TARANIS RESOURCES INC.

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

SEPTEMBER 30, 2012

TARANIS RESOURCES INC.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

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

Yours truly,

"John J. Gardiner"

John J. Gardiner
President and Chief Executive Officer

TARANIS RESOURCES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	September 30, 2012	December 31, 2011
ASSETS		
Current		
Cash	$ 346,432	$ 162,809
Receivables	2,471	59,346
Marketable securities (Note 5)	-	26,250
	348,903	248,405
Buildings and equipment (Note 6)	47,659	47,659
Exploration and evaluation assets (Note 7)	5,139,338	5,001,926
	$ 5,535,900	$ 5,297,990
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 155,729	$ 310,713
Loan payable (Note 9)	100,000	100,000
Due to related parties	10,315	10,315
	266,044	421,028
Deferred taxes (Note 14)	243,000	243,000
	509,044	664,028
Shareholders' equity		
Capital stock (Note 10)	6,948,589	6,422,652
Subscription received in advance	30,500	30,000
Share-based payment reserve (Note 10)	1,048,418	949,418
Deficit	(3,000,651)	(2,768,108)
	5,026,856	4,633,962
	$ 5,535,900	$ 5,297,990

Nature and continuance of operations (Note 1)

Approved and authorized by the Board on November 27, 2012:

"John J. Gardiner" Director *"George R. Kent"* Director

The accompanying notes are an integral part of these consolidated financial statements.

TARANIS RESOURCES INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Three Month Period Ended September 30, 2012	Three Month Period Ended September 30, 2011	Nine Month Period Ended September 30, 2012	Nine Month Period Ended September 30, 2011
EXPENSES				
Consulting, travel and marketing	$ 11,301	19,091	$ 41,575	$ 52,081
Courier and postage	-	49	127	534
Interest and bank charges	1,467	295	4,306	1,963
Licenses and fees	2,112	2,087	18,600	17,305
Office and miscellaneous	346	1,607	3,268	4,576
Professional fees	29,810	17,414	70,707	91,410
Share based compensation	-		99,000	-
Loss before other items and taxes	(45,036)	(40,546)	(237,583)	(167,869)
OTHER ITEMS				
Gain on sale of marketable securities	-	-	10,234	
Write down of mineral properties	-	-		(290,925)
Foreign exchange gain (loss)	(1,809)	(2,374)	(5,194)	9,971
Recovery of reclamation bond	-	-	-	(4,577)
	(1,809)	(2,374)	5,040	(285,531)
Loss before taxes	(46,845)	(42,920)	(232,543)	(453,400)
Future tax recovery	-	-	-	-
Loss and comprehensive loss for the period	(46,845)	(42,920)	$ (232,543)	$ (453,400)
Basic and diluted loss per common share	(0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding	34,786,655	30,181,896	33,911,679	29,017,838

The accompanying notes are an integral part of these consolidated financial statements.

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TARANIS RESOURCES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
NINE MONTHS ENDED SEPTEMBER 30

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (232,543)	$ (453,400)
Items not affecting cash:		
Gain on sale of marketable securities	(10,234)	-
Proceeds on sale of marketable securities	36,484	-
Share-based payments	99,000	-
Write-off of exploration and evaluation assets	-	290,925
Unrealized foreign exchange	-	-
Changes in non-cash working capital items:		
(Increase) decrease in receivables	56,875	1,287
Increase (decrease) in accounts payable and accrued liabilities	(21,808)	3,802
Net cash used in operating activities	(72,226)	$ (157,386)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation asset expenditures	(269,588)	(642,725)
Net cash used in investing activities	(269,588)	(642,725)
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital stock issued	548,500	700,000
Share issuance costs	(23,563)	(11,550)
Subscription received in advance	500	-
Loan payable	-	100,000
Due to related parties	-	(301)
Net cash provided by financing activities	525,437	788,149
Increase (decrease) in cash during the period	183,623	(11,962)
Cash, beginning of period	162,809	173,514
Cash, end of period	$ 346,432	$ 161,552
Cash paid for interest	$ 3,750	$ 202
Cash received for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

Supplemental disclosure with respect to cash flows (Note 12)

The accompanying notes are an integral part of these consolidated financial statements.

TARANIS RESOURCES INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Capital Stock					
	Number of Shares	Amount	Subscription Received in Advance	Share-based Payment Reserve	Deficit	Total
Balance as at January 1, 2011	26,823,260	$5,618,691	$ -	$ 949,418	$ (2,281,850)	$ 4,286,259
Comprehensive loss for the period	-	-	-	-	(453,400)	(453,400)
Private placement	3,000,000	700,000	-	-	-	700,000
Share issue costs	-	(17,150)	-	-	-	(17,150)
Balance as at September 30, 2011	**29,823,260**	**$6,301,541**	**$ -**	$ **949,418**	**$ (2,735,250)**	**$ 4,515,709**
Balance as at January 1, 2012	31,129,987	6,422,652	30,000	949,418	(2,768,108)	4,633,962
Loss for the period	-	-	-	-	(232,543)	(232,543)
Private placements	3,656,668	548,500	-	-	-	548,500
Share issue costs	-	(22,563)	-	-	-	(22,563)
Subscriptions received in advance	-	-	500	-	-	500
Share based compensation				99,000		99,000
Balance as at September 30, 2012	**34,786,655**	**6,948,589**	**30,500**	**1,048,418**	**(3,000,651)**	**5,026,856**

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Taranis Resources Inc. (the "Company") is an exploration stage company incorporated in the Province of British Columbia. The registered office and records office of the Company are located at Suite 1710 – 1177 West Hastings Street, Vancouver BC. The Company together with its subsidiaries is in the process of acquiring and exploring its mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable.

The Company continues to be dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of exploration projects, and ultimately, the Company's ability to continue as a going concern, is dependent upon the existence and economic recovery of reserves, the ability to raise financing to complete the development of the properties, and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis, all of which are uncertain. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

While the Company has been successful in obtaining its required financing in the past, there is no assurance that such financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The condensed consolidated interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. BASIS OF PRESENTATION

These unaudited condensed consolidated interim financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Critical accounting estimates

The preparation of these condensed consolidated 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 the reported expenses during the period. Actual results could differ from these 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 carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

2. BASIS OF PREPARATION (cont'd…)

Critical accounting estimates (cont'd...)

ii) The inputs used in calculating the fair value for share-based payments expense included in profit or loss and stock-based share issuance costs included in shareholders' equity. The share-based payments expense is estimated using the Black-Scholes options-pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company's common shares, the expected life of the options, and the estimated forfeiture rate.

iii) The inputs used in calculating the fair value of warrants included in units issued in private placements which are valued based on the difference between the trading value of the shares on the date of the issuance of the units and the proceeds realized on the units.

iv) The valuation of shares issued in non-cash transactions, including the settlement of debt. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

v) The useful lives of buildings and equipment which is based on industry standards for the term of use of the buildings and equipment. Those items of buildings and equipment that are not being utilized in operations or for which there is an indefinite life are not amortized.

3. NEW ACCOUNTING PRONOUNCEMENTS

Financial Instruments IFRS 9, "Financial Instruments" ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013. The Company is currently evaluating the impact of IFRS 9 on its financial instruments.

IFRS 11, Joint Arrangements, requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, *Interests in Joint Ventures*, and SIC-13, *Jointly Controlled Entities—Non-monetary Contributions by Venturers*.

IFRS 12, *Disclosure of Interests in Other Entities*, establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure that address the nature of, and risks associated with, an entity's interests in other entities.

(Expressed in Canadian Dollars)

3. NEW ACCOUNTING PRONOUNCEMENTS (cont'd...)

IFRS 13, *Fair Value Measurement*, is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures.

4. MARKETABLE SECURITIES

	September 30, 2012	December 31, 2011
Excalibur Resources Ltd. ("Excalibur")	$ -	$ 26,250

5. BUILDINGS AND EQUIPMENT

	Buildings	Equipment	Total
Balance, December 31, 2011 and September 30, 2012	$ 33,634	$ 18,895	$ 52,529
Accumulated depreciation			
Balance, January 1, 2010	$ 1,280	$ 3,590	$ 4,870
Depreciation for the year	-	-	-
Disposals	-	-	-
Balance, December 31, 2011 and September 30, 2012	$ 1,280	$ 3,590	$ 4,870
Carrying amounts			
As at December 31, 2011 and September 30, 2012	**$ 32,354**	**$ 15,305**	**$ 47,659**

During the period ended September 30, 2012, and during fiscal 2011, the Company did not use the buildings and equipment and therefore did not record any depreciation.

(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS

2012	Canada	Finland	September 30 2012
Acquisition costs:			
Balance, beginning of period	$ 657,818	$ 140,332	$ 798,150
Additions	7,814	19,887	27,701
Disposals	-	-	-
Balance, end of period	665,632	160,219	825,851
Exploration costs:	-	-	-
Balance, beginning of period	2,285,203	1,918,590	4,203,773
Assaying	14,554		14,554
Geological fees	59,559	5,597	65,156
Surveying		30,004	30,004
Drilling			
	74,113	35,601	109,714
Exploration costs written off:	-	-	-
Exploration costs recovered:	-	-	-
Balance, end of period	2,359,316	1,954,171	4,313,487
Total costs	$ 3,024,948	$ 2,114,390	$ 5,139,338

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyencing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

6. MINERAL PROPERTIES (cont'd…)

Finland Properties

Kettukuusikko Property

The Company has six mineral claims located in Finland known as the Kettukuusikko Gold Deposit. Any future commercial production from the property covered by this agreement is subject to a 2% Net Smelter Returns royalty ("NSR"). Two of the claims have expired and applications for renewal have been filed with the Government of Finland the other four claims expire at various dates through November 2013.

The Company entered into an agreement with Royal Gold, Inc. ("Royal Gold") pursuant to which Royal Gold funded exploration expenditures on the Kettukuusikko Gold Prospect sufficient to earn a 2% NSR on the prospect and copies of the exploration data.

Other Properties

The Company has certain other mineral claims located in the Republic of Finland.

The Company granted Royal Gold a 2% NSR on two claim groups (Marskinkuusikko 1 – 3 and Naakenavaara 1 - 4) acquired by the Company.

With agreement from Royal Gold, the Company relinquished title to the Marskinkuusikko property in 2011.

British Columbia Properties

Thor Property

The Company acquired a 100% interest in certain mineral rights entitled the Thor Property located in the Revelstoke mining district of British Columbia, Canada.

During fiscal 2010, the Company acquired a 100% interest in 6 additional claims for the sum of $15,000.

The Company has acquired additional contiguous mineral claims by staking.

7. RELATED PARTY TRANSACTIONS

The Company entered into transactions with related parties as follows:

a) Paid or accrued professional fees of $36,500 (2011 - $34,500) to a company controlled by a director.

b) Paid or accrued deferred exploration costs of $30,097 (2011 - $78,369) consulting and administrative costs of $14,050 (2011 - $7878) to a company controlled by the Chief Executive Officer.

c) Paid or accrued consulting and other costs of $12,500 (2011 - $28,211) and loan interest (note 8) of $3,750 (2011 – nil) to company controlled by the Chief Financial Officer.

d) Paid or accrued accounting fees of $10,500 (2011 - $10,000) to a director.

e) Borrowed $100,000 in 2011 from a company controlled by a director (Note 8). Interest of $5,208 has been accrued on this loan as at September 30, 2012.

Included in accounts payable and accrued liabilities is $106,068 (December 31, 2011 - $70,231) due to directors and companies controlled by directors of the Company. Amounts due to related parties are due to a director and companies controlled by directors of the Company and are non-interest bearing and have no specific terms of repayment.

Key management personnel include executive officers and directors of the Company. Compensation paid to key management personnel consists of share-based payments of $99,000 for the period ended September 30, 2012 (2011 - $nil).

8. LOAN PAYABLE

The loan payable is due to a corporation controlled by a director of the Company (Note 7). It is unsecured, bears interest at a rate of 5% per annum and is repayable on demand or upon the Company completing one or more financings totalling at least $2,000,000. At the discretion of the lender, the loan and any unpaid interest thereon may be converted into common shares of the Company at the minimum price per share provided for under the rules and policies of the TSX Venture Exchange. Such conversion would be subject to approval by the TSX Venture Exchange.

9. CAPITAL STOCK AND SHARE-BASED PAYMENT RESERVE

Authorized

Unlimited common class shares without par value.
Unlimited class A preferred shares with a par value of $1.

(Expressed in Canadian Dollars)

9. CAPITAL STOCK AND SHARE-BASED PAYMENT RESERVE (cont'd...)

Private placements

During fiscal 2012, the Company:

a) Issued 3,456,668 units at a price of $0.15 per unit for gross proceeds of $518,500. Each unit consisted of one common share and one purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of $0.25 until February 21, 2014.
b) Issued 200,000 units at a price of $0.15 per unit for gross proceeds of $30,000. Each unit consisted of one flow-through common share and one purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of $0.25 until June 28, 2014.

During fiscal 2011, the Company:

c) Issued 3,000,000 common shares at a price of $0.20 per share for gross proceeds of $600,000.
d) Issued 500,000 units at a price of $0.20 per unit for gross proceeds of $100,000. Each unit consisted of one common share and one-half (1/2) of a purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of $0.40 until September 26, 2012.
e) Issued 175,000 units at a price of $0.20 per unit for gross proceeds of $35,000. Each unit consisted of one common share and one-half (1/2) of a purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of $0.40 until October 20, 2012.

Settlement of debt

During fiscal 2011, the Company settled debts to various related parties of $94,759 through the issuance of 631,727 common shares.

Stock options and warrants

The Company has a stock option plan whereby, from time to time, at the discretion of the Board of Directors, stock options are granted to directors, officers, employees and certain consultants. The exercise price of each option is based on the market price of the Company's common stock at the date of grant, subject to a minimum price of $0.10. The options can be granted for a maximum term of 5 years and vest at the discretion of the Board of Directors.

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock Options (including Finders' Options)	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, December 31, 2010	7,528,000	$ 0.28	2,598,500	$ 0.29
Granted	337,500	0.40	-	-
Expired	(2,528,000)	0.25	(341,000)	0.23
Exercised	-	-	-	-

Outstanding, December 31, 2011	5,337,500		0.31	2,257,500		0.29
Granted	3,656,668		0.25	900,000		0.13
Expired/cancelled	(5,250,000)		-	(248,500)		-
Outstanding, September 30, 2012	3,744,168	$	0.29	2,909,000	$	0.24
Exercisable, September 30,2012	3,744,168	$	0.29	2,909,000	$	0.24

(Expressed in Canadian Dollars)

9. CAPITAL STOCK AND SHARE-BASED PAYMENT RESERVE (cont'd…)

Stock options and warrants (cont'd…)

The following options and warrants to acquire common shares of the Company were outstanding at September 30, 2012:

	Number of Shares/Units	Exercise Price	Expiry Date
Options	409,000	$ 0.55	November 7, 2012 (subsequently expired unexercised)
	500,000	0.20	October 15, 2013
	500,000	0.21	February 10, 2015
	600,000	0.30	December 31, 2015
	900,000	0.13	April 27, 2017
Warrants	87,500	0.40	October 20, 2012 (subsequently expired unexercised)
	3,456,668	0.25	February 21, 2014
	200,000	0.25	June 28, 2014

Share-based payments

During the nine month period ended September 30, 2012, the Company granted 900,000 (2011 – nil) options to directors. Accordingly, using the Black-Scholes option pricing model, the stock options are recorded at fair value in the statement of operations. Total share-based payments recognized in the statement of operations during the nine month period ended September 30, 2012 was $99,000 (2011 - $nil) and the weighted average fair value per option granted was $0.11 (2011 - $nil). This amount was also recorded as share-based payments on the statement of financial position.

The following weighted average assumptions were used for the valuation of stock options:

	2012	2011
Risk-free interest rate	1.50%	-
Expected life of options	5 years	-
Annualized volatility	115.68%	-
Dividend rate	nil	-

(Expressed in Canadian Dollars)

10. SEGMENTED INFORMATION

The Company's one reportable operating segment is the acquisition and exploration of mineral properties.

The Company's non-current assets are located in the following geographic locations:

	September 30, 2012	December 31, 2011
Finland	$ 2,114,390	$ 2,025,905
Canada	3,072,607	2,990,680
	$ 5,186,997	$ 5,016,585

11. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, loan payable and accounts payable and accrued liabilities approximate carrying value, which is the amount payable on the consolidated statement of financial position. The Company's other financial instruments, cash and marketable securities, under the fair value hierarchy are based on level 1 quoted prices in active markets for identical assets or liabilities.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in these financial instruments included in receivables is remote, because these instruments are due primarily from government agencies and cash is held with reputable financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at September 30, 2012, the Company had a cash balance of $346,432 (December 31, 2011 $162,809) to settle current liabilities of $266,044 (December 31, 2011 – $421,028). All of the Company's financial liabilities are subject to normal trade terms.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

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. These fluctuations may be significant.

a) Interest rate risk

The Company has cash balances and a loan payable bearing interest at 5% per annum. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions when deemed appropriate. Management periodically monitors such investments and debts and makes adjustments as necessary but does not believe interest rate risk to be significant.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars or Euros. Management believes the risk is not currently significant.

Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

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 acquisition, exploration and development of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its cash, marketable securities and capital stock.

The Company manages the capital structure and makes adjustments to it in light of changes in 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 debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the nine month period ended September 30, 2012 included:

a) Accruing mineral property expenditures of $73,799 through accounts payable and accrued liabilities.
b) Accruing share issuance costs of $10,400 through accounts payable and accrued liabilities.

Significant non-cash transactions during the nine month period ended September 30, 2011 included:

a) Accruing mineral property expenditures of $193,403 through accounts payable and accrued.
b) Accruing share issuance costs of $5,600 through accounts payable and accrued liabilities.

13. SUBSEQUENT EVENT

On October 22, 2012 the Company issued 563,334 units at a price of $0.15 per unit for gross proceeds of $84,500. Each unit consisted of one flow-through share and one-half (1/2) of a share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.30 until October 22, 2013