,973)**	(3,567,548)
Total shareholders' equity	**5,493,277**	5,500,302
Total liabilities and shareholders' equity	**$ 6,263,983**	$ 6,273,198

Going concern *(Note 2)*

Approved by the Board:

/s/ Daniel Wettreich Director

/s/ Mark Wettreich Director

The accompanying notes are an integral part of these financial statements

CNRP Mining Inc.

Interim Statements of Loss and Comprehensive Loss
For the Three months ended October 31,

(Expressed in Canadian Dollars)

Unaudited

	2014	2013
Interest Income	**$ -**	$ -
Operating Expenses		
Bank charges and interest	**496**	597
Filing and listing fees	**1,500**	1,500
Interest on property obligation	**-**	12,500
Office and general	**1,425**	-
Legal and professional fees	**1,545**	12,552
Share-based compensation *(Note 9 and 10*)	**4,400**	-
Transfer agent fees	**2,059**	645
	11,425	27,794
Net loss and Comprehensive Loss	**$ (11,425)**	$ (27,794)
Loss per share - Basic and diluted *(Note 9)*	**$ (0.00)**	$ (0.00)
Weighted average number of common shares		
Basic and diluted	**14,050,000**	14,050,000

The accompanying notes are an integral part of these financial statements

CNRP Mining Inc.

Interim Statements of Changes in Equity

(Expressed in Canadian Dollars)

	Common Share Capital		Share-Based payment Reserve	Contributed Surplus	Deficit	Total Shareholders' Equity
	No. of Shares	Amount				
Balance at July 31, 2012	49,520,000	$ 8,331,550	-	-	$ (337,657)	$ 7,993,893
Share consolidation *(Note 9(iii))*	(35,720,000)	-	-	-	-	-
Issued on subscription by parent company *(Note 9(iv))*	200,000	100,000	-	-	-	100,000
Issued on settlement of trade debt *(Note 9(v))*	50,000	10,000	-	-	-	10,000
Share-based compensation	-	-	626,000	-	-	626,000
Net loss for the year	-	-	-	-	(840,882)	(840,882)
Balance at July 31, 2013 *(audited)*	14,050,000	8,441,550	626,000	-	(1,178,539)	7,889,011
Cancellation of stock options	-	-	(626,000)	626,000	-	-
Share-based compensation*(Note 9(ii))*	-	-	300	-	-	300
Net loss for the year	-	-	-	-	(2,389,009)	(2,389,009)
Balance at July 31, 2014 *(audited)*	14,050,000	8,441,550	300	626,000	(3,567,548)	5,500,302
Share-based compensation*(Note 9(ii))*	-	-	4,400	-	-	4,400
Net loss for the period	-	-	-	-	(11,425)	(11,425)
Balance at October 31, 2014 *(unaudited)*	**14,050,000**	**$ 8,441,550**	**$ 4,700**	**$ 626,000**	**$ (3,578,973)**	**$ 5,493,277**

The accompanying notes are an integral part of these financial statements

CNRP Mining Inc.

Interim Statements of Cash Flows
For the Three Months ended October 31,
(Expressed in Canadian Dollars)

Unaudited		**2014**		2013
Operating Activities				
Net loss for the period before interest	**$**	**(11,425)**	$	(27,794)
Non-cash items included in net loss:				
Share-based compensation		**4,400**		-
Changes in non-cash working capital:				
HST recoverable		**13,822**		**(1,908)**
Accounts payable and accrued liabilities		**(2,190)**		**299**
Cash Used In Operating Activities		**4,607**		**(29,403)**
Financing Activities				
Due from parent company		**1,325**		**8,305**
Due to related company		**-**		**-**
Cash Provided by Financing Activities		**1,325**		**8,305**
		¤		
Net change in cash for the period		**5,932**		**(21,098)**
Cash at beginning of period		**883**		**22,803**
Cash at end of period	**$**	**6,815**	**$**	**1,705**

The accompanying notes are an integral part of these financial statements

1. Governing Statutes and Nature of Operations

Corporate

CNRP Mining Inc. ("CNRP" or the "Company") was incorporated on September 15, 2011 under the laws of the province of British Columbia and is registered extra-provincially under the laws of Ontario. CNRP is a mineral exploration company engaged in the acquisition and exploration of mineral resource properties in Canada. CNRP is 85.3% owned by Winston Resources Inc. ("Winston"), a Canadian public company. CNRP is a public company whose common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "CND". The head office of the Company is located at 208 Queens Quay West, Suite 2506, Toronto, Ontario M5J 2Y5, Canada.

2. Going Concern Assumption

These financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards ("IFRS"). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company has recently acquired its first exploration and evaluation assets ("E&E"), as such active exploration has not commenced. It is unknown whether the E&E contain reserves that are economically recoverable. As a newly incorporated Company, that is commencing active operations; it incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

The business of exploration involves a high degree of risk, as such there is no assurance that the Company's expected exploration programs will result in profitable mining operations. Until it is determined that the E&E contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation assets. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its E&E, and making the required payments pursuant to E&E purchase agreements. The Company has yet to generate income and cash flows from its operations.

There is no assurance that the Company will be able to obtain the external financing necessary to explore, develop if E&E are proven successful and bring to commercial production its E&E. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

As at October 31, 2014, the Company has yet to generate revenues from operations and had a deficit of $3,578,973 (July 31, 2014 - $3,567,548). The Company is actively seeking additional sources of financing. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going

2. Going Concern Assumption (Continued)

concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

3. Statement of Compliance and Basis of Presentation

(a) Statement of Compliance

These interim financial statements have been prepared in accordance with International Accounting Standard 34 (IAS 34) using accounting policies in full compliance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC")

These financial statements were authorized for issuance by the Board of Directors of the Company on December 19, 2014.

(b) Basis of Presentation

These interim financial statements have been prepared on a going concern basis, under the historical cost convention, except fair value through profit and loss assets which are carried at fair value, and have been prepared using the accrual basis of accounting, as explained in the accounting policies set out in Note 4.

4. Significant Accounting Policies

These financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant:

Significant Estimates and Judgments

The preparation of these financial statements in accordance with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses.

Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates.

The most significant estimates relate to impairment assessments of E&E, recoverability of HST and the valuation of share-based payments. Other major assumptions is the fair value of related party accounts payable and accounts receivable and the classification of current and non-current. The most

4. Significant Accounting Policies (Continued)

Significant Estimates and Judgments *(Continued)*
significant judgements relate to the use of the going concern assumption in the preparation of the financial statements, the recognition of deferred income tax assets and liabilities, and the determination of the economic viability of exploration and evaluation assets.

After capitalization, E&E assets are reviewed for indicators of impairment at each reporting period under IFRS 6. Determining if there are any facts and circumstances indicating impairment loss is a subjective process involving judgment and a number of estimates and interpretations in many cases. When an indication of impairment loss exists, the recoverable amount of the cash generating unit ("CGU") must be estimated. Identifying the CGUs requires management judgment. In testing CGUs for impairment, management estimates the recoverable amount of the CGUs. This requires management to make several assumptions as to future events or circumstances.

The Company records all share-based compensation using the fair value method. The Company uses the Black-Scholes option pricing model to determine the fair value of share-based compensation. The main factor affecting the estimates of the fair value of stock options is the stock price, expected volatility used and the expected duration of the instrument. The Company currently estimates the expected volatility of its common shares based on comparable information derived from the trading history of guideline public companies which are in a similar situation to the Company taking into consideration the expected life of the options.

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements as discussed in Note 2.

Related Party Transactions and Disclosures
Parties are considered to be related if one party has the ability to directly or indirectly 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 or common significant influence. 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. Related party transactions are in the normal course of business and have commercial substance and are measured at the fair value.

Deferred income taxes
Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

- Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

4. Significant Accounting Policies (Continued)

Deferred income taxes *(Continued)*

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that these assets suffer any impairment in value, except for E&E which is first assessed against the indicators of IFRS 6. If any such indication exists, the recoverable amount of the asset (or CGU) is estimated in order to determine the extent, if any, of the impairment loss.

If the recoverable amount of an asset is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount with a corresponding impairment loss recognized in the statement of comprehensive income in the period of impairment.

If an impairment loss reverses in a subsequent period then the carrying amount of the asset is increased to its revised value to the extent that the increased carrying amount does not exceed its original carrying amount at the initial date of acquisition.

Functional currency

The Company’s presentation and functional currency is the Canadian dollar.

4. Significant Accounting Policies (Continued)

Exploration and evaluations assets ("E&E")

E&E assets consist of exploration and mining concessions, options and contracts. Acquisition costs, lease costs and exploration costs are capitalized and deferred until such time as the asset is moved to a mining asset (if meets the economic and feasible stage) or the properties are disposed of either through sale or abandonment.

Exploration and evaluations assets ("E&E") *(Continued)*

E&E costs consist of such items as:

- Acquisition of exploration properties;
- Gathering exploration data through topographical and geological studies;
- Exploratory drilling, trenching and sampling;
- Determining the volume and grade of the resource;
- Test work on geology, metallurgy, mining, geotechnical and environmental; and
- Conducting engineering, marketing and financial studies.

E&E shall be assessed for impairment when one or more of the following facts and circumstances indicate that a specific CGU should be tested for impairment:

- The period for which the entity has the right to explore in the specific area has expired during the financial statement period or will expire in the near future and is not expected to be renewed.
- Substantive expenditures on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned.
- Exploration for and evaluation of mineral resources in the specific area has not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or sale.

The Company estimates the recoverable amount of each CGU, on the basis of areas of interest. Management groups mineral claims that are contiguous and specific to an area that encompasses the same prospective minerals, into one area of interest and assigns a name to this mineral property.

Recoverable amount is the higher of fair value less disposal costs and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. E&E are also tested for impairment before the assets are transferred to development properties.

4. Significant Accounting Policies (Continued)

Equity Settled Transactions

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share based compensation reserve.

When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to contributed surplus.

Share Capital

Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are recognized in equity as a reduction from the gross proceeds received from the issued shares

Financial instruments

<u>Fair value through profit or loss (FVTPL)</u>

Financial assets that are held with the intention of generating profits in the near term are classified as held for trading within FVTPL. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized as gain or loss in the statement of loss and comprehensive loss during the period.

<u>Available-for-sale financial assets</u>

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss and comprehensive loss.

Available-for-sale financial assets include investment in preferred shares of parent company.

4. Significant Accounting Policies (Continued)

Financial instruments *(Continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method ("EIR"), less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of loss and comprehensive loss. The losses arising from impairment are recognized in the statement of loss and comprehensive loss. The Company has classified HST recoverable and due from parent company and company under common control as loans and receivable.

Other financial liabilities:

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost. The effective interest rate (or amortized cost method) is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Level 2: Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The company's cash is considered Level 1 in the hierarchy.

Loss Per Share

Loss per share is calculated based on the weighted average number of common shares issued and outstanding during the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

4. Significant Accounting Policies (Continued)

Change in accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after January 1, 2013. The following new standards have been adopted:

(i) IFRS 10 – Consolidated Financial Statements (“IFRS 10”) was issued by the IASB in May 2011. IFRS 10 is a 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. At August 1, 2013, the Company adopted this pronouncement and there was no impact on the Company’s financial statements.

(ii) IFRS 11 – Joint Arrangements (“IFRS 11”) 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, whereas entities in the latter case account for the arrangement using the equity method. At August 1, 2013, the Company adopted this pronouncement and there was no impact on the Company’s financial statements.

(iii) IFRS 12 – Disclosure of Interests in Other Entities (“IFRS 12”) 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 unconsolidated structured entities. At August 1, 2013, the Company adopted this pronouncement and there was no impact on the Company’s financial statements.

(iv) IFRS 13 - Fair Value Measurement ("IFRS 13") was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a definition of fair value and a single source of fair value measurement considerations. IFRS 13 clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. It also establishes disclosures about fair value measurement. The Company's adoption of IFRS 13, on August 1, 2013, and it did not have a financial impact upon the financial statements. The disclosures have been provided accordingly.

(v) In October 2011, the IASB issued IFRIC 20 - Stripping Costs in the Production Phase of a Surface Mine. This interpretation requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can identify the component of the ore body for which access has been improved. At August 1, 2013, the Company adopted this pronouncement and there was no impact on the Company’s financial statements.

(vi) IAS 27 - Separate Financial Statements ("IAS 27") was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. At August 1, 2013, the Company adopted this pronouncement and there was no impact on the Company’s financial statements.

4. Significant Accounting Policies (Continued)

Future Accounting Policies
At the date of authorization of these Financial Statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

- IFRS 9 Financial Instruments ("IFRS 9")
  IFRS 9 was issued by the IASB and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). 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 an expected loss impairment method to be used, replacing the incurred loss impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

- IAS 32 Offsetting Financial Assets and Liabilities ("IAS 32")
  IAS 32, this amendment clarifies certain aspects of offsetting and net and gross settlement. The Company has determined there will be no effect on adoption of amendment to IAS 32 on its financial statements. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.

- IAS 36 Impairment of Assets ("IAS 36")
  IAS 36 is effective for annual periods beginning on or after July 1, 2014. IAS 36 was amended to address the disclosure required for the recoverable amount of impaired assets or CGU for periods in which an impairment loss has been recognized or reversed. There will be no expected impact on the results of operations or presentation.

Various other accounting pronouncements (such as IFRS 14, IFRS 15, and the various annual improvements) that have no material impact to the Company are not included above. The Company has not early adopted these standards. The Company is currently assessing the impact the application of these standards may have on the financial statements of the Company.

5. Financial Risk Management

Financial Risk Management Objectives and Policies
The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial Risks
The Company's main financial risk exposure and its financial risk management policies are as follows:

5. Financial Risk Management (Continued)

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. The Company's assets most susceptible to credit risk is its cash, which is held at a Canadian chartered bank in a non-interest bearing account, HST recoverable, which is due from the Canadian government, as well as the receivables due from parent company and company under common control, which is described in Note 10 and is expected to be recoverable. As such, the risk of loss on these assets is minimal.

Market Risk

Market risk is the risk of uncertainty arising primarily from possible commodity market price movements and their impact on the future economic viability of the Company's projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly.

Liquidity Risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day, 180-day and 360-day lookout periods. As at October 31, 2014, the Company had $6,815 in cash. Currently, the Company does not have sufficient funds and will require financing to carry out an exploration and acquisition program, fund the property purchase obligations, and meet general and administration expenses for the next twelve months.

Commodity Risk

The value of the Company's exploration and evaluation assets are related to the price of gold and other mineral commodities, and the outlook for these mineral commodities. Adverse changes in the price of gold can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

The carrying values of the Company's financial instruments carried at amortized cost approximate fair values due to their short duration.

The Company has designated its cash at fair value through profit and loss. The HST recoverable, due from parent company and due from company under common control is classified as loans and receivables whereby they are initially recognized at fair value and then subsequently carried at amortized cost. Investments in preferred shares of parent company are classified as available for sale assets. Accounts payables and accrued liabilities, due to related company and mineral properties purchase price payable are classified as other financial liabilities whereby they are initially recognized at fair value and then measured at amortized cost.

The carrying values, which approximate fair values, of the Company's financial instruments are as follows:

5. Financial Risk Management (Continued)

(Expressed in Canadian Dollars)

		October 31, 2014		July 31, 2014
Financial Assets				
Fair value through profit or loss				
Cash	$	6,815	$	883
Loans and receivables				
HST Recoverable		676		14,498
Due from parent company		160,888		162,313
Due from company under common control		30,000		30,000
Available for sale				
Investment in preferred shares of parent company		671,844		671,844
Financial Liabilities				
Other financial liabilities				
Accounts payables and accrued liabilities		46,739		48,929
Due to related company		23,967		23,967
Mineral property purchase price payable		700,000		700,000

6. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of E&E and to ensure it continues as a going concern. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's managements to sustain future development of the business.

All of the E&E, in which the Company currently has an interest, are in the exploration stage with no operating revenues; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new E&E and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company's capital management objectives, policies and processes have remained unchanged during the period ended October 31, 2014. The Company is not subject to any capital requirements imposed by a lending institution.

7. Exploration and Evaluation Assets

	Balance at July 31, 2014	**Property Acquisition Costs**	**Exploration Expenditure**	**Impairment loss**	**Balance at October 31, 2014**
New Brunswick					
Elmtree	$ 5,393,760	$ -	$ -	$ -	$ 5,393,760
	$ 5,393,760	$ -	$ -	$ -	$ 5,393,760

(Expressed in Canadian Dollars)

7. Exploration and Evaluation Assets (Continued)

	Balance at July 31, 2013	Property Acquisition Costs	Exploration Expenditure	Impairment loss	Balance at July 31, 2014
New Brunswick					
Elmtree	$ 7,703,760	$ -	$ -	$(2,310,000)	$ 5,393,760
	$ 7,703,760	$ -	$ -	$ (2,310,000)	$ 5,393,760

Elmtree

The Elmtree Gold Project consists of 83 claims. The Company entered into two transactions to acquire a total of 100% of the Elmtree Gold Project, 60% from Castle Resources Inc ("Castle") and 40% from Stratabound Minerals Corp ("Stratabound"). Both transactions closed on June 22, 2012.

The Company agreed to pay Castle 5,016,155 common shares, $500,000 in cash, $250,000 of which is payable on the date that is six months from closing with the balance of $250,000 payable twelve months from closing. At October 31, 2014, the Company is indebted to Castle in the amount of $500,000 (July 31, 2014 - $500,000). The Company also granted a 3% Net Smelter Royalty in favor of Castle from 60% of the gross revenue received from the sale of minerals from Elmtree less transportation and refining costs. CNRP agreed to pay Stratabound 2,786,753 common shares, $300,000 in cash, $100,000 of which was payable on the date of closing, $100,000 payable six months from closing, and $100,000 payable twelve months from closing. At October 31, 2014, the Company is indebted to Stratabound in the amount of $200,000 (July 31, 2014 - $200,000).

During the fiscal 2014 year, management determined that the carrying value of Elmtree was impaired and accordingly recorded a write-down of $2,310,000.

8. Accounts Payables and Accrued Liabilities

	October 31, 2014	July 31, 2014
Accounts payables	**$ 36,739**	$ 38,929
Accrued liabilities	**10,000**	10,000
	$ 46,739	$ 48,929

The accounts payable and accrued liabilities which arise from the Company's day to day operations have standard vendor terms and are normally settled between one and two months. Most of the accounts payable are owed to a private company controlled by an officer as described in Note 10.

(Expressed in Canadian Dollars)

9. Share Capital

(i) ***Authorized Capital***

The Company's authorized share capital consists of:

(a) an unlimited number of common shares without par value.
(b) an unlimited number of preferred shares issuable in series. The amendment authorizes the directors to determine the maximum number of shares of any series of preferred shares that the Company wishes to issue, create an identifying name for each series and attach special rights or restrictions of any kind whatsoever to the preferred shares of any series. No preferred shares are issued as of October 31, 2014 and July 31, 2014.

(ii) ***Stock Options***

The Company has a stock option plan in place under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of ten years. The plan allows for the issuance of up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

The following table summarizes the activity in the Plan over the period.

	Fair Value	Number of Options	Weighted Average Exercise Price
Outstanding, July 31, 2013	$ 626,000	1,400,000	$ 0.60
Cancelled – July 2014	(626,000)	(1,400,000)	(0.60)
Granted – July 2014	300	125,000	0.05
Outstanding – July 31, 2014	**300**	**125,000**	0.05
Granted – October 2014	4,400	1,275,000	0.05
Outstanding – October 31, 2014	**$ 4,700**	**1,400,000**	$ 0.05
Exercisable, October 31, 2014	**$ 4,700**	**1,400,000**	$ 0.05

The following table sets out the details of the stock options granted and outstanding as at October 31, 2014:

Number of stock options	Remaining contractual life	Exercise price per share	Expiry Date
125,000	1.75 years	$ 0.05	July 31, 2016
1,150,000	2.96 years	0.05	October 14, 2017
125,000	1.96 years	0.05	October 14, 2016
1,400,000	**2.76 years**	**$ 0.05**	

Share-based compensation

On October 13, 2014, the Company granted 1,275,000 incentive stock options to purchase common shares to various directors. Each option vests on October 13, 2014 and is exercisable at a price of $0.05 per share for two year and three year terms. A fair value of $4,400 was assigned to these options, estimated using Black-Scholes pricing model based on the following factors: share price of $0.01, dividend yield rate of 0%, expected volatility of 109%, risk free rate of return from 0.98% to 1.09%, and an expected life ranging from 2 to 3 years

9. Share Capital *(continued)*

On July 31, 2014, the Company granted 125,000 options to purchase common shares of the Company to a director. Each option vests immediately and is exercisable at a price of $0.05 for a two year term. A fair value of $300 was assigned to these options, estimated using the Black-Scholes pricing model based on the following factors: share price of $0.01, dividend yield rate of 0%, expected volatility of 109%, risk free rate of return 1.08%, and an expected life of 2 years.

(iii) ***Share Consolidation***

On February 18, 2013, the Company completed a consolidation of its 49,520,000 issued and outstanding common shares into 13,800,000 common shares without par value. All common shares and per common shares amounts reported in these financial statements have been retroactively restated to reflect the share consolidation.

(iv) ***Common Share Subscription***

On February 18, 2013, CNRP accepted a common share subscription from Winston for 200,000 common shares at $0.50 per share for total cash consideration of $100,000.

(v) ***Shares Issued on Debt Settlement***

On June 10, 2013, the Company effected a conversion of $10,000 of trade debt into common shares of CNRP at $0.20 per share. The debt conversion resulted in the issuance of 50,000 common shares. The debt was related to market research consultancy fees payable to an arm's length party.

(vi) ***Contributed Surplus***

Contributed surplus includes the accumulated fair value of share-based compensation and warrants transferred from share-based payment reserve and warrant reserve upon cancellation or expiry of the stock options and warrants. During the fiscal 2014 year, 1,400,000 options granted in the previous years were cancelled and its fair value of $626,000 was transferred to contributed surplus.

(vii) ***Basic and Diluted Loss per Share***

The calculation of basic and diluted loss per share for the period ended October 31, 2014 was based on the loss attributable to common shareholders of $11,425 (2013 – $27,794) and the weighted average number of common shares outstanding of 14,050,000 (2013 – 14,050,000). Diluted loss per share did not include the effect of 1,400,000 options (2013 – 1,400,000 options) as they are anti-dilutive.

10. Related Party Transactions and Disclosures

Related party transactions were in the normal course of operations. The due from the parent company is due from Winston Resources Inc. and is in the amount of $160,888 at October 31, 2014 (July 31, 2014 - $162,213). In addition, at October 31, 2014, the Company is owed $30,000 (July 31, 2014 - $30,000) from a company that is controlled by the Company's parent. These amounts due are all non-interest bearing and without fixed terms of repayment.

At October 31, 2014, the due to related company in the amount of $23,967 (July 31, 2014 - $23,967) is due to a private company controlled by a director. This amount is non-interest bearing and without fixed terms of repayment.

Key Management Compensation

The Company incurred management fees expenses of $Nil (2013 - $Nil) to a private company controlled by an officer, for the provision of management services. As at October 31, 2014, the amount of $33,900 (July 31, 2014 - $33,900) was owed thereto and has been included in accounts payables and accrued liabilities.

During the period ended October 31, 2014,, the Company granted 1,275,000 options (2013 – Nil) to three directors (2013 – Nil) and they were assigned a fair value of $4,400 (2013 - $Nil).

11. Mineral Properties Purchase Price Payable

The Company entered into agreements to acquire a mineral exploration property. Under the terms of these agreements, CNRP is required to pay a portion of the purchase price over a period of twelve months from the dates of acquisition. $350,000 of which is payable on the date which is six months from completion of the transaction and the balance of $350,000 payable on the date that is twelve months from completion. Refer to Note 7.

On January 24, 2013 the Company agreed with Castle and Stratabound to amend their respective agreements to postpone the partial payments of $250,000 to Castle and $100,000 to Stratabound to June 22, 2013. The payments due on June 22, 2013 were not made. As a result of the extension to June 22, 2013, the Company agreed to pay $5,000 interest to Stratabound and $12,500 interest to Castle. As a result of not meeting the June 22, 2013 extension, the Company agreed to monthly interest payments to Castle of $4,167 on its $500,000 obligation commencing in July 2013. On November 1, 2013, the Company suspended its $4,167 monthly payment to Castle and accordingly no further interest payments will be made. Currently, the Stratabound obligation of $200,000 is interest free. During the period ended October 31, 2014, the Company recognized $Nil (2013 - $12,500) interest expense on the property obligations.

(Expressed in Canadian Dollars)

12. Income Taxes

The Company's income tax provision differs from the amount resulting from the application of the Canadian statutory income tax rate. A reconciliation of the combined Canadian federal and provincial income tax rates with the Company's effective tax rate is as follows:

	2014	2013
Loss before income taxes	**$(11,425)**	$(27,794)
Combined statutory rate	**26.50%**	26.50%
	(3,000)	(7,000)
Share-based compensation	**1,000**	-
Benefit of losses (not recognized)	**2,000**	7,000
	$ -	$ -

As at October 31, 2014, the Company has Canadian non-capital losses of approximately $546,000 (July 31, 2014 - $535,000) available for deduction against future Canadian taxable income, the balances of which will expire as follows:

2032	$ 338,000
2033	119,000
2034	78,000
2035	11,000
	$ 546,000

Deferred income tax assets

The tax effects of temporary differences that give rise to significant portions of future tax assets are as follows:

	October 31, 2014	July 31, 2014
Benefit of losses	**$ 145,000**	**$ 142,000**
Mineral property exploration	**612,000**	**612,000**
Less: valuation allowance	**(757,000)**	**(754,000)**
	$ -	$ -

Deferred income tax assets have been impaired in respect of these items because it is not probable that future profit will be available against which the Company can utilize the benefits therefrom.

13. Investment in Preferred Shares of Parent company

During the year ended July 31, 2013, the Company entered into a debt conversion agreement with its parent company (Winston Resources Inc.) whereby it agreed to settle a portion of the outstanding debt in the amount of $671,844 for subscript ion of 671,844 preferred shares of Winston Resources Inc. The preferred shares subscription received approval on April 15, 2013 by a special resolution by Winston

Shareholders creating the preferred shares. This investment has been classified as long-term as it is management's intention to hold the investment long-term.

14. Plan of Arrangement

On February 19, 2013 Winston announced that its board of directors had unanimously approved a proposal to spin off to its shareholders approximately 15% of CNRP. Following the spin-off, CNRP applied for listing of its common shares on the Canadian Securities Exchange ("CSE"). The spin-off was transacted by way of a statutory plan of arrangement (the "CNRP Plan") under the Business Corporations Act (British Columbia). Pursuant to the terms of the CNRP Plan, Winston distributed 2,064,982 of the then outstanding 14,000,000 common shares of CNRP to holders of common shares of Winston such that each Winston shareholder of record on the effective date of the CNRP Plan received one common share in the capital of CNRP for every thirty-two common shares in the capital of Winston. A special meeting of Winston shareholders was held on April 15, 2013 at which the shareholders voted and approved the CNRP Plan. Court approval was also obtained and spin-off was completed shortly thereafter. On April 17, 2013, the Company announced its common shares were now listed on the CSE under the symbol "CND".

15. Segmented Information

The Company's operations are comprised of a single reporting operating segment engaged in the exploration and evaluation of mineral resources. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent a single reporting segment. As at October 31, 2014, all of the Company's exploration and evaluation assets and liabilities are situated in Canada.