ALDRIN RESOURCE CORP.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

NOVEMBER 30, 2013

Crowe MacKay LLP
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Independent Auditor's Report

To the Shareholders of
Aldrin Resource Corp.

We have audited the accompanying financial statements of Aldrin Resource Corp., which comprise the statements of financial position as at November 30, 2013 and November 30, 2012, and the statements of comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Aldrin Resource Corp. as at November 30, 2013 and November 30, 2012 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of matter
Without modifying our opinion, we draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt about the ability of Aldrin Resource Corp. to continue as a going concern.

"Crowe MacKay LLP"

Chartered Accountants
Vancouver, British Columbia
March 12, 2014

ALDRIN RESOURCE CORP.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	November 30, 2013	November 30, 2012
ASSETS		
Current assets		
Cash and cash equivalents (Note 10)	$ -	$ 982,612
Receivables (Note 5)	56,533	63,421
Loan receivable (Note 6)	250,000	-
Prepaid expenses	203,239	2,900
Total current assets	509,772	1,048,933
Non-current assets		
Exploration and evaluation assets (Note 4)	3,304,996	-
Furniture and equipment (Note 7)	17,118	21,397
Total non-current assets	3,322,114	21,397
Total assets	$ 3,831,886	$ 1,070,330
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 8)	$ 158,301	$ 49,872
Equity		
Share capital (Note 9)	13,929,658	10,265,965
Reserves (Note 9)	449,130	227,534
Deficit	(10,705,203)	(9,473,041)
Total equity	3,673,585	1,020,458
Total liabilities and equity	$ 3,831,886	$ 1,070,330

Nature, continuance of operations, and going concern (Note 1)
Subsequent events (Note 16)

Approved and authorized on March 12, 2014 on behalf of the Board:

"Johnathan More"	Director	*"Rob Dardi"*	Director
Johnathan More		Rob Dardi	

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

ALDRIN RESOURCE CORP.
STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
For the Year Ended

	November 30, 2013	November 30, 2012
EXPENSES		
Consulting (Note 12)	$ 224,797	$ 167,881
Depreciation	4,279	4,740
Filing fees	40,384	14,401
Investor relation	94,027	-
Management fees (Note 12)	289,809	370,087
Marketing	20,959	-
Office and miscellaneous (Note 12)	127,681	123,024
Professional fees (Note 12)	195,873	124,485
Promotion and travel	42,075	35,098
Property investigation	-	4,929
Share-based payments (Note 12)	423,753	-
Loss before other item	(1,463,637)	(844,645)
OTHER ITEM		
Interest income	3,941	18,394
Loss and comprehensive loss for the year	$ (1,459,696)	$ (826,251)
Basic and diluted loss per common share	$ (0.03)	$ (0.02)
Weighted average number of common shares outstanding	51,270,762	40,600,000

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

ALDRIN RESOURCE CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the Year Ended

	November 30, 2013	November 30, 2012
CASH FLOW FROM OPERATING ACTIVITIES		
Loss for the year	$ (1,459,696)	$ (826,251)
Items not affecting cash:		
Depreciation	4,279	4,740
Accrued interest income	-	(1,118)
Shared-based payments	423,753	-
Changes in non-cash working capital items:		
Decrease (increase) in accounts receivable	6,888	(29,309)
Decrease (increase) in prepaid expenses	(200,339)	27,100
Increase (decrease) in accounts payable and accrued liabilities	100,929	(8,567)
Net cash used in operating activities	(1,124,186)	(833,405)
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of furniture and equipment	-	(4,872)
Proceeds recovered from exploration and evaluation assets option agreement	-	75,000
Loan receivable	(250,000)	-
Exploration and evaluation expenditures (Note 4)	(1,410,008)	(1,400)
Net cash provided by (used in) investing activities	(1,660,008)	68,728
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from share issuance	1,922,880	-
Share issuance costs	(121,298)	-
Net cash provided by financing activities	1,801,582	-
Change in cash and cash equivalents for the year	(982,612)	(764,677)
Cash and cash equivalents, beginning of year	982,612	1,747,289
Cash and cash equivalents, end of year	$ -	$ 982,612
Cash paid (received) during the year for interest	$ -	$ -
Cash paid (received) during the year for taxes	$ -	$ -

Supplemental disclosures with respect to cash flows (Note 10)

