GWR RESOURCES INC.

(An Exploration Stage Company)

Condensed Interim Financial Statements
Three months endedDecember 31, 2011

(Unaudited)

(Expressed in Canadian dollars)

CONTENTS

Management's Responsibility for Condensed Interim Financial Statements

The accompanying unaudited Amended Condensed interim financial statements of GWR Resources Inc. (the "Company" or "GWR") are the responsibility of management and the Board of Directors.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34-Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim 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 unaudited condensed interim financial statements and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim 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 unaudited condensed interim 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 unaudited condensed interim 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.

(signed) “Lars E. Glimhagen”
Chief Financial Officer

Vancouver, BC
March 28, 2012

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed 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 unaudited condensed interim financial statements.

GWR Resources Inc.
Condensed Interim Statement of Financial Position (Unaudited)
December 31, 2011

	December 31, 2011 $	September 30, 2011 $ (Note 15)	December 31, 2010 $ (Note 15)	October 1, 2010 $ (Note 15)
ASSETS				
Current assets				
Cash and cash equivalents - (Note 4)	3,020,913	4,884,731	2,319,742	300
Receivables	288,234	212,111	106,568	3,635
Prepaid expenses and deposits	401,090	221,730	34,565	44,565
Total current assets	3,710,237	5,318,572	2,460,875	48,500
Non-current assets				
Reclamation deposits - (Note 5)	134,000	134,000	134,000	134,000
Mineral Properties and deferred exploration expenditures - (Note 6)	25,585,671	23,850,077	20,723,410	19,841,428
Property, plant and equipment - (Note 7)	1,335,458	894,873	459,667	471,565
Other assets	1,008	1,008	1,008	2,808
Total non current assets	27,056,137	24,879,958	21,318,085	20,449,801
Total assets	30,766,374	30,198,530	23,778,960	20,498,301
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Cheques in excess of cash on hand	-		-	196,346
Trade payables and accruals -(Note 8)	697,815	687,224	532,494	438,358
Due to related parties - (Note 11)	-	-	2,420	135,400
Current portion of long-term debt	77,464	77,464	76,507	76,507
Finance leases - (Note 10)	271,177	-	-	-
Total current liabilities	1,046,456	764,688	611,421	846,611
Non-current liabilities				
Other liabilities (Note 9)	-	9,997	-	-
Deferred taxes (Note 9)	4,856,792	4,684,616	4,877,798	3,993,327
Total liabilities	5,903,248	5,459,301	5,489,219	4,839,938

Shareholders' equity

Share capital - (Note 14)	28,659,061	28,116,746	19,009,206	16,766,298
Contributed surplus	11,627,694	11,398,681	12,549,159	11,988,582
Accumulated deficit	(15,423,629)	(14,776,198)	(13,268,623)	(13,096,517)
Total shareholders' equity	24,863,126	24,739,229	18,289,741	15,658,363
Total liabilties and shareholders' equity	30,766,374	30,198,530	23,778,960	20,498,301

Contingencies and Commitments - (Note 13)

The accompanying notes form an integral part of these financial statements.

GWR Resources Inc.

Condensed Interim Statement of Comprehensive Loss / Income (Unaudited)

For the three months ending December 31, 2011

	December 31, 2011 $	September 30, 2011 $	December 31, 2010 $
Interest and other income	12,285	11,286	130
Loss on disposal of property, plant and equipment		(30,721)	
	12,285	(19,435)	130
Expenses			
Depreciation (Note 7)	20,323	58,383	11,898
Employee costs	37,254	194,361	59,857
Finance expense	495	-	-
Professional fees	41,962	117,114	25,380
Stock-based compensation	229,013	164,389	-
Other expenses	168,490	424,712	75,101
Total expenses	497,537	958,959	172,236
Loss before income tax	485,252	978,394	172,106
Deferred tax expenses	162,179	-	-
Net loss and comprehensive loss	647,431	978,394	172,106
Loss per common share - basic and dilluted - (Note 10)	(0.005)	(0.010)	(0.002)

The accompanying notes form an integral part of these financial statements.

GWR Resources Inc.

Condensed Interim Statement of Changes in Equity (Unaudited)

For the three months ending December 31, 2011

	# Shares	Amount	Contributed Surplus	Deficit	TOTAL
Balance at October 1, 2010	82,753,162	16,766,298	11,988,582	(13,096,517)	15,658,363
Shares issued:					
Shares issued from private placement	21,552,167	5,590,000			5,590,000
Share purchase warrants exercised	28,385,929	6,521,517	(1,433,792)		5,087,725
Share purchase options exercised	460,000	133,761	(48,061)		85,700
Agent's unit options exercised	1,855,005	96,679	(25,060)		71,619
Shares issued for mineral properties	175,000	56,000			56,000
Shares issued for loan bonus	189,489	50,796			50,796
Fair value allocated to share warrants issued	-	(674,943)	674,943		-
Stock-based compensation	-	9,640	154,749		164,389
Share issue costs	-	(433,002)	87,320		(345,682)
Net Loss for the year				(1,679,681)	(1,679,681)
Balance at September 30, 2011	135,370,752	28,116,746	11,398,681	(14,776,198)	24,739,229
Shares Issued:					
Private Placement - cash					-
Loan bonuses					-
Property Options	40,000	9,600			9,600
Share Issue Costs					-
Warrants Exercised	2,543,457	532,715			532,715
Stock options exercised					-
Exercise of agent's unit options					-
Cancellation of options					-
Stock-based compensation			229,013		229,013
Tax benefits on flow through shares					-
Net loss and comprehensive loss				(647,431)	(647,431)
Balance, December 31, 2011	137,954,209	28,659,061	11,627,694	(15,423,629)	24,863,126

GWR Resources Inc.

