DISCOVERY VENTURES INC.

Financial Statements

Years ended December 31, 2014 and 2013

Expressed in Canadian dollars

Management’s Responsibility for Financial Reporting

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors and Audit Committee are composed primarily of Directors who are neither management nor employees of the Company. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Board of Directors is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP is appointed by the shareholders to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Audit Committee and management to discuss their audit findings.

April 30, 2015

(signed)

“Kenneth C. Phillippe”
CFO

(signed)

“Akash Patel”
President, CEO

MNP LLP

Independent Auditors' Report

To the Shareholders of Discovery Ventures Inc.:

We have audited the accompanying financial statements of Discovery Ventures Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2014 and 2013 and the statements of operations and comprehensive loss, changes in equity and cash flows for years then ended, and notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Discovery Ventures Inc. as at December 31, 2014 and 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Vancouver, Canada
April 30, 2015

MNP LLP
Chartered Accountants

DISCOVERY VENTURES INC.

Statements of Financial Position
Expressed in Canadian dollars

As at	December 31 2014	December 31 2013
	$	$
ASSETS		
Current assets		
Cash and cash equivalents	125,820	196,826
Short term investments (Note 2)	-	500,181
Goods and services tax receivables	84,073	69,614
Mining exploration tax credit receivable	231,427	85,987
Prepaid expenses	162,708	18,641
Total current assets	604,028	871,249
Investment in FortyTwo Metals Inc. (Note 5)	1,752,644	800,000
Reclamation bonds (Note 2)	10,000	-
Equipment, net (Note 3)	567,879	596,987
Exploration and evaluation assets (Note 4)	3,217,431	1,619,069
Total assets	6,151,982	3,887,305
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	272,380	67,945
Total current liabilities	272,380	67,945
SHAREHOLDERS' EQUITY		
Share capital	11,034,539	7,113,141
Contributed surplus	1,658,020	821,769
Deficit	(6,812,957)	(4,115,550)
Total shareholders' equity	5,879,602	3,819,360
Total liabilities and shareholders' equity	6,151,982	3,887,305

On behalf of the Board:

"Kenneth C. Phillippe"
Director

"Akash Patel"
Director

The accompanying notes are an integral part of these financial statements

DISCOVERY VENTURES INC.

Statements of Operations and Comprehensive Loss
Expressed in Canadian dollars

	Year ended December 31 2014	Year ended December 31 2013
	$	$
General and Administrative Expenses		
Amortization	568	550
Bank charges	481	624
Consulting	323,251	245,790
Donations	5,000	-
Filing and transfer agent fees	103,048	63,360
Insurance	8,691	-
Investor relations	111,700	15,000
Management and administration	90,500	98,900
Office and miscellaneous	18,232	9,995
Professional fees	425,553	290,113
Rent	30,000	30,000
Share based payments (Note 6d)	860,364	42,132
Shareholder communications	72,232	70,123
Strategic planning	-	49,500
Travel and promotion	52,878	20,010
Website maintenance	18,496	59,050
	(2,120,994)	(995,147)
Other income (expense)		
Interest income	45	14,272
Equity loss on investment in FortyTwo Metals Inc.	(147,356)	-
Write down of mining equipment	(95,505)	-
Write-off of exploration and evaluation assets	(333,597)	(372,454)
	(576,413)	(358,182)
Net loss and comprehensive loss for the year	(2,697,407)	(1,353,329)
Basic and diluted loss per share	(0.05)	(0.04)
Weighted average number of common shares - basic and diluted	54,740,471	35,285,675

The accompanying notes are an integral part of these financial statements

DISCOVERY VENTURES INC.

Statements of Cash Flows
Expressed in Canadian dollars

	Year ended December 31 2014	Year ended December 31 2013
	$	$
Cash flows from (used in)		
Operating activities		
Loss for the year	(2,697,407)	(1,353,329)
Adjustments:		
Amortization	568	550
Accrued interest income	-	1,658
Share based payments	860,364	42,132
Write-off exploration and evaluation assets	333,597	372,454
Write down of mining equipment	95,505	-
Equity loss on investment in FortyTwo Metals Inc.	147,356	-
	(1,260,017)	(936,535)
Changes in non-cash working capital:		
Goods and services tax receivables	(14,459)	28,109
Mining exploration tax credit receivable	79,942	11,223
Prepaid expenses	(144,067)	30,859
Accounts payable and accrued liabilities	69,356	16,679
	(1,269,245)	(849,665)
Investing activities		
Short term investments	500,181	1,520,010
Reclamation bonds	(10,000)	-
Purchase of equipment	(66,965)	(202,008)
Investment in FortyTwo Metals Inc.	(1,100,000)	(800,000)
Exploration and evaluation assets expenditures	(1,464,261)	(460,588)
	(2,141,045)	57,414
Financing activities		
Issuance of common shares for cash, net of share issuance costs	3,339,284	955,125
Increase (decrease) in cash and cash equivalents	(71,006)	162,874
Cash and cash equivalents, beginning of year	196,826	33,952
Cash and cash equivalents, end of year	125,820	196,826

The accompanying notes are an integral part of these financial statements

DISCOVERY VENTURES INC.

Statement of Changes in Equity
Expressed in Canadian dollars

	Share capital Number	Share capital Amount	Contributed Surplus	Deficit	Total
		$	$	$	$
Balance, December 31, 2012	33,209,749	5,663,762	710,891	(2,762,221)	3,612,432
Shares issued for cash pursuant to the exercise of stock options					
- at a price of $0.235 per share (Note 6b)	50,000	19,696	(7,946)	-	11,750
Shares issued for mineral properties at $0.39 per share (Note 4 and 6b)	400,000	156,000	-	-	156,000
Shares issued for mineral properties at $0.335 per share (Note 4 and 6b)	1,000,000	335,000	-	-	335,000
Shares issued for mineral properties at $0.18 per share (Note 4 and 6b)	400,000	72,000	-	-	72,000
Shares issued for cash pursuant to brokered private placements					
- at a price of $0.21 per unit (Note 6b)	4,779,000	1,003,590	-	-	1 ,003,590
- attributable to warrants (Note 6b)	-	(47,790)	47,790	-	-
- cash commissions paid (Note 6b)	-	(60,215)	-	-	(60,215)
- agent's warrants issued as commission (Note 6b)	-	(28,902)	28,902	-	-
Share-based payments – for stock options granted (Note 6d)	-	-	42,132	-	42,132
Net loss and comprehensive loss	-	-	-	(1,353,329)	(1,353,329)
Balance, December 31, 2013	39,838,749	7,113,141	821,769	(4,115,550)	3,819,360
Shares issued for cash pursuant to the exercise of stock options					
- at a price of $0.135 per unit (Note 6b)	500,000	179,883	(112,383)	-	67,500
Shares issued for cash pursuant to the exercise of warrants					
- at a price of $0.30 per unit (Note 6b)	100,000	30,000	-	-	30,000
Shares issued for mineral properties at $0.155 per share (Note 4 and 6b)	3,600,000	558,000	-	-	558,000
Shares issued for cash pursuant to brokered private placements					-
- at a price of $0.15 per unit (Note 6b)	22,381,249	3,357,188	-	-	3,357,188
- cash commissions paid (Note 6b)	-	(115,403)	-	-	(115,403)
- agent's warrants issued as commission (Note 6b)	-	(88,270)	88,270	-	-
Share-based payments – for stock options granted (Note 6d)	-	-	860,364	-	860,364
Net loss and comprehensive loss	-	-	-	(2,697,407)	(2,697,407)
Balance, December 31, 2014	66,419,998	11,034,539	1,658,020	(6,812,957)	5,879,602

The accompanying notes are an integral part of these financial statements

As expressed in Canadian dollars

1. Nature and Continuance of Operations

The Company was incorporated on October 13, 1999 under the laws of British Columbia under the name 593960 British Columbia Ltd. and was inactive during the fiscal years 1999 to 2007. Commencing in the fiscal year 2008, the Company was reactivated with the purpose of assessing exploration opportunities in western Canada. On February 28, 2008 the Company changed its name to Discovery Ventures Inc. to better reflect a change in the focus of its principal business to the exploration of mineral interests.

The head office and principal address of the Company is located at 900 – 570 Granville Street, Vancouver, BC, V6C 3P1.

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and exploration costs is dependent upon the existence of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of properties.

Although management has taken steps to verify title to mineral properties in which the Company has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and noncompliant with regulatory requirements.

The Company emphasises that attention should be drawn to matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The recoverability of capitalized costs is uncertain and dependent upon projects achieving commercial production or sale. The ability of the Company to carry out its business objectives dependent on the Company's ability to receive continued financial support from related parties, to obtain public equity financing, or to generate profitable operations in the future.

	December 31 2014	**December 31 2013**
Deficit	$(6,812,957)	$ (4,115,550)
Working capital	$331,648	$ 803,304

2. Significant Accounting Policies

Basis of presentation

The financial statements have been prepared in accordance with International Financial Reporting Standard ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

2. Significant Accounting Policies (cont'd…)

Basis of presentation (cont'd…)

These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting.

Approval of financial statements

The financial statements were approved by the Board of Directors of the Company on April 30, 2015.

Use of judgments, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosure.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. On an ongoing basis, management evaluates its judgments 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 judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

Significant areas where management's estimates and judgments have been applied include:

<u>Judgments</u>

i) Asset Impairments
The application of the Company's accounting policy for impairment on equipment and exploration and evaluation assets requires judgment in determining if the facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company would carry out an impairment test at the asset or group of assets, which requires estimate and judgement in determining the recoverable amount with reference to the fair value of the assets or group of assets less costs to sell or the value in use calculation. Where recoverable amount is determined to be less than the carrying amount, an impairment loss may arise. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

ii) Exploration and evaluation expenditures
The application of the Company's accounting policy for exploration and evaluation expenditures capitalized requires judgment in determining which expenditures are recognized as exploration and evaluation assets and applying the policy consistently. In making this determination, the Company considers the degree to which the expenditure can be associated with finding specific mineral resources.

2. Significant Accounting Policies (cont'd…)

Use of judgments, estimates and assumptions (cont'd…)

iii) Provision
The Company applied judgement when recognizing the provisions for restoration, rehabilitation and environmental obligations.

iv) Going concern
The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

v) Recovery of deferred tax assets
Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from un-utilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

Estimates

vi) Depreciation

Depreciation of mining equipment begins when it is available for use, which is defined as occurring when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by management. Significant assumptions are involved in the determination of useful life and residual values and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

Judgment, estimates and assumptions are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Cash and cash equivalents

Cash equivalents include money market instruments that are readily convertible to cash and have maturities at the date of purchase of less than ninety days. There were no cash equivalents as at December 31, 2014 and 2013.

Short term investments

Short term investment, which is fixed term deposit held at the bank with a maturity of more than three months and less than twelve months at the time of issuance, is recorded at fair value. As at December 31, 2014, the Company has short term investments of $nil. (2013 - $500,181, due on December 20, 2014 with an annual yield of $1.2%)

2. Significant Accounting Policies (cont'd…)

Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and impairment losses. Equipment is depreciated to write off the cost of assets to operations using declining balance method over their estimated useful life at the following annual rates:

Computer Equipment	- 30%
Mining Equipment	- 30%

Exploration and evaluation assets

The Company is in the exploration stage with respect to its investment in mineral interests. Accordingly, once a license to explore an area has been secured, the Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of exploration and evaluation assets and crediting all revenues received against the cost of the related interests. Such costs, include, but are not limited to, geological and geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable resources. The aggregate costs related to abandoned exploration and evaluation assets are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

The recoverability of amounts shown for exploration and evaluation assets is dependent up on the discovery of economically recoverable resources, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognized as income any costs recovered on exploration and evaluation assets when amounts received or receivable are in excess of the carrying amount.

Upon transfer of exploration and evaluation costs into mine development, all subsequent expenditures on the construction, installation or completion of infrastructure facilities is capitalized within mine development. After production starts, all assets included in mine development costs are transferred to producing mines.

Mining Exploration Tax Credit

Mining exploration tax credits are recorded in the accounts when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits. These non-repayable mining exploration tax credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration expenditures.

Impairment of non-financial assets

The Company reviews and evaluates its property, including exploration and evaluation assets, and property and equipment for indications of impairment when events or changes in circumstances indicate that the related carrying amount may not be recoverable or at least at the end of each reporting period. The asset's recoverable amount is estimated if an indication of impairment exists.

2. Significant Accounting Policies (cont'd…)

Impairment of non-financial assets (cont'd…)

Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

The recoverable amount is the greater of the asset's fair value less costs to sell 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 the current market assessment of the time value of money and the risks specific to the asset. Impairment losses reducing the carrying value to the recoverable amount are recognized in profit and loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

Equity Investments

Equity investments consist of investments in associates and joint ventures of the Company. The Company did not have any joint venture as at December 31, 2014 and 2013.

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control, generally consisting of shareholding between 20% and 50% of voting rights.

The profit or loss, assets and liabilities of equity accounted investments are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5, "Non-Current Assets Held for Sale and Discontinued Operations". Under the equity method, an investment in an associate or joint venture is initially recognized in the statements of financial position at cost and adjusted thereafter to recognize the Company's share of profit or loss and of other comprehensive income or loss of the associate or joint venture. When the Company's share of loss of an associate or joint venture exceeds the Company's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Company's net investment in the associate or joint venture), the Company discontinues recognizing its share of further loss unless the Company has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

Gain or losses arising from the dilution of investment ownership in associates are recognized in the statements of operations and comprehensive loss.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and other sales tax or duty. The following specific recognition criteria must also be met before revenue is recognized:

2. Significant Accounting Policies (cont'd…)

Revenue recognition (cont'd…)

Government grants
Revenue from government grants related to the acquisition and development of exploration and evaluation assets is credited against the cost of the related asset when there is reasonable assurance that the Company will comply with the conditions attached to the grant and that the grant will be received.

Interest income
Revenue is recognized as interest accrues using the effective interest rate, that is, the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Financial Instruments

Financial assets
The Company's financial instruments consist of cash and cash equivalents, short term investments, and accounts payable and accrued liabilities. Cash and cash equivalents, short term investments are classified as fair value through profit or loss and recorded at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash and cash equivalents, short term investments and accounts payable and accrued liabilities are equal to their carrying value due to their short-term maturity.

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in the income statement.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statements of operations and comprehensive loss.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statements of operations and comprehensive loss.

2. Significant Accounting Policies (cont'd…)

Financial Instruments (cont'd…)

All financial assets, except those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria are applied for each category of financial assets described above to determine impairment.

Financial liabilities
The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of operations and comprehensive loss.

*Other financial liabilitie*s – This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

Foreign currencies

The presentation currency of the Company and the functional currency of the Company is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the date of the relevant transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Translation gains and losses are included in income or expense of the period in which they occur. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Share based payments

The Company's Stock Option Plan allows directors, officers and consultants to acquire shares of the Company in exchange for the options exercised. The fair value of share options granted to employees is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest based on estimate of forfeiture rate.

The compensation cost of stock options granted to consultant is initially measured at fair value of the awards at the grant date and periodically remeasured to fair value until the consultant's performance is complete, and recognized over the periods during which the consultant become unconditionally entitled to the options. The compensation cost is charged to income with a corresponding increase to share-based payment reserve.

2. Significant Accounting Policies (cont'd…)

Warrants

Proceeds from issuances by the Company of units consisting of shares and warrants are allocated based on the residual method, whereby the carrying amount of the warrants is determined based on any difference between gross proceeds and the estimated fair market value of the shares. If the proceeds from the offering are less than or equal to the estimated fair market value of shares issued, a nil carrying amount is assigned to the warrants.

Warrants that are issued as payment for agency fee or other transactions costs are counted for as share-based payments.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury method. The treasury method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. Diluted loss per share is equal to the basic loss per share as the outstanding options and warrants are anti-dilutive.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statements of operations and comprehensive loss except to the extent it relates to items recognized directly in equity.

Deferred taxes are the taxes expected to be payable or recoverable on the difference between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Segment information

The Company currently conducts substantially all of its operations in Canada in one business segment.

Change in accounting policies

The following new or amended standards, and their resulting consequential amendments, were applied for the first time in the current year and the adoption standards and/or amendments does not have any impact on the Company's financial statements:

2. Significant Accounting Policies (cont'd…)

Change in accounting policies (cont'd…)

IFRS 2 Share-based payment
The amendments to IFRS 2, issued in December 2013 clarify the definition of "vesting conditions", and separately define a "performance condition" and a "service condition". A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The amendments are effective for share-based payment transactions for which the grant date is on or after July 1, 2014.

IFRS 7 Financial instruments: disclosures and IAS 32 Financial instruments: presentation
Financial assets and financial liabilities may be offset, with the net amount presented in the statement of financial position, only when there is a legally enforceable right to set off and when there is either an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. The amendments to IAS 32, issued in December 2011, clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

IAS 36 Impairment of assets
The amendments to IAS 36, issued in May 2013, require:

- Disclosure of the recoverable amount of impaired assets; and
- Additional disclosures about the measurement of the recoverable amount when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount.

The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.

IAS 39 Financial Instruments: Recognition and measurement
The amendments to IAS 39, issued in June 2013, clarify that innovation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations, does not terminate hedge accounting. The amendments are effective for annual periods beginning on or after January 1, 2014.

New accounting standards and interpretations

The Company has not yet applied the following new standards, interpretations or amendments to standards that have been issued as at December 31, 2013 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations and intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material, unless otherwise stated.

- **IAS 16 Property, plant and equipment and IAS 38 Intangible assets**
  The amendments to IAS 16 and IAS 38, issued in December 2013, clarify how an entity calculates the gross carrying amount and accumulated depreciation when a revaluation is performed. The amendments are effective for annual periods beginning on or after July 1, 2014.

As expressed in Canadian dollars

2. Significant Accounting Policies (cont'd…)

New accounting standards and interpretations (cont'd…)

- **IAS 24 Related party disclosures**
  The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014.

3. Equipment

Cost	Computer equipment	Mining equipment	Total
December 31, 2012	$ 1,606	$ 394,978	$ 396,584
Additions	909	201,099	202,008
December 31, 2013	2,515	596,077	598,592
Additions	1,965	65,000	66,965
December 31, 2014	$ 4,480	$ 661,077	$ 665,557

Accumulated amortization	Computer equipment	Mining equipment	Total
December 31, 2012	$ 1,054	$ -	$ 1,054
Additions	551	-	551
December 31, 2013	1,605	-	1,605
Additions	568	-	568
December 31, 2014	$ 2,173	$ -	$ 2,173

Write Down	Computer equipment	Mining equipment	Total
December 31, 2013	$ -	$ -	$ -
Additions	-	95,505	95,505
December 31, 2014	$ -	$ 95,505	$ 95,505

Carrying amount	Computer equipment	Mining equipment	Total
December 31, 2013	$ 910	$ 596,077 *	$ 596,987
December 31, 2014	$ 2,307	$ 565,572 *	$ 567,879

* Mining equipment was not available for use as at December 31, 2014 and 2013 and no amortization has been provided.

During the year 2014, the Company wrote off $95,505 mining equipment.

As expressed in Canadian dollars

4. Exploration and Evaluation Assets

	December 31 2014	December 31 2013
	$	$
Acquisition costs		
Rabbitt Mine Property	198,042	198,042
Bralorne Mineral Property	-	281,662
Willa Deposit	1,778,957	647,291
Balance, end of year	1,976,999	1,126,995
Exploration costs		
Rabbitt Mine Property	254,827	254,827
Bralorne Mineral Property	-	51,935
Willa Deposit	635,605	85,312
Balance, end of year	890,432	392,074
Net Smelter Royalty advance payments		
Willa Deposit	350,000	100,000
Balance, end of year	350,000	100,000
Total Acquisition and Exploration	3,217,431	1,619,069

Rabbitt Mine Property, Similkameen Mining Division, British Columbia

As at April 28, 2008, the Company signed an option agreement, whereby it may acquire a 100% undivided interest in 4 mineral claims situated in the Similkameen Mining Division, British Columbia in exchange for an immediate cash payment of $15,000 (paid) and the following future consideration.

a. $20,000 (paid) and 200,000 of the Company's common shares (issued) no later than 15 days after the date the Company's shares are listed, posted and called for trading on the TSX Venture Exchange (TSX initial trading date – October 30, 2009).
b. $25,000 (paid) no later than October 30, 2010.
c. $25,000 (paid) no later than October 30, 2011.
d. $30,000 (paid) no later than October 30, 2012.

The Agreement is subject to 2% Net Smelter Return Royalty payable by the Company to the Optionor. The Company has the option to purchase the 2% Net Smelter Return Royalty at a purchase price of $1,000,000 per percentage point during the five year period commencing from that date upon which the Property is put into commercial production.

As at May 27, 2008, the Company signed an option agreement, whereby it may acquire a 100% undivided interest in 15 mineral claims situated in the Similkameen Mining Division, British Columbia in exchange for an immediate cash payment of $5,000 (paid) and the following future consideration.

a. $10,000 (paid) no later than 15 days after the date the Company's shares are listed, posted and called for trading on the TSX Venture Exchange (TSX initial trading date – October 30, 2009).
b. $10,000 (paid) no later than October 30, 2010.
c. $10,000 (paid) no later than October 30, 2011.
d. $15,000 (paid) no later than October 30, 2012.

As expressed in Canadian dollars

4. Exploration and evaluation assets (cont'd…)

Rabbitt Mine Property, Similkameen Mining Division, British Columbia (cont'd...)

The Agreement is subject to 2% Net Smelter Return Royalty payable by the Company to the Optionor. The Company has the option to purchase the 2% Net Smelter Return Royalty at a purchase price of $1,000,000 per percentage point during the five year period commencing from that date upon which the Property is put into commercial production.

Acquisition costs	**December 31, 2014**	**December 31, 2013**
	$	$
Balance, beginning and end of year	198,042	198,042

Exploration costs	**December 31, 2014**	**December 31, 2013**
	$	$
Balance, beginning and end of year	254,827	254,827

Bralorne Mineral Property, Lillooet Mining Division, British Columbia

The Company acquired 30 claims located in the Lillooet Mining Division, British Columbia in consideration for $15,000 (paid) and 1,000,000 shares (issued), subject to a 2% Net Smelter Return Royalty. The Company has a further option to purchase one-half of the Net Smelter Return Royalty for $1.5 million.

Acquisition costs	**December 31, 2014**	**December 31, 2013**
	$	$
Balance, beginning of year	281,662	265,000
Additions during the year	-	16,662*
Write-off on abandonment	(281,662)	-
Balance, end of year	-	281,662

Exploration costs	**December 31, 2014**	**December 31, 2013**
	$	$
Balance, beginning of year	51,935	51,935
Write-off on abandonment	(51,935)	-
Balance, end of year	-	51,935

* Relates to file assessment work to keep the claims in good standing incurred as part of mineral property acquisition cost.

Due to the focus of the Company on other mineral properties, during the fiscal year ended December 31, 2014 management decided to abandon the Bralorne Mineral Property. Accordingly, the aggregate costs related to the abandoned exploration and evaluation assets in the amount of $333,597 were written off and charged to operations.

4. Exploration and evaluation assets (cont'd…)

Willa Deposit, British Columbia

Pursuant to an option agreement dated November 13, 2012 (as amended September 24, 2013, January 13, 2014 and further amended on February 27, 2014), and an Assumption Agreement dated April 15, 2014, the Company has agreed to acquire up to a 100% interest in the Willa property, consisting of 5,328 hectares located in the Slocan Mining Division, British Columbia, subject to a 2.5% NSR. In consideration for certain modifications to the option agreement, the Company has agreed to pay an additional $200,000 (paid August 1, 2014) to the Optionors and to accelerate the $400,000 advanced royalty payment otherwise due on September 28, 2014, to a date that proposed funding may be received. The Company also agreed to pay an additional $20,000 (paid July 3, 2014) to the Optionors to extend the date of payment of the signing bonus. The Company will make payments consisting of $3,600,000 and 21,600,000 common shares of the Company and incur expenditures totaling $1,500,000 on or before April 12, 2016 as follows:

(i) Issue shares and cash payments:

(a) $50,000 upon execution of the Option Agreement (paid);
(b) $150,000 and 1,000,000 common shares in the capital of the Company on or before five days from the date of the TSX Venture Exchange ("TSXV") approval (the "Approval Date" being February 19, 2013) (paid and shares were issued on February 19, 2013);
(c) $100,000 (paid) on January 15, 2014 and $250,000 (paid July 28, 2014) and 4,000,000 common shares in the capital of the Company on August 19, 2014 (issued subsequent to December 31, 2014);
(d) 3,600,000 common shares in the capital of the Company upon TSXV acceptance for filing of amended agreement dated February 27, 2014; (Issued on May 9, 2014);
(e) $1,000,000 (to be paid) and 6,000,000 common shares in the capital of the Company on or before April 12, 2015; (issued subsequent to December 31, 2014) and
(f) $1,450,000 and 7,000,000 common shares in the capital of the Company on or before April 12, 2016.
(g) $600,000 from net profits of production of the Willa property after deduction of any royalties and expenses and after repayment of any outstanding production financing.

(ii) Expend $1,500,000 in exploration expenditures on the Property as follows:

(a) $500,000 on or before August 19, 2014;
(b) $500,000 on or before the second anniversary of the Approval Date; and
(c) $500,000 on or before the third anniversary of the Approval Date.

Until the date that the Property commences Commercial Production, the Company shall be responsible to pay minimum royalties advance payments due as follows:

(a) $100,000 on or before September 28, 2013 (paid);
(b) $400,000 on or before September 28, 2014;(paid $100,000, see subsequent event Note 12)
(c) $250,000 on or before September 28, 2015;
(d) $250,000 on or before September 28, 2015;
(e) $250,000 on or before September 28th of each subsequent year until commencement of Commercial Production.

As expressed in Canadian dollars

4. Exploration and evaluation assets (cont'd…)

Willa Deposit, British Columbia (cont'd...)

The Company has further agreed that in the event of termination of the Option Agreement, the Company will ensure that it has applied for a minimum of three years' assessment work on the Willa Property.

Acquisition costs		December 31, 2014	December 31, 2013
		$	$
Balance, beginning of year		647,291	102,607
Additions during the year			
Property option payments	– for cash	570,000	150,000
	– for shares	558,000	335,000
Additional acquisition costs*		3,666*	59,684*
		1,131,666	544,684
Balance, end of year		1,778,957	647,291

* Relates to geological consulting cost, management fees and filing fees incurred as part of mineral property acquisition cost.

Exploration costs	December 31, 2014	December 31, 2013
	$	$
Balance, beginning of year	85,312	-
Additions during the year		
Assays	3,193	-
Assessment reports	41,668	-
Consulting	93,483	-
Dam safety inspection	30,000	-
Data compilation, 3D survey	21,454	4,762
Engineering	88,252	35,914
Environmental consulting	5,702	-
Equipment mobilization	-	831
Equipment rental	2,150	-
Equipment repairs	-	6,759
Field geology	26,800	-
Field supplies	1,568	-
Food and lodging	7,900	-
Geological survey and soil sampling	-	54,597
Hazard management	15,733	-
Mapping	18,346	-
Max Mine site work	208,844	-
Metallurgical consulting	1,500	3,000
Metallurgical testing	11,331	-
Permitting and notice of work	4,551	3,474
Project management	136,330	35,000
Security	12,500	-
Site maintenance	16,054	-
Tailing pond testing	17,118	-
Transportation	1,960	-
Travel	9,538	3,602
Mining tax credit	(225,682)	(62,627)
	550,293	85,312
Balance, end of year	635,605	85,312

As expressed in Canadian dollars

4. Exploration and evaluation assets (cont'd…)

Willa Deposit, British Columbia (cont'd...)

Net Smelter Royalty advance payment	**December 31, 2014**	**December 31, 2013**
	$	$
Balance, beginning of year	100,000	-
Additions during the year	250,000	100,000
Balance, end of year	350,000	100,000

5. Investment in associate - FortyTwo Metals Inc.

On November 4, 2013 (and as amended January 5, 2014 and further amended on March 6, 2014), the Company entered into a binding letter agreement with Roca Mines Inc. ("Roca") and FortyTwo Metals Inc. ("FortyTwo") a wholly-owned subsidiary of Roca, whereby Roca granted an exclusive option to the Company to acquire all of the issued and outstanding common shares of FortyTwo. FortyTwo holds, among other assets, the Max Mine which includes an underground molybdenum mine, crushing, milling and concentrating facilities, tailing storage facilities, mineral claims, mining leases, licenses and other holdings located near Trout Lake in the Revelstoke Mining Division of the Province of British Columbia.

The Company may exercise the option and acquire all of the shares of FortyTwo for a total purchase price of $5,675,000, consisting of cash payments of $5,050,000 and the issuance of 2,500,000 shares of the Company at a deemed price of $0.25 per share in accordance with the following schedule:

- $50,000 payable (paid) to Roca as a non-refundable deposit upon entry into the Agreement;
- $750,000 payable to Roca within 10 days of receipt of conditional approval from the Exchange the ("Approval Date" (November 6, 2013), following which the first stage of the option will be deemed exercised and Roca will transfer 16% of the shares capital of FortyTwo to the Company (paid);
- $250,000 payable to Roca on or before January 8, 2014 (paid) and $50,000 to Roca on or prior to March 6, 2014 (paid) and an additional $650,000 to Roca on or prior to March 24, 2014 (paid) (together, the "Second Payment"). The Second Payment will be used to retire certain critical payables, past wages and delinquent accounts critical to maintaining Roca, FortyTwo and the Assets in good standing. Upon advance of the $250,000 Roca will transfer 5 FortyTwo Shares (equal to 5% of the FortyTwo Shares and 21% in aggregate) to the Company and will provide a copy of a share certificate and supporting documentation to evidence the completion of such share transfer. Upon advance of the $50,000, Roca will transfer 1 FortyTwo Share (equal to 1% of the FortyTwo Shares and 22% in the aggregate) to the Company and will provide a copy of a share certificate and supporting documentation to evidence the completing of such share transfer. Upon advance of the $650,000, Roca will transfer 13 FortyTwo Shares (equal to 13% of the FortyTwo Shares and 35% in the aggregate) to the Company and will provide a copy of a share certificate and supporting documentation to evidence the completing of such share transfer. Upon advance of the Second Payment in full, the second stage of the Option will be deemed exercised.
- $3,300,000 payable to Roca and the issuance of 2,500,000 million shares of the Company to Roca within 150 days of the Approval Date, or April 5, 2014, following which the third and final stage of the option will be deemed exercised and Roca will transfer the remaining 65% of the share capital of FortyTwo to the Company (100% in the aggregate).

As expressed in Canadian dollars

5. Investment in associate - FortyTwo Metals Inc. (cont'd...)

The Company completed the first stage of the acquisition upon its payment to Roca of the $50,000 non-refundable deposit on November 4, 2013, and the subsequent payment of $750,000 on November 15, 2013. During the three months ended March 31, 2014 the Company paid $300,000 towards the Second Payment (22% in the aggregate). On April 1, 2014 the Company paid an additional $650,000 and completed its Second Payment (35% in the aggregate). To date, the Company has not paid the funds or issued the securities to Roca as required under the amended letter agreement in order to exercise the third stage of the option and acquire 100% of the share capital of FortyTwo. The Company has not received a notice of default or notice of termination from Roca or FortyTwo with respect to the amended letter agreement.

The Company's investment relating to its 35% interest in FortyTwo Metals Inc. is detailed as follows:

	Year ended December 31, 2014	**Year ended December 31, 2013**
	$	$
Balance, beginning of year	800,000	-
Investment in shares, at cost	950,000	800,000
Cash advance	150,000	-
	1,900,000	800,000
Equity loss for the year	(147,356)	-
Balance, end of year	1,752,644	800,000

6. Share Capital

Authorized: Unlimited number of common shares with no par value.

a. Issued and outstanding:

As at December 31, 2014 the total issued and outstanding share capital is 66,419,998 common shares (2013 – 39,838,749).

b. Transactions

Transactions incurred during the year ended December 31, 2014

I. On April 1, 2014, the Company completed a private placement of 6,024,250 units at a price of $0.15 per Unit for gross proceeds of $903,638. Each Unit consists of one common share and one half of one share purchase warrant, with each warrant entitling the holder to purchase one additional share at a price of $0.30 for a period of three years. The Company paid a finder's fee of $54,218 and issued 361,455 warrants with a fair value of $29,094. Each warrant entitles the holder to purchase one additional common share on or before April 1, 2017 at a price of $0.30 per share. As the unit was issued at a price lower than the market trading price on April 1, 2014. $nil was allocated to contributed surplus as fair value for the warrants under the residual value method. Also see Note 6e.

II. On May 9, 014 the Company issued 3,600,000 common shares at $0.155 per share pursuant to the acquisition of mineral property (See Willa Deposit, Note 4).

6. Share Capital (cont'd...)

Transactions incurred during the year ended December 31, 2014 (cont'd...)

III. On July 27, 2014, the Company completed a tranche of a private placement by issuing 7,971,333 units at a price of $0.15 per Unit for gross proceeds of $1,195,670. Each Unit consists of one common share and one half of one share purchase warrant, with each warrant entitling the holder to purchase one additional share at a price of $0.30 for a period of three years. The Company paid a finder's fee of $32,025 and issued 213,500 warrants with a fair value of $28,537. Each warrant entitles the holder to purchase one additional common share on or before July 2, 2017 at a price of $0.30 per share. As the unit was issued at a price lower than the market trading price on July 2, 2014. $nil was allocated to contributed surplus as fair value for the warrants under the residual value method. Also see Note 6e.

IV. On July 21, 2014, the Company completed a tranche of a private placement by issuing 8,385,666 units at a price of $0.15 per Unit for gross proceeds of $1,257,850. Each Unit consists of one common share and one half of one share purchase warrant, with each warrant entitling the holder to purchase one additional share at a price of $0.30 for a period of three years. The Company paid a finder's fee of $29,160 and issued 203,400 warrants with a fair value of $30,639. Each warrant entitles the holder to purchase one additional common share on or before July 21, 2017 at a price of $0.30 per share. As the unit was issued at a price lower than the market trading price on July 21, 2014. $nil was allocated to contributed surplus as fair value for the warrants under the residual value method. Also see Note 6e.

V. On September 4, 2014 the Company issued 100,000 common shares upon the exercise of warrants, exercisable on or before April 1, 2017, at $0.30 per share.

VI. On September 26, 2014 the Company issued 500,000 common shares upon the exercise of incentive stock options, exercisable on or before September 14, 2015, at $0.135 per share.

Transactions incurred during the year ended December 31, 2013

I. The Company issued 50,000 common shares upon the exercise of stock options at $0.235 per share.

II. The Company issued 400,000 common shares at $0.39 per share pursuant to the acquisition of mineral property (See Big Creek Property, Note 4).

III. The Company issued 1,000,000 common shares at $0.335 per share pursuant to the acquisition of mineral property (See Willa Deposit, Note 4).

IV. The Company issued 400,000 common shares at $0.18 per share pursuant to the acquisition of mineral property (See Big Creek Property, Note 4).

V. On November 15, 2013 the Company completed a private placement financing, pursuant to which it issued 4,779,000 units at a price of $0.21 per unit for gross proceeds of $1,003,590. Each unit consists of one common share and one share purchase warrant exercisable over 2 years at a price of $0.35 per common share.. In connection with the closing of the financing, the Company paid a finder`s fee of $60,215 and issued 286,740 warrants with a fair value of $28,902. Each warrant entitles the holder to purchase one additional common share on or before November 15, 2015 at a price of $0.35 per share. As the unit was issued at a price higher than the market trading price on November 15, 2013, $47,790 was allocated to contributed surplus as fair value for the warrants under the residual value method. Also see Note 6e.

c. Escrow Shares

As at December 31, 2014, the Company has nil (2013 - nil) common shares held in escrow.

As expressed in Canadian dollars

6. Share Capital (cont'd...)

d. Stock Options

A summary of stock option activity for the years is as follows:

	Number of options	Weighted-average exercise price
		$
Balance, December 31, 2012	2,080,018	0.23
Options exercised	(50,000)	0.24
Options forfeited / cancelled	(1,280,018)	0.28
Options granted and exercisable on or before August 8, 2018	500,000	0.25
Balance, December 31, 2013	1,250,000	0.18
Options exercised	(500,000)	0.135
Options granted and exercisable on or before August 20, 2016	100,000	0.25
Options granted and exercisable on or before August 20, 2019	5,231,999	0.25
Balance, December 31, 2014	6,081,999	0.245

As at December 31, 2014, the Company has the following options outstanding and exercisable:

Number of Options Outstanding	Number of Options Exercisable	Weighted Average Exercise Price	Years to expiry	Expiry Date
250,000	250,000	$ 0.135	0.70	September 14, 2015
500,000	500,000	0.25	3.61	August 8, 2018
100,000	25,000	0.25	1.64	August 20, 2016
5,231,999	2,516,000	0.25	4.64	August 20, 2019
6,081,999	3,291,000	$ 0.241	4.34	

The Company has a stock option plan whereby it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company.

On August 8, 2013 the Company granted 500,000 share purchase options to a consultant pursuant to an investor relations contract, exercisable on or before August 8, 2018 at a price of $0.25 per share where the exercise price is higher than the market price at the date of grant. The options shall vest over a 12 month period with 25% of the options vesting after each 3 month period. During the year ended December 31, 2014 a total of $31,287 (2013 - $42,132) of stock based compensation costs was recorded. As at December 31, 2014, 500,000 options granted remain outstanding and exercisable. The fair value of options granted during the fiscal year ended December 31, 2014 has been estimated using the Black-Scholes option pricing model, using weighted average assumptions of a risk-free interest rate of 1.8% and 1.95%, expected dividend yield of 0%, share price volatility of 108% and an expected life of the options of 5 years.

6. Share Capital (cont'd...)

d. Stock Options (cont'd…)

The Company granted 3,649,999 incentive stock options to directors on August 20, 2014, exercisable on or before August 20, 2019 at a price of $0.25 per share where the exercise price is lower than the market price at the date of grant. 25% of the options vested immediately upon the grant date, and 25% every three months thereafter. The fair value of options granted has been estimated using the Black-Scholes option pricing model, using weighted average assumptions of a risk-free interest rate of 1.56%, expected dividend yield of 0%, share price volatility of 87% and an expected life of the options of 5 years. During the year ended December 31, 2014 the Company recorded $647,453 of stock based compensation. As at December 31, 2014, all 3,649,999 options remained outstanding and 1,825,000 were exercisable.

The Company granted 1,182,000 additional incentive stock options to consultants on August 20, 2014, exercisable on or before August 20, 2019 at a price of $0.25 per share where the exercise price is lower than the market price at the date of grant. 25% of the options vested immediately upon the grant date, and 25% every three months thereafter. The fair value of options granted has been estimated using the Black-Scholes option pricing model, using weighted average assumptions of a risk-free interest rate of 1.56%, expected dividend yield of 0%, share price volatility of 89% and an expected life of the options of 5 years. During the year ended December 31, 2014 the Company recorded stock based compensation costs of $145,864. As at December 31, 2014, 2014, all 1,182,000 options remained outstanding and granted to consultants remained outstanding and 591,000 were exercisable.

The Company granted 400,000 additional incentive stock options to investor relations consultants on August 20, 2014, exercisable on or before August 20, 2019 at a price of $0.25 per share where the exercise price is lower than the market price at the date of grant. 25% of the options vest every three months thereafter. The fair value of options granted has been estimated using the Black-Scholes option pricing model, using weighted average assumptions of a risk-free interest rate of 1.56%, expected dividend yield of 0%, share price volatility of between 89% and an expected life of the options of 5 years. During the year ended December 31, 2014 the Company recorded stock based compensation of $31,048. On December 31, 2014 all 400,000 options remained outstanding and 100,000 were exercisable.

The Company granted 100,000 additional incentive stock options to investor relations consultants on August 20, 2014, exercisable on or before August 20, 2016 at a price of $0.25 per share where the exercise price is lower than the market price at the date of grant. 25% of the options vest every three months thereafter. The fair value of options granted has been estimated using the Black-Scholes option pricing model, using weighted average assumptions of a risk-free interest rate of 1.56%, expected dividend yield of 0%, share price volatility of 101% and an expected life of the options of 2 years. During year ended December 31, 2014 the Company recorded stock based compensation of $4,711. On December 31, 2014 all 100,000 options remained outstanding and 25,000 were exercisable.

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessary provide reliable measure of the fair value of the Company's stock options.

As expressed in Canadian dollars

6. Share Capital (cont'd...)

e. Warrants

On November 15, 2013 the Company completed a private placement financing, pursuant to which it has issued 4,779,000 units at a price of $0.21 per unit. Each unit consists of one common share and one share purchase warrant exercisable over 2 years, at a price of $0.35 per common share. As the unit was issued at a price higher than the market trading price on November 15, 2013, $47,790 was allocated to contributed surplus as fair value for the warrants under the residual value method. The Company also issued 286,740 agent warrants. Also see Note 6b.

On April 1, 2014 the Company completed a private placement financing, pursuant to which it has issued 6,024,250 units at a price of $0.15 per unit. Each unit consists of one common share and one half of one share purchase warrant exercisable over 3 years, at a price of $0.30 per common share. As the unit was issued at a price lower than the market trading price on April 1, 2014 $nil was allocated to contributed surplus as fair value for the warrants under the residual value method. During the year ended December 31, 2014, 100,000 of these warrants were exercised. The Company also issued 361,455 agent warrants with the same terms as the Units. Also see Note 6b.

On July 2, 2014 the Company completed a tranche of private placement financing, pursuant to which it has issued 7,971,333 units at a price of $0.15 per unit. Each unit consists of one common share and one half of one share purchase warrant exercisable over 3 years, at a price of $0.30 per common share. As the unit was issued at a price lower than the market trading price on July 2, 2014 $nil was allocated to contributed surplus as fair value for the warrants under the residual value method. The Company also issued 213,500 agent warrants with the same terms as the Units. Also see Note 6b.

On July 21, 2014 the Company completed a tranche of private placement financing, pursuant to which it has issued 7,971,333 units at a price of $0.15 per unit. Each unit consists of one common share and one half of one share purchase warrant exercisable over 3 years, at a price of $0.30 per common share. As the unit was issued at a price lower than the market trading price on July 21, 2014 $nil was allocated to contributed surplus as fair value for the warrants under the residual value method. The Company also issued 203,400 agent warrants. Also see Note 6b.

A summary of warrants activity for the years is as follows:

	Number of Warrants Exercisable	Weighted Average Exercise Price	Years to expiry	Expiry Date
Balance, December 31, 2012	10,378,600	$ 0.35		
Warrants issued	4,779,000	$ 0.35	0.87	November 15, 2015
Agent's Warrants issued	286,740	$ 0.35	0.87	November 15, 2015
Balance, December 31, 2013	15,444,340	$ 0.35		
Warrants issued	3,012,125	$ 0.30	2.25	April 2, 2017
Agent's Warrants issued	361,455	$ 0.30	2.25	April 2, 2017
Warrants issued	3,985,667	$ 0.30	2.50	July 2, 2017
Agent's Warrants issued	213,500	$ 0.30	2.50	July 2, 2017
Warrants issued	4,192,833	$ 0.30	2.56	July 21,2017
Agent's Warrants issued	203,400	$ 0.30	2.56	July 21,2017
Warrants exercised	(100,000)	$ 0.30	2.25	April 2, 2017
Balance, December 31, 2014	27,313,320	$ 0.33	2.34	

7. Related Party Transactions

During the year ended December 31, 2014 the Company entered into the following transactions with related parties:

a) Paid or accrued management fees of $10,000 (2013 - $ Nil) to former directors and officers.

b) Paid or accrued management fees of $68,600 (2013 - $29,900) to a director and officer.

c) Included in professional fees is $53,000 (2013 - $40,700) paid to an officer and director for accounting services.

d) Included in accounts payable and accrued liabilities is $9,113 (2013 - $2,625) payable to officers and directors for management fees, professional fees and expenses incurred on behalf of the Company.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related party.

8. Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, short term investments, reclamation bonds and accounts payable and accrued liabilities. The Company has designated its cash and cash equivalents, short term investments and reclamation bonds as fair value through profit or loss, which is measured at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash and cash equivalents, short term investments, reclamation bonds and accounts payable and accrued liabilities are equal to their carrying value due to their short-term maturity. The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and commodity price risk.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2014, the Company had a cash and cash equivalents and short term investments balance of $125,820 (2013 - $697,007) to settle current liabilities of $272,380 (2013 - $67,945). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk
The Company has cash and cash equivalents balances and no interest-bearing debt. The Company believes it has no significant interest rate risk.

8. Financial Instruments (cont'd...)

On December 31, 2014, reclamation bonds consisted of fixed guaranteed investment certificate redeemable before maturity, which bears interest at annual variable rates of 1.45% and matures October 29, 2017. During the year ended December 31, 2014, cash and cash equivalents were not subject to any interest on bank balances. Sensitivity to a plus or minus 1% change in rates is not material to the statements of operations and comprehensive loss.

(b) Foreign currency risk
As at December 31, 2014, the Company's expenditures are in Canadian dollars, any future equity raised is expected to be predominantly in Canadian dollars. The Company does not hold balances in foreign currencies which would give rise to exposure to foreign exchange risk.

Fair value hierarchy

The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

For the years ended December 31, 2014 and 2013, cash and cash equivalents, short term investments and reclamation bonds are assessed to be Level 1 instruments.

9. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its resource properties and to maintain flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash and cash equivalents.

The Company manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. As at December 31, 2014 and 2013, the Company has not entered into any debt financing.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. There were no changes in the Company's approach to capital management during the year.

10. Commitments

See Note 4 and 5.

As expressed in Canadian dollars

11. Supplemental Disclosure With Respect To Cash Flows

The significant non-cash transactions during the fiscal year ended December 31, 2014 were as follows:

a) Unpaid exploration and evaluation assets of $135,081.
b) 3,600,000 common shares issued for Willa Deposit at a fair value of $558,000.

The significant non-cash transactions during the fiscal year ended December 31, 2013 were as follows:

a) 400,000 common shares issued for Big Creek Property at a fair value of $156,000.
b) 1,000,000 common shares issued for Willa Deposit at a fair value of $325,000.
c) 400,000 common shares issued for Big Creek Property at a fair value of 72,000.
d) Accrual of mining exploration tax credit receivable of $70,210.
e) Unpaid exploration and evaluation assets of $11,685.

12. Income Taxes

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statements of operations and comprehensive loss for the years ended December 31, 2014 and 2013

	2014 $	2013 $
Loss before income taxes	2,697,407	1,353,329
Statutory tax rate	26%	25.75%
Expected income tax (recovery)	(701,326)	(348,528)
Non-deductible items	225,187	12,333
Change in estimates	29,189	7,083
Change in enacted tax rate	-	(24,816)
Others	(30,005)	(15,507)
Change in deferred tax asset not recognized	476,955	369,435
Total income taxes expense (recovery)	-	-

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used in the calculation of taxable income or loss. Deferred tax assets (liabilities) at December 31, 2014 and 2013 were comprised of the following:

Deferred tax liability	2014 $	2013 $
Non-capital loss carry forwards	855,405	530,795
Exploration and evaluation assets	404,624	317,888
Share issuance costs	66,243	63,925
Equipment	24,978	-
Loss on equity method investments	38,313	-
Cumulative eligible capital	129	129
Deferred tax asset not recognized	(1,389,692)	(912,737)
Net deferred tax asset (liability)	-	-

As expressed in Canadian dollars

12. Income Taxes (cont'd...)

The Company has non capital loss carryforwards of approximately $3,290,019 (2013 - $2,041,521) which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

	$
2015	45
2026	91
2027	45
2028	29,895
2029	109,681
2030	157,822
2031	184,765
2032	504,518
2033	942,393
2034	1,360,764
Total	3,290,019

The deferred tax assets have not been recognized because at this stage of the Company's development, it is not determinable that future taxable profit will be available against which the Company can utilize such deferred tax assets.

13. Subsequent Events

Subsequent to December 31, 2014 the Company issued 10,000,000 common shares in connection with the Willa Property. See Note 4.

14. Legal Action

During the year, the Company has been served a Notice of Civil Claim by a consultant of the Company for unpaid consulting work and services in the amount of $78,076. The Company does not believe there is any merit in the claim.