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

ALDRIN RESOURCE CORP.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Share Capital				
	Common Shares	Amount	Reserves	Deficit	Total Equity
Balance, November 30, 2011	40,600,000	$ 10,265,965	$ 1,298,849	$ (9,718,105)	$ 1,846,709
Options cancelled	-	-	(1,071,315)	1,071,315	-
Loss and comprehensive loss for the year	-	-	-	(826,251)	(826,251)
Balance, November 30, 2012	40,600,000	10,265,965	227,534	(9,473,041)	1,020,458
Options cancelled	-	-	(227,534)	227,534	-
Share based payments	-	-	423,753	-	423,753
Shares issued in private placement	21,694,000	1,922,880	-	-	1,922,880
Share issuance costs on private placement	-	(121,298)	-	-	(121,298)
Shares issued for acquisition of exploration and evaluation assets	18,552,500	1,887,488	-	-	1,887,488
Agent's warrants	-	(25,377)	25,377	-	-
Loss and comprehensive loss for the year	-	-	-	(1,459,696)	(1,459,696)
Balance, November 30, 2013	80,846,500	$ 13,929,658	$ 449,130	$ (10,705,203)	$ 3,673,585

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

1. NATURE, CONTINUANCE OF OPERATIONS AND GOING CONCERN

Aldrin Resource Corp. ("the Company") is incorporated under the British Columbia Business Corporations Act and its common shares are listed on the TSX Venture Exchange ("the Exchange") under the symbol "ALN". The principal business of the Company is the acquisition, exploration and evaluation of resource properties.

The Company's head office address is 202 – 837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6. The Company's registered and records office address is 202 – 837 West Hastings Street, Vancouver, BC, V6C 3N6.

The Company is considered to be in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

These financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at November 30, 2013, the Company had an accumulated deficit of $10,705,203 and has incurred losses since inception. These material uncertainties may raise substantial doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which might differ significantly from their carrying values.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretation Committee ("IFRIC"). These financial statements have been prepared on the basis of IFRS standards that are effective for the Company's reporting year ended November 30, 2013.

Basis of presentation

The financial statements have been prepared on historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The financial statements are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise noted.

Significant accounting judgments and critical accounting estimates

The preparation of these financial statements in conformity with IFRS requires estimates and assumptions that affect the amounts reported in these financial statements.

2. BASIS OF PRESENTATION (cont'd…)

Significant accounting judgments and critical accounting estimates (cont'd…)

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the determination of categories of financial assets and financial liabilities which has been identified as an accounting policy which involves assessments made by management.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

i) Deferred income taxes - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.

ii) Share-based payment – The fair value of share-based payment is determined using a Black-Scholes Option pricing model. Such option pricing models require the input of subjective assumptions including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents include cash and all highly liquid investments. Due to low credit and investment risks associated with cash equivalents their carrying amounts approximate their fair value.

Furniture and equipment

Furniture and equipment is recorded at cost and is being amortized using the declining balance method at 20% per year.

Exploration and evaluation assets

i) Pre-exploration expenditures:

Costs incurred prior to obtaining the legal rights to explore an area are recognized in profit or loss as incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Exploration and evaluation assets (cont'd…)

ii) Exploration and evaluation expenditures:

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activities, and the acquisition date fair value of exploration and evaluation assets acquired in a business combination or an asset acquisition. Costs associated with exploration and evaluation activities include such costs as materials used, surveying costs, drilling costs, payments made to contractor and depreciation on plant and equipment during the exploration phase.

Once the legal right to explore a property has been acquired, all exploration and evaluation expenditures are capitalized by the area of interest or property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are recognized in profit or loss as incurred.

Exploration and evaluation assets are assessed for impairment only when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount and when the Company has sufficient information to reach a conclusion about technical feasibility and commercial viability.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Impairment of long-lived assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

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 profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity 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 profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received in the profit or loss, unless they are related to the issuance of shares. Amount related to the issuance of shares are recorded as a reduction of share capital.

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 estimates, for the effects of non-transferability, exercise restrictions and behavioral considerations.

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

Where a grant of options is cancelled and 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.

Where options are cancelled or expired, the fair value of the options is allocated from reserves to deficit.

Share capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate Exchange on the date of the agreement to issue shares as determined by the Board of Directors.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years. Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the years presented this calculation proved to be anti-dilutive.

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the reporting period.

Provision for environmental rehabilitation

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

Decommissioning obligations:

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category.

Decommissioning obligations are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the reporting date. Subsequent to the initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are capitalized. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision was established.

The Company does not have any decommissioning obligations.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss ("FVTPL") - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Loans and receivables ("LAR") - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment.

Held-to-maturity investments ("HTM") - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

Available-for-sale ("AFS") - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after 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.

Transaction costs associated with fair value through profit or loss financial assets are expensed as incurred while transaction costs associated with all other financial assets are included in initial carrying amount of the assets.