Condensed Interim Statement of Cash Flows (Unaudited)

For the three months ending December 31, 2011

	December 31, 2011	September 30, 2011	December 31, 2010
Cash flows from operating activities:			
Loss for the period	(647,431)	(978,394)	- 172,107
Items not involving cash:			
Depreciation	20,323	58,383	11,897
Share-based payments	229,013	164,389	-
Shares issued for settlemt of loan interest	-	50,796	-
Loss on disposal	1,343	30,721	-
	(396,752)	(674,105)	(160,210)
Changes in non-cash working capital balances:			
Other receivables	(76,123)	(202,776)	- 102,933
Prepaid expenses	(179,360)	(177,165)	11,800
Other assets	-	1,800	-
Trade and other payables	10,591	249,822	94,135
Lease obligations	271,177		-
Cheques issued in excess of cash on hand	-	(196,346)	-
Other liabilities	162,179		884,471
Total cash inflows (outflows) from operating activities	(208,288)	(998,770)	727,263
Cash flows from investing activities			
Property acquisition and deferred exploration costs	(1,727,337)		(881,982)
Equipment purchases	(46,142)		-
Acquisition of leased equipment	(414,766)		-
Total cash outflows from investing activities	(2,188,245)	-	(881,982)
Cash flows from financing activities			
Proceeds from share issuance (net)	532,715		2,529,529
Repayment to related parties	-	-	(132,980)
Total cash inflows from financing activities	532,715	-	2,396,549
Total increase (decrease) in cash during the period	(1,863,818)	(998,770)	2,241,830
Cash and cash equivalents at beginning of period	4,884,731	4,884,731	(196,044)
Cash and cash equivalents at end of period	3,020,913	3,885,961	2,045,786

The accompanying notes form an integral part of these financial statements.

1. CORPORATE INFORMATION

GWR Resources Inc. (the "Company", "GWR" or "we"), incorporated under the Business Corporations Act (British Columbia, is an exploration stage company engaged principally in the acquisition and exploration of mineral properties in Canada. The Company is listed on the TSX Venture Exchange, having a symbol of GWQ-V, as a Tier 2 mining issuer and is in the process of exploring its mineral properties in British Columbia and Quebec.

The address of the Company's registered office is 1000 - 840 Howe Street, Vancouver, British Columbia, Canada, V6Z 2M1.

2. BASIS OF PREPARATION

(a) Statement of Compliance

The financial statements of the Company for the year ending September 31, 2012 will be prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), having previously prepared its financial statements in accordance with pre-changeover Canadian Generally Accepted Accounting Principles ("pre-changeover Canadian GAAP"). These condensed interim financial statements for the three month period ended December 31, 2011 have been prepared in accordance with IAS 34 *Interim Financial Reporting*, and as they are part of the Company's first IFRS annual reporting period, IFRS 1 *First Time Adoption of International Financial Reporting Standards* has been applied.

As these condensed interim financial statements are the Company's first financial statements prepared using IFRS, certain disclosures that are required to be included in annual financial statements prepared in accordance with IFRS that were not included in the Company's most recent annual financial statements prepared in accordance with pre-changeover Canadian GAAP have been included in these financial statements for the comparative annual period. However, these condensed interim financial statements do not include all of the information required for full annual financial statements.

The condensed interim financial statements were authorized for issue by the Board of Directors on March 28 ,2012.

(b) Basis of Measurement

The condensed interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement

and complexity or areas where assumption and estimates are significant to the financial statements are disclosed in Note 3(b).

(c) Going Concern of Operations

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharges of liabilities in the normal course of business. The Company has not generated revenues from operations. The Company incurred a net loss of $647,431 during the three months ended December 31, 2011 ($172,106 – December 31, 2010) and as of that date the Company's accumulated deficit was $15,423,629 ($13,268,623 – December 31, 2010 and $14,776,198 – September 30, 2011). As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. If additional capital is not raised, the going concern basis may not be appropriate with the result that the Company may have to realize its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts different from those stated in the financial statements. No adjustment for such circumstances has been made in the financial information.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below are expected to be adopted for the year ending September 30, 2012, and have been applied consistently to all periods presented in these condensed interim financial statements and in preparing the opening IFRS balance sheet at October 1, 2010 for the purpose of the transition to IFRS.

(a) Significant Accounting Estimates and Judgments

The preparation of these condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(b) Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. the estimated useful lives of property, plant and equipment, consumption of leased equipment and the related depreciation and amortization included in profit or loss;

ii. the inputs used in accounting for share-based compensation expense in profit or loss; and

iii. the provision for the income tax recovery or tax credits which are included in profit or loss and the composition of deferred income tax liabilities included in the condensed statement of financial position.

iv. The application of the Company's accounting policy for exploration and evaluation expenditure requires judgement in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

v. Although the Company has taken steps to verify mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

(c) Critical accounting judgments

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

(d) Segment Reporting

The Company operates in a single reportable operating segment – the acquisition and exploration of mineral properties. All significant assets are held within Canada.

(e) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

(f) Reclamation Deposits

Cash which is subject to contractual restrictions on use is classified separately as reclamation deposits. Reclamation deposits are classified as a non-current asset.

(g) Exploration and Evaluation Expenditure

Once the legal right to explore has been acquired, costs directly related to exploration and evaluation expenditures ("E & E") are recognized and capitalized, in addition to the acquisition costs. The direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration *(g) Exploration and Evaluation Expenditure - continued*

phase. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Mineral and evaluation expenditures are classified as intangible assets.

(h) Property, Plant and Equipment

Recognition and Measurement

On initial recognition, property, plant and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in a manner intended by the Company.

Property, plant and equipment are subsequently measured at cost less accumulated depreciation, less accumulated impairment losses, with the exception of land which is not depreciated.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Major Maintenance and Repairs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

(h) Property, Plant and Equipment - Continued

Gains and Losses

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within other income in profit or loss.

Depreciation

Depreciation is recognized in profit or loss and is provided on a diminishing balance basis at the following rates:

Buildings	- 5%
Field Equipment	- 20%
Automotive equipment	- 20%
Office furniture and equipment	- 20%
Computer equipment	- 33%
Computer software	- 50%

Leased Equipment

Depreciation is based on consumption and is determined by the estimated hours of useful life. The value on which the consumption is used is the present value of the equipment less the residual value at the end of the useful life of the equipment.

Management has estimated that the useful life of the leased equipment is three years with a total consumption of 2,000 hours per year and a residual value of 40% of the original purchase price of the leased equipment. At the end of each reporting period, the consumption of the equipment is determined and charged to the profit or loss during the financial period in which the consumption has occurred.

The full amount of depreciation is taken in the year of acquisition.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(i) Leased Assets

Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Company (a “finance lease”), the asset is treated as if it had been purchased outright. The amount initially realized as an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability. Lease payments are analyzed between capital and interest. The interest element is charged to the statement of comprehensive loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

(i) Leased Assets - continued

Where substantially all of the risks and rewards incidental to ownership are not transferred to the Company (an "operating lease"), the total rents payable under the lease are charged to the statement of comprehensive loss on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognized as a reduction of the rental expense over the lease term on a straight-line basis.

Each of the leases have a bargain price at the end of the lease period in the amount of $1 at which time the risks and benefits of the equipment are transferred to the Company.

(j) Impairment of Non-Financial Assets

Non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash generating unit, which is the lowest group of assets to which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has two cash-generating units for which impairment testing is performed.

An impairment loss is charged to the profit or loss, except to the extent they reversed gains previously recognized in other comprehensive loss/income.

(k) Loss Per Share

Loss per share is calculated using the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share is performed by presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to re-purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of conversions or exercise of options and warrants if they would be anti-dilutive.

Contingent warrants as a result of exercising agents' options are not included in this computation.

(l) Other Liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred, and comprise trade payables and accrued liabilities. These liabilities are initially recognized at fair value net of any transaction cost directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

(l) Other Liabilities

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of the period which are unpaid. Trade payable amounts are unsecured and are usually paid within 30 days of recognition.

(m) Provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal and constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

(n) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income tax payable of receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary difference is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

(o) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity *(p) Share-based payments - continued*

instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-based share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

(q) Flow-through shares

The Company will from time to time, issue flow-through common share to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company de-recognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium reversal is recognized as a reduction in the deferred tax expense and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's period is disclosed separately as flow-through share proceeds in Note 8.

(q) Flow-through shares - continued

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

(r) Financial instruments

Financial Assets

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

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash and other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Impairment on Financial Assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

(s) Standards, Amendments and Interpretations Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning after October 1, 2011 or later periods.

The flowing new standards, amendments and interpretations, which have not been early adopted in these interim financial statements, will or may have an effect on the Company's future results and financial position:

- IFRS 9 Financial Instruments

  IFRS 9 Financial Instruments is part of the IASB's wider project to replace IFRS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristic of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2015.

Unaudited – expressed in Canadian dollars

(s) Standards, Amendments and Interpretations Not Yet Effective - continued

The following new standards, amendments and interpretations, which have not been early adopted in these interim financial statements, will not have an effect on the Company's future results and financial position:

- IAS 12: Deferred Tax: Recovery of Underlying Assets (Amendments to IAS 12 (Effective for periods beginning on or after January 12, 2012)
- Amendments to IFRS 9: Financial Instruments (Effective for periods beginning on or after January 1, 2013)

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the company.

4. CASH AND CASH EQUIVALENTS

Cash at banks and on hand earns interest at floating rates based on daily bank deposit rates.

	December 31, 2011 $	September 30, 2011 $	October 1, 2010 $
Cash on hand and deposit	1,715,115	1,079,651	300
Short-term investment	1,305,798	3,805,080	-
TOTAL	3,020,913	4,884,731	300

5. RECLAMATION DEPOSITS

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations. The reclamation deposits represents collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company. The reclamation deposits are held in certificates of deposits with a maturity date of April 19, 2012 and an interest rate of 0.6%.

Unaudited – expressed in Canadian dollars

6. EXPLORATION AND EVALUATION ASSETS

	Lac La Hache	Sainte Sabine	Total
	$	$	$
Balance at October 1, 2010	19,710,493	130,935	19,841,428
Exploration costs	3,613,647	314,002	3,927,649
Option payments	-	81,000	81,000
Balance at September 30, 2011	23,324,140	525,937	22,850,077
Exploration costs	1,011,992	690,920	1,702,912
Acquisition of property	32,682	-	32,682
Balance at December 31, 2011	24,368,814	1,216,857	25,585,671

Unaudited – expressed in Canadian dollars

7. PROPERTY AND EQUIPMENT

	Field Equipment	Vehicles	Leased Equipment	Office Furniture	Computer Equipment	Software	Buildings	Land	TOTAL
	$	$	$	$	$	$	$	$	$
Cost									
Balance at October 1, 2010	**145,665**	**88,749**	**-**	**58,928**	**11,611**	**11,048**	**306,811**	**66,252**	**689,064**
Reclassification	(11,692)	(9,000)	-	(220)	-	-	-	-	(20,912)
Additions	819	36,398	-	8,099	19,711	24,695	362,440	63,960	516,122
Disposals	-	(18,000)	-	(5,839)	-	-	-	-	(23,839)
Write-down	(28,801)	-	-	(6,126)	-	-	-	-	(34,927)
Balance at September 30, 2011	**105,991**	**98,147**	**-**	**54,842**	**31,322**	**35,743**	**669,251**	**130,212**	**1,125,508**
Additions	18,866	21,366	414,766	-	-	7,753	-	-	462,751
Disposals		(5,000)	-	-	-	-	-	-	(5,000)
Balance at December 31, 2011	**124,857**	**114,513**	**414,766**	**54,842**	**31,322**	**43,496**	**669,251**	**130,212**	**1,583,259**

Unaudited – expressed in Canadian dollars

7. PROPERTY AND EQUIPMENT - Continued

	Field Equipment	Vehicles	Leased Equipment	Office Furniture	Computer Equipment	Software	Buildings	Land	TOTAL
	$	$	$	$	$	$	$	$	$
Depreciation and impairment losses									
Balance at October 1, 2010	**71,672**	**33,491**	**-**	**50,611**	**6,728**	**10,446**	**44,551**	**-**	**217,499**
Reclassification	(1,401)		-	(3,481)	4,883			-	-
Depreciation for the year	9,121	12,222	-	2,919	5,473	6,475	22,174	-	58,384
Impairment loss	-	-	-	-	-	-	-	-	-
Disposals	-	(9,619)	-	(2,994)	-	-	-	-	(12,613)
Write-down	(24,700)	(5,033)	-	(2,903)	-	-	-	-	(32,636)
Balance at September 30, 2011	**54,692**	**31,061**	**-**	**44,152**	**17,084**	**16,921**	**66,725**	**-**	**230,635**
Depreciation for the year	2,788	4,173	-	779	1,730	3,322	7,532	-	20,324
Impairment loss	-	-	-	-	-	-	-	-	-
Disposals	-	(3,158)	-	-	-	-	-	-	(3,158)
Balance at December 31, 2011	**57,480**	**32,076**	**-**	**44,931**	**18,814**	**20,243**	**74,257**	**-**	**247,801**
Net book value, October 1, 2010	**73,993**	**55,258**	**-**	**8,317**	**4,883**	**602**	**262,260**	**66,252**	**471,565**
Net book value, September 30, 2011	**51,299**	**67,086**	**-**	**10,690**	**14,238**	**18,822**	**602,526**	**130,212**	**894,873**
Net book value, December 31, 2011	**67,377**	**82,437**	**414,766**	**9,911**	**12,508**	**23,253**	**594,994**	**130,212**	**1,335,458**

Unaudited – expressed in Canadian dollars

8. TRADE PAYABLES AND ACCRUALS

	December 31, 2011	September 30, 2011	October 1, 2010
	($)	($)	($)
Trade payables	624,552	507,803	85,626
Accrued liabilities	73,262	170,057	352,733
	697,815	687,224	438,359

Trade payable fall due within the next 12 months.

9. OTHER LIABILITIES

Other liabilities include the liability portion of the flow-through shares issued. The following is continuity schedule of the liability portion of the flow-through shares issuances:

	Issued on November 29, 2010
	$
Balance at October 1, 2010	**-**
Liability incurred on flow-through shares issued	17,419
Settlement of flow-through share liability on incurring expenditures	(7,422)
Balance at September 30, 2011	9,997
Liability incurred on flow-through shares issued	-
Settlement of flow-through share liability on incurring expenditures	(9,997)
Balance at December 31, 2011	**-**

Other liabilities arise on the issuance of flow-through shares when the value of each flow-through share exceeds the value of each other common share issued at the same time.

As at October 1, 2010, transition date, the Company had fulfilled its commitment to incur exploration expenditures in relation to previously issued flow through arrangements. No other liability arose on these private placements.

In November 2010, the Company closed a private placement by issuing 6,250,000 units at $0.27 per unit when the fair market value of the share price was $0.28. Each unit is comprised of one flow through common share and one-half warrant.

As at December 31, 2011, the Company had fulfilled its commitment to incur exploration expenditures in relation to the November 2010 flow-through share financings.

Deferred tax liability includes the amount of tax reduction renounced to the shareholders on expenses being incurred.

Unaudited – expressed in Canadian dollars

October 1, 2010	**$**	**3,993,327**
Renounced expenditures		708,709
September 30, 2011	$	4,702,036
Renounced expenditures		182,113
December 31, 2011	**$**	**4,884,149**

10. FINANCE LEASES

In November, 2011 the Company entered into two lease agreements with Caterpillar Finance for the lease of equipment to be used in its exploration operations:

	Financed Amount	Term (months)	Monthly Payment	Expiry	Interest Rate
Lease 1	$130,380	36	$3,725	October, 2014	Nil
Lease 2	$160,274	36	$4,882	November, 2014	4.25%

11. RELATED PARTY BALANCES AND TRANSACTIONS

During the period, amounts paid to companies controlled by directors and officers of the Company were as follows:

	at December 31, 2011 $	at December 31, 2010 $
Included in Property Exploration Costs		
Contractors' fees	40,886	69,154
Field supervision	-	24,000
Equipment rental	-	69,154
Shop rent	-	18,000
	40,886	186,754
Included in Operations		
Management fees	30,000	6,000
Consulting fees	34,748	
Rent	-	3,600
	64,748	9,600

Unaudited – expressed in Canadian dollars

11. RELATED PARTY BALANCES AND TRANSACTIONS - continued

These transactions are in the normal course of operations and are measured at the exchange value (the amount of consideration established and agreed to by the related parties, which approximate the arm's length equivalent value for sales of product.

Key management personnel compensation comprised:

	December 31, 2011 $	December 31, 2010 $
Officers and directors	130,125	119,455
Share-based payments	219,163	-

12. CAPITAL MANAGEMENT

The Company manages its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of shareholder's equity comprising share capital, share purchase warrants, contributed surplus and deficit. The basis for the Company's capital structure is dependent on the Company's exploration programs.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company's capital is dependent on the amount it can externally finance. 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 develop existing properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources for such activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended December 31, 2011. The Company is not subject to externally imposed capital requirements.

Unaudited – expressed in Canadian dollars

13. CONTINGENCIES AND COMMITMENTS

In addition to the lease obligation mentioned in Note 10 (Finance Leases) the Company has a commitment pursuant to an Option Agreement to spend certain amounts in order to satisfy the terms of the optionor. The following schedule summarizes the Company's commitment:

Due Date	Accumulated Expenditure $	Cash Payment $	Shares Issue Units
June, 2012	900,000	35,000	200,000
June, 2013	1,500,000	45,000	225,000
June, 2014	2,200,000	55,000	250,000
June, 2015	3,000,000	65,000	275,000
June, 2016	4,000,000	75,000	300,000

14. SHARE CAPITAL

i) Authorized Share Capital

At December 31, 2011, the authorized share capital comprised an unlimited (2010 – unlimited) number of common shares. The common shares do not have a par value. All issued shares are fully paid.

ii) Issued Share Capital

The following is a summary of changes in common share capital from October 1, 2010 to December 31, 2011:

i. October, 2010

On October 4, 2010, pursuant to a brokered private placement, the Company issued 2,467,750 flow through Units at $0.16 per unit and 3,346,160 non-flow through units at $0.15 per unit for total gross proceeds of $896,764. Each flow through unit consisted of one flow-through common share and one non-transferrable non-flow through share purchase warrant entitling the holder to purchase one additional common share at an exercise price of $0.25 until October 1, 2011. Each non-flow through unit consisted of one flow-through common share and one non-transferrable non-flow through share purchase warrant entitling the holder to purchase one additional common share at an exercise price of $0.25 until April 1, 2012. The fair value of the share purchase warrants, estimated to be $129,085, was credited to contributed surplus. The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions: Share price volatility – 61%; Expected term – 1.3 years; Risk-free rate of return – 1.43% and Expected dividend yield – 0%.

The Company incurred share issue costs totaling $124,521, including finders' fees of $71,741, corporate finance fees of $20,000, legal and filing fees of $17,434 and issued 465,112 agent's warrants entitling the holder to purchase one common share at an exercise price of $0.25 until April 1, 2012. The fair value of the agent's warrants, estimated to be $15,346, was recorded as a reduction to share capital as share issue costs and credited to contributed surplus. The fair value of the agent's options was estimated using the Black-Scholes option pricing model using the following assumptions: Share price volatility – 65%; Expected term – 1.5 years; Risk-free rate of return – 1.43% and Expected dividend yield – 0%.

ii. November 2010

On November 10, 2010, pursuant to a brokered private placement, the Company issued 2,270,000 flow-through units at $0.16 per unit and 1,866,906 non flow-through units at $0.15 per unit for total gross proceeds of $643,236. Each flow through unit consisted of one flow-through common share and one non-transferrable non-flow through share purchase warrant entitling the holder to purchase one additional common share at an exercise price of $0.25 until November 10, 2011. Each non flow-through unit consisted of one flow-through common share and one non-transferrable non flow-through share purchase warrant entitling the holder to purchase one additional common share at an exercise price of $0.25 until May 10, 2012.

14. SHARE CAPITAL - Continued

The fair value of the share purchase warrants, estimated to be $184,912, was credited to contributed surplus. The fair value was determined using the Black-Scholes option pricing model using the following weighted average assumptions: Share price volatility – 63%; Expected term – 1.2 years; Risk-free rate of return – 1.70% and Expected dividend yield – 0%.

The Company incurred share issue costs totaling $118,558, including finders' fees of $51,459, agent commissions of $35,000, filing fees of $7,973 and issued 330,952 agent's warrants entitling the holder to purchase one common share at an exercise price of $0.25 until May 10, 2012. The fair value of the agent's warrants, estimated to be $24,126, was recorded as a reduction to share capital as share issue costs and credited to contributed surplus. The fair value of the agent's options was estimated using the Black-Scholes option pricing model using the following assumptions: Share price volatility – 65%; Expected term – 1.5 years; Risk-free rate of return – 1.70% and Expected dividend yield – 0%.

On November 30, 2010, pursuant to a brokered private placement, the Company issued 6,250,000 flow-through units at $0.28 per unit for total gross proceeds of $1,750,000. Each flow-through unit consisted of one flow-through common share and one-half non-transferrable non-flow through share purchase warrant entitling the holder, in exchange for one share purchase warrant, to purchase one additional common share at an exercise price of $0.50 until November 30, 2012. If the closing price of the common shares of the Company on the TSX Venture Exchange is greater than $0.70 for at least 20 consecutive trading days in the period from March 31, 2011 to November 30, 2012, the Company may accelerate the expiry date of the warrants by giving notice to the warrant holders and in such case the warrants will expire on the 30th day after the date on which such notice is given. The fair value of the share purchase warrants, estimated to be $160,379, was credited to contributed surplus. The fair value was determined using the Black-Scholes option pricing model using the following: Share price volatility – 72%; Expected term – 2 years; Risk-free rate of return – 1.69% and Expected dividend yield – 0%.

November 2010

The Company incurred share issue costs totaling $176,573, including finders' fees of $102,000, legal and filing fees of $26,725 and issued 485,714 agent option units entitling the holder to purchase one unit at an exercise price of $0.28 until November 30, 2012. Each unit is comprised of one common share and one-half non-transferrable share purchase warrant entitling the holder, in exchange for one share purchase warrant, to purchase one additional common share at an exercise price of $0.50 until November 30, 2012. The fair value of the agent option units, estimated to be $47,848, was recorded as a reduction to share capital as share issue costs and credited to contributed surplus. The fair value of the agent's options was estimated using the Black-Scholes option pricing model using the following assumptions: Share price volatility – 72%; Expected term – 2 years; Risk-free rate of return – 1.69% and Expected dividend yield – 0%.

14. SHARE CAPITAL - Continued

ii. June, 2011

On June 1, 2011 the Company issued 123,000 common shares pursuant to a loan agreement with an unrelated party. This loan was repaid during the year. The Company issued shares in lieu of interest otherwise payable valued and recorded at the trading price on issuance date of $0.34 per share. On June 1, 2011 the Company also issued 66,486 common shares pursuant to a loan agreement with a former officer and director of the Company. This loan was repaid during the year. The Company issued shares in lieu of interest otherwise payable valued and recorded at the trading price on issuance date of $0.28 per share. The fair value of the shares on the date of grant of $60,436, included $50,796 recorded as interest expense and $9,640 recorded as stock-based compensation to the former officer and director of the Company, being the excess of the agreed interest on the loan and the fair value of the shares issued.

On June 2, 2011, pursuant to a non-brokered private placement, the Company issued 4,000,000 non flow-through units at $0.45 per unit for total gross proceeds of $1,800,000. Each unit consisted of one non-flow through share and one-half non transferrable non flow-through share purchase warrant entitling the holder, in exchange for one half share purchase warrant, to purchase one additional common share at an exercise price of $0.65 until June 2, 2013. The fair value of the share purchase warrants, estimated to be $133,301, was credited to contributed surplus. The fair value was determined using the Black-Scholes option pricing model using the following assumptions: Share price volatility – 64%; Expected term – 2 years; Risk-free rate of return – 1.56% and Expected dividend yield – 0%. The Company incurred share issued costs totalling $9,750 on filing fees.

On June 22, 2011, pursuant to a non-brokered private placement, the Company issued 1,351,351 non flow-through units at $0.37 per unit for a total gross proceeds of $500,000. Each unit consisted of one non-flow through share and one non-transferrable non flow- through share purchase warrant entitling the holder, in exchange for one share purchase warrant, to purchase one additional common share at an exercise price of $0.45 until June 22, 2012, and $0.60 until June 22, 2013. The fair value of the share purchase warrants, estimated to be $67,267, was credited to contributed surplus. The fair value was determined using the Black-Scholes option pricing model using the following assumptions: Share price volatility – 65%; Expected term – 2 years; Risk-free rate of return – 1.56% and Expected dividend yield – 0%. The Company incurred $3,600 in legal and filing fees.

On June 27, 2011 the Company issued 175,000 common shares valued at $56,000 pursuant to a mineral property Option Agreement. The shares were valued and recorded at the closing price of $0.32 per share on the date of issuance.

Unaudited – expressed in Canadian dollars

14. SHARE CAPITAL – Continued

iii) Shares issued on exercise of warrants, agent options, and stock options:

During the year ended September 30, 2011, 30,700,934 common shares were issued on the exercise of warrants, agent options and stock options for gross proceeds of $6,751,957. The fair value of these exercised equity instruments of $1,506,913 was transferred from contributed surplus to share capital per our accounting policy.

During the three months ended December 31, 2011, 2,543,457 common shares were issued on the exercise of warrants for gross proceeds of $532,715.

iv) Share Purchase Option Compensation Plan

The Company has a share purchase option plan approved by the Company's shareholders that allows it to grant share purchase options, subject to regulatory terms and approval, to its officers, directors, and employees. The share purchase option plan (the "2011 Rolling Option Plan") is based on the maximum number of eligible shares equalling a rolling percentage of 7.5% of the Company's outstanding common shares, and may not exceed 5% to any individual, calculated from time to time. Pursuant to the 2011 Rolling Option Plan, if outstanding share purchase options are exercised or expire, and / or the number of issued and outstanding common share of the Company increases, then the share purchase options available to grant under the plan increases proportionately. The exercise price of each share purchase option is set by the Board of Directors at the time of grant but cannot be less than the market price (less permissible discounts).

Under the Plan, if an optionee ceases to be a director, officer or employee for any reason other than death, this option shall terminate as specified by the Board at the time of granting the option and all rights to purchase common shares under such option shall cease and expire and be of no further force or effect. Options have a maximum term of five years and depending on who the optionee is and whether the optionee resigns or is terminated, will terminate on the effective date of resignation or termination or 18 months following termination, except in the case of death, in which case they terminate one year after death. Vesting of options is made at the time of granting of the options at the discretion of the Board of Directors. Once approved and vested options are exercisable at any time.

The continuity of share purchase options for the period ended December 31, 2011 is as follows:

	Number	Weighted Average Exercise Price
Outstanding at October 1, 2010	**6,068,400**	**$0.19**
Expired / Cancelled	(460,000)	($0.19)
Granted	2,300,000	$0.28
Outstanding at September 30, 2011	**7,908,400**	**$0.21**
Expired / Cancelled	(3,838,400)	($0.19)
Granted	2,325,000	$0.25

Unaudited – expressed in Canadian dollars

Outstanding at December 31, 2011	**6,395,000**	**$0.23**

As at December 31, 2011, 4,545,000 share purchase options are fully vested and exercisable and 1,850,000 share purchase options are unvested.

14. SHARE CAPITAL – Continued

iv) Share Purchase Option Compensation Plan- continued

During the three months ended December 31, 2011, the Company granted 2,325,000 share purchase options. Based on the estimated fair value of the share purchase options at their grant dates, the Company recorded a stock-based compensation expense of $229,013 for these options in the statement of loss. The share purchase options were granted to directors, officers and employees, vested immediately and are exercisable for five years at $0.25 for a period of five years.

The fair value of vested share purchase options granted were estimated using the Black-Scholes option pricing model. Weighted average assumptions used in the model were as follows:

Risk-free rate of return	1.28%
Expected share price volatility	74.39%
Weighted average expected life of the share purchase options	60
Expected dividend yield	Nil%

As at December 31, 2011 the following share purchase options were outstanding:

Number of Options	Exercise Price	Expiry Date
100,000	$0.17	February 2, 2012 (1)
20,000	$0.17	February 20, 2012 (1)
120,000	$0.17	May 6, 2013
430,000	$0.17	March 23, 2014
100,000	$0.17	May 15, 2014
1,000,000	$0.20	September 3, 2015
50,000	$0.275	January 4, 2016
400,000	$0.42	February 24, 2016
600,000	$0.25	August 1, 2016
1,250,000	$0.25	August 1, 2016
2,325,000	$0.25	December 28, 2016
6,395,000	**$0.15**	

Unaudited – expressed in Canadian dollars

[(1)] Exercised subsequent to December 31, 2011.

14. SHARE CAPITAL - Continued

v) Share Purchase Warrants

The continuity of the share purchase warrants for the three months ending December 31, 2011 is as follows:

	Number	Weighted Average Exercise Price
Outstanding at October 1, 2010	**28,799,600**	**$0.17**
Issued	16,670,024	$0.36
Exercised	(28,385,929)	($0.17)
Expired / Cancelled	(692,906)	($1.75)
Outstanding at September 30, 2011	**16,390,789**	**$0.35**
Exercised	(2,543,457)	($0.21)
Expired / Cancelled	(1,414,097)	($0.23)
Outstanding at December 31, 2011	**12,433,235**	**$0.40**

At December 31, 2011, the Company has outstanding share purchase warrants entitling the holders to acquire Common shares as follows:

Number of Shares	Exercise Price	Expiry Date
384,295	$0.12	February 2, 2012 [(1)]
3,346,160	$0.25	April 1, 2012
1,733,572	$0.25	May 10, 2012
250,000	$0.16	May 14, 2012
242,857	$0.50	November 30, 2012
3,125,000	$0.50	November 30, 2012
2,000,000	$0.65	June 2, 2013
1,351,351	$0.45	June 22, 2013

Unaudited – expressed in Canadian dollars

	12,433,235	**$0.29**

(1) Exercised subsequent to December 31, 2011.

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

As noted in note 2, these are the Company's first interim financial statements being prepared in accordance with IAS 34 and IFRS 1. The accounting policies described in note 2 have been applied in preparing these interim financial statements for the three months ended December 31, 2011, the comparative information presented in these condensed interim financial statements and in the preparation of an opening IFRS balance sheet as at October 1, 2010, the Company's date of transition. An explanation of IFRS 1, first time adoption of IFRS exemptions, and the required reconciliations between IFRS and Canadian GAAP are described below.

(a) IFRS 1, *First-time adoption of International Financial Reporting Standards*

IFRS 1, which governs the first-time adoption of IFRS, generally requires accounting policies to be applied retrospectively to determine the opening balance sheet on the transition date of October 1, 2010, and allows certain exemptions on the transition to IFRS. The elections the Company has chosen to apply and that are considered significant to the Company include decisions to:

- Continue to measure property, plant and equipment at its historical amortized cost; and
- not apply IFRS 2, *Share-based Payment*, to equity instruments that were fully vested or settled before October 1, 2010.

IFRS 1 requires a company to reconcile equity, comprehensive income and cash flows for comparative periods. The Company's adoption did not have a significant impact on equity, net loss and comprehensive loss, and operating, investing or financing cash flows in the prior periods. As a result, there were no adjustments to the statement of cash flows. In preparing these condensed interim financial statements, the Company reflected the result of transition in the tables below.

Unaudited – expressed in Canadian dollars

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS - Continued

(b) Reconciliation of assets, liabilities and equity

The following provides a summary of the adjustments to the Company's statement of financial position at October 1, 2010:

	Canadian GAAP $		Effects of transition to IFRS $	IFRS $
ASSETS				
Current assets	48,500		-	48,500
Non-current assets	20,449,801		-	20,449,801
Total Assets	**20,498,301**		**-**	**20,498,301**
LIABILITIES				
Current liabilities	846,612		-	846,612
Non-current liabilities	3,983,389	i	9,938	3,993,327
Total liabilities	**4,830,001**		**9,938**	**4,839,939**
SHAREHOPLDER'S EQUITY				
Share Capital	16,774,393	i	(8,095)	16,766,298
Contributed surplus	11,988,582			11,988,582
Accumulated deficit	(13,094,675)	i	(1,842)	(13,096,517)
Total shareholders' equity	15,668,300		(9,938)	15,658,363
Total liabilities and shareholders' equity	**20,498,301**		**-**	**20,498,301**

Unaudited – expressed in Canadian dollars

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS - Continued

(c) Reconciliation of assets, liabilities and equity - continued

The following provides a summary of the adjustments to the Company's statement of financial position at December 31, 2010:

	Canadian GAAP $		Effects of transition to IFRS $	IFRS $
ASSETS				
Current assets	2,460,875		-	2,460,875
Non-current assets	21,318,085		-	21,318,085
Total Assets	**23,778,960**		**-**	**23,778,960**
LIABILITIES				
Current liabilities	611,421		-	611,421
Non-current liabilities	4,867,860	i	9,938	4,877,798
Total liabilities	**5,479,281**		**9,938**	**5,489,219**
SHAREHOPLDER'S EQUITY				
Share Capital	19,017,301	i	(8,095)	19,009,206
Contributed surplus	12,549,159			12,549,159
Accumulated deficit	(13,266,781)	i	(1,842)	(13,268,623)
Total shareholders' equity	18,299,679		(9,938)	18,289,741
Total liabilities and shareholders' equity	**23,778,960**		**-**	**23,778,960**

Unaudited – expressed in Canadian dollars

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS - Continued

(d) Reconciliation of assets, liabilities and equity - continued

The following provides a summary of the adjustments to the Company's statement of financial position at September 30, 2011:

	Canadian GAAP $		Effects of transition to IFRS $	IFRS $
ASSETS				
Current assets	5,318,572		-	5,318,572
Non-current assets	24,879,958		-	24,879,958
Total Assets	**30,198,530**		**-**	**30,198,530**
LIABILITIES				
Current liabilities	764,688		9,997	774,685
Non-current liabilities	4,867,860	i	(165,825)	4,702,035
Total liabilities	**5,632,548**		**(155,828)**	**5,476,720**
SHAREHOPLDER'S EQUITY				
Share Capital	27,240,370	i	858,957	28,099,327
Contributed surplus	11,398,681		-	11,398,681
Accumulated deficit	(14,073,069	i	(703,129)	(14,776,198)
Total shareholders' equity	24,565,982		155,828	24,721,810
Total liabilities and shareholders' equity	**30,198,530**		**-**	**30,198,530**

Unaudited – expressed in Canadian dollars

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS – continued

(c) Reconciliation of net loss and comprehensive loss

The following provides a summary of the adjustments to the net loss and comprehensive loss for the three months ending December 31, 2010.

	Canadian GAAP	Effect of transition to IFRS	IFRS
	$	$	$
Interest and other income	130	-	130
Total expenses	(172,236)	-	(172,236)
Loss before income tax	(172,106)		(172,106)
Deferred tax expense	-	-	-
Net loss and comprehensive loss	**(172,106)**	**-**	**(172,106)**
Loss per common share, basic and diluted	**(0.002)**		**(0.002)**

Unaudited – expressed in Canadian dollars

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS – Continued

(c) Reconciliation of net loss and comprehensive loss - continued

The following provides a summary of the adjustments to the net loss and comprehensive loss for the year ending September 30, 2011.

	Canadian GAAP		Effect of transition to IFRS	IFRS
	$		$	$
Interest and other income	11,286		-	11,286
Loss on disposal of property, plant and equipment	(30,721)			(30,721)
	(19,435)			(19,435)
Total expenses	(958,959)		-	(958,959)
Loss before income tax	(978,394)			(978,394)
Deferred tax (expense) recovery	-	i	(711,224)	(711,224)
Net loss and comprehensive loss	**(978,394)**		**-**	**(1,689,618)**
Loss per common share, basic and diluted	**(0.01)**			**(0.00)**

i) Under pre-change-over Canadian GAAP, the Company reduced share capital and recorded a temporary future income tax liability for the amount of tax deduction renounced to shareholders. In instances where it is more likely than not that the Company has sufficient available tax loss carry-forwards or other deductible temporary differences available to offset the renounced tax deductions, the realization of the deductible temporary differences will be credited to income in the period of renunciation the entire proceeds from the issuance of flow-through shares were recognized in equity less the tax effects of renunciation. Under IFRS, on issue of flow-through shares, the Company bifurcates the flow-through shares into 1) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability called “other liabilities” and 2) share capital.

15. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS – Continued

(c) Reconciliation of net loss and comprehensive loss - continued

Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium reversal is recognized as a reduction in the deferred tax expense and the related deferred tax is recognized as a tax provision.

As a result, for issuance of flow-through shares for which expenditures have been incurred, share capital was decreased by $8,095 at the date of transition and December 31, 2010 (September 30, 2011 – increase by $858,957), deferred tax liability increased by $9,938 (September 30, 2011 – decrease by $165,825) and deficit was increased by $1,843 at the date of transition and December 31, 2010 (September 30, 2011 – increased by $703,129).

Where flow-through shares were issued but expenditures not incurred by the end of the reporting period, a liability is shown in 'other liabilities.' This resulted in a liability of $nil on the date of transition and December 31, 2010 (September 30, 2011 - $9,997).

The impact on loss and comprehensive loss for the three months ended December 31, 2010 was a decrease of $nil (year ended September 30, 2011 - $711,224 increase in net loss).

16. SUBSEQUENT EVENTS

Subsequent to December 31, 2011, holders of share purchase warrants exercised 850,961 warrants for total proceeds of $162,782 and holders of share purchase options exercised 120,000 options for total proceeds of $20,400.