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss ("FVTPL") - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities ("OFL") - This category consists of liabilities carried at amortized cost using the effective interest method. These financial liabilities are initially recognized at fair value less directly attributable transaction costs.

Refer to Note 11 for classification of the Company's financial instruments.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New accounting pronouncements

Certain new accounting standards and interpretations have been published that are not mandatory for the November 30, 2013 reporting period. These standards will have minimal or no effects on the Company's financial information:

- Amendments to IFRS 7, Financial Instruments: Disclosures, to require information about all recognized financial instruments that are set off in accordance with paragraph 42 of IAS 32 Financial Instruments: Presentation. This standard is effective for years beginning on or after January 1, 2013.

- New standard IFRS 9, Financial Instruments, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, "Financial Instruments: Recognition and Measurement." IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. There is currently no effective date for this new standard.

- New standard IFRS 10, Consolidated Financial Statements, replaces the guidance on control and consolidation in IAS 27, Consolidated and Separate Financial statements, and SIC-12, Consolidation – Special Purpose Entities. IFRS 10 changes the definition of control under IFRS so that the same criteria are applied to all entities to determine control. This standard is effective for years beginning on or after January 1, 2013.

- New standard IFRS 11, Joint arrangements, requires a venture 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 joint operation, the venture will recognize its share of assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionally consolidate or equity account for interest in joint ventures. IFRS 11 supersedes IAS 31 – Interest in Joint Ventures and SIC 13 – Jointly Controlled Entities – Non-monetary Contributions by Venturers. This standard is effective for years beginning on or after January 1, 2013.

- New standard IFRS 12, Disclosure of Interests in Other Entities, provides the disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and consolidated structured entities. This standard is effective for years beginning on or after January 1, 2013.

- New standard IFRS 13, Fair Value Measurement, defines fair value and sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. The standard does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). This standard is effective for years beginning on or after January 1, 2013.

- Reissued IAS 27, Separate Financial Statements, requires that when an entity prepares separate financial statements, investments in subsidiaries, associates, and jointly controlled entities are accounted for either at cost, or in accordance with IFRS 9 Financial Instruments. This standard is effective for years beginning on or after January 1, 2013.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New accounting pronouncements (cont'd…)

- Reissued IAS 28, Investment in Associates and Joint Ventures, supersedes IAS 28 Investments in Associates and defines 'significant influence' and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. This standard is effective for years beginning on or after January 1, 2013.

- Amendments to IAS 32, Financial Instruments: Presentation, to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

  - the meaning of 'currently has a legally enforceable right of set-off';
  - the application of simultaneous realization and settlement;
  - the offsetting of collateral amounts; and
  - the unit of account for applying the offsetting requirements.

  The amended standard is effective for annual periods beginning on or after January 1, 2014.

- Amendments to IAS 36, Impairment of Assets ensures that an entity's assets are not carried at more than their recoverable amount. The amendments are effective for annual periods beginning on or after January 1, 2014.

4. EXPLORATION AND EVALUATION ASSETS

The following exploration expenses were incurred on the exploration and evaluation assets:

	Triple M Uranium Property	Virgin Uranium Property	Total
Acquisition costs			
Balance, November 30, 2011 and 2012	$ -	$ -	$ -
Cash paid	1,000,000	75,000	1,075,000
Shares issued	1,287,488	600,000	1,887,488
Balance, November 30, 2013	2,287,488	675,000	2,962,488
Exploration costs			
Balance, November 30, 2011 and 2012	-	-	-
Aircraft rentals	119,617	-	119,617
Geological and consulting	222,891	-	222,891
Balance, November 30, 2013	342,508	-	342,508
Total balance, November 30, 2013	$ 2,629,996	$ 675,000	$ 3,304,996

4. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Triple M Uranium Property

During the year ended November 30, 2013, the Company entered into an option agreement to acquire an undivided 70% interest in the Triple M Uranium Property, Patterson Lake Area, Saskatchewan, upon the completion of the following:

i) payment of $100,000 upon signing of the option agreement (paid);

ii) payment of $100,000 on or before June 14, 2013 (paid);

iii) payment of $300,000 on July 17, 2013 (paid);

iv) payment of $100,000 on or before October 2, 2013 (paid);

v) payment of $400,000 on or before November 15, 2013 (paid);

vi) payment of $500,000 on or before March 18, 2014;

vii) issuance of 12,500,000 shares of the Company on July 17, 2013 (issued); and

viii) issuance of 1,052,500 common shares as a finder's fee in connection with the acquisition of the property (issued); and

ix) incurring an aggregate of $4,000,000 of property expenditures after July 17, 2013 over the next four years, as follows:

    i) $250,000 by March 18, 2014;
    ii) $500,000 by March 18, 2015;
    iii) $1,500,000 by March 18, 2016; and
    iv) $1,750,000 by March 18, 2017.

The optionors will retain a 3% Net Smelter Royalty respecting the sale of ore concentrate from the property and a 3% Gross Overriding Royalty respecting any diamonds found on the property. The Company may elect at any time to repurchase 1% of the Net Smelter Royalty for $2,000,000. In addition, the optionors shall retain a 30% free carried interest in the property.

Virgin Uranium Property

During the year ended November 30, 2013, the Company entered into an agreement to purchase 100% interest in the Virgin Uranium. Pursuant to the agreement, the Company is required to complete the followings:

i) payment of $75,000 upon signing of the option agreement (paid);

ii) issuance of 5,000,000 common shares of the Company on October 23, 2013 (issued).

The property owners retain a 3% Net Smelter Return on all production from the property, or a 3% Gross Overriding Royalty in regards to diamonds.

(Expressed in Canadian Dollars)

5. RECEIVABLES

The Company's receivables are as follows:

	November 30, 2013	November 30, 2012
GST receivable	$ 56,533	$ 57,888
Interest receivable	-	5,453
Other receivable	-	80
	$ 56,533	$ 63,421

6. LOAN RECEIVABLE

The Company advanced an interest free loan of $250,000 to Guardian Helicopters, a related party (Note 12) in October 2013. The loan is repayable on demand. Subsequent to the year end, $250,000 was repaid to the Company.

7. FURNITURE AND EQUIPMENT

	Furniture and equipment
Cost	
Balance, November 30, 2011	$ 27,198
Additions	4,872
Balance, November 30, 2012	32,070
Additions	-
Balance, November 30, 2013	$ 32,070
Accumulated depreciation	
Balance, November 30, 2011	$ 5,933
Depreciation	4,740
Balance, November 30, 2012	10,673
Depreciation	4,279
Balance, November 30, 2013	$ 14,952
Carrying amounts	
As at November 30, 2012	$ 21,397
As at November 30, 2013	$ 17,118

(Expressed in Canadian Dollars)

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are as follows:

	November 30, 2013	November 30, 2012
Trade payables	$ 59,713	$ 2,169
Accrued liabilities	14,000	29,703
Due to related parties (Note 12)	82,551	18,000
Bank indebtedness	2,037	-
Total	$ 158,301	$ 49,872

9. SHARE CAPITAL AND RESERVES

a) Authorized share capital as at November 30, 2013:

Unlimited number of voting common shares without par value
Unlimited number of preferred shares with no par value

b) Issued share capital

During the year ended November 30, 2013, the Company:

i) completed a private placement financing of 11,973,500 units at a price of $0.08 per unit for gross proceeds of $957,880. Each unit is comprised of one common share and one half warrant. Each whole warrant is exercisable into one common share at $0.18 per share, expiring on July 17, 2014. In relation to the private placement the Company:

a) paid $73,534 of share issuance costs; and

b) issued 588,680 agent's warrants exercisable at $0.18 per share, expiring on July 17, 2014. The fair value of the agent's warrants was estimated to be $14,706 using the Black-Scholes option pricing model assuming an expected life of 1 year, a risk-free interest rate of 0.55%, a forfeiture rate of 0% and an expected volatility of 108.14%.

ii) issued 13,552,500 shares with a total fair value of $1,287,488 at $0.095 per share for acquisition of exploration and evaluation assets (Note 4).

iii) issuance of 5,000,000 shares with a total fair value of $600,000 at $0.12 per share for acquisition of exploration and evaluation assets (Note 4).

iv) Completed a private placement financing of 9,720,500 units at a price of $0.10 per unit for gross proceeds of $972,050 ($7,050 of the proceeds have not been collected as at November 30, 2013). Each unit is comprised of one common share and one warrant. Each warrant is exercisable into one common share at $0.20 per share, expiring on November 6, 2014. In relation to the private placement the Company:

(a) paid $47,764 of shares issuance costs; and

(b) issued 280,000 agent's warrants exercisable at $0.20 per share, expiring on November 6, 2014. The fair value of the agent's warrants was estimated to be $10,671 using the Black-Scholes option pricing model assuming an expected life of 1 year, a risk-free interest of 0.56%, a forfeiture rate of 0%, and an expected volatility of 98.33%.

(Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES (cont'd…)

During the year ended November 30, 2012, the Company did not have any shares activities.

c) Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

During the year ended November 30, 2013, the Company granted 6,050,000 (2012 – $Nil) stock options with fair value calculated using the Black-Scholes option-pricing model of $487,781 (2012 – $Nil). Share-based payment expense for the year ended November 30, 2013 consisted of the fair value of stock options vested during the year for $423,753 (2012 - $Nil). This amount was also recorded as reserves on the statements of financial position.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the period:

	2013	2012
Risk-free interest rate	1.52%	-
Expected life of options	4.77 years	-
Annualized volatility	112.25%	-
Dividend rate	0.00%	-
Forfeiture rate	0.00%	-

Stock option transactions and the number of share options outstanding are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance, November 30, 2011	3,780,000		0.45
Cancelled	(2,560,000)		(0.55)
Balance, November 30, 2012	1,220,000	$	0.22
Granted	6,050,000		0.10
Cancelled	(1,220,000)		(0.22)
Balance, November 30, 2013	6,050,000	$	0.10
Number of options currently exercisable	4,625,000	$	0.10
Weighted average remaining life of options outstanding	4.65 years		

(Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES (cont'd…)

c) Stock options (cont'd…)

As at November 30, 2013, the following stock options were outstanding:

Number of options	Exercise Price	Expiry Date
5,750,000	$ 0.10	July 21, 2018
300,000	0.16	August 28, 2018
6,050,000		

d) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, November 30, 2011	7,000,000	$ 0.75
Expired	(7,000,000)	(0.75)
Balance, November 30, 2012	-	$ -
Granted	15,707,250	0.19
Balance, November 30, 2013	15,707,250	$ 0.19

As at November 30, 2013, the following warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
5,986,750	$ 0.18	July 17, 2014
9,720,500	$ 0.20	November 6, 2014
15,707,250		

e) Agent's warrants

Agent's warrants transactions are summarized as follows:

	Number of Agent's Warrants	Weighted Average Exercise Price
Balance, November 30, 2011 and 2012	-	$ -
Granted	868,680	0.19
Balance, November 30, 2013	868,680	$ 0.19

(Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES (cont'd…)

e) Agent's warrants (cont'd…)

As at November 30, 2013, the following agent's warrants were outstanding:

Number of Agent's Warrants	Exercise Price	Expiry Date
588,680	$ 0.18	July 17, 2014
280,000	$ 0.20	November 6, 2014
868,680		

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

As at November 30, 2012, cash equivalents were $800,000 Cashable GIC with an interest rate of prime less 1.95% per annum. The GIC matured on May 14, 2013.

During the year ended November 30, 2013, significant non-cash activities included:

a) Issuance of 18,552,500 shares with a total fair value of $1,887,488 for acquisition of exploration and evaluation assets (Note 4);

b) $7,500 of exploration and evaluation expenditures included in accounts payable;

c) Issuance of 868,680 agent's warrants with a fair value of $25,377; and

d) Fair value of $227,534 reclassified from reserves to deficit for 1,220,000 options cancelled.

During the year ended November 30, 2012, the Company did not have any significant non-cash transactions.

11. FINANCIAL INSTRUMENTS AND RISK

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 and liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liabilities either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The Company's primary financial instruments are classified as follows:

Financial instruments	Classifications
Cash and cash equivalents	LAR
Receivables	LAR
Loan receivable	LAR
Accounts payable and accrued liabilities	OFL

11. FINANCIAL INSTRUMENTS AND RISK (cont'd…)

The fair value of these assets and liabilities approximates their respective carrying amounts due to their short term nature. The Company does not currently hold any financial instruments that would be included in the classification of available-for-sale.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. As at November 30, 2013, the Company's receivables consisted of $56,533 (November 30, 2012 – $57,888) in sales tax receivable from government authorities in Canada and $250,000 (November 30, 2013 - $Nil) in loan receivable from a related party. The loan receivable was repaid to the Company subsequent to the year end. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at November 30, 2013, the Company had a cash and cash equivalent balance of $Nil (November 30, 2012 – $982,612) to settle current liabilities of $158,301 (November 30, 2012 – $49,872). All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk

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

a) Interest rate risk

   The Company has cash balances and no interest-bearing debt. The Company is satisfied with the credit ratings of its banks. As of November 30, 2013, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

b) Foreign currency risk

   As at November 30, 2013, the Company has a minimal balance of cash in US dollars and does not believe that the foreign currency risk related to the balance is significant.

c) Price risk

   The Company has no contractual commodity price risk. The recoverability of the Company's deferred exploration costs is indirectly related to the market price of precious and base metals. The Company's ability to continue with its exploration program is also indirectly subject to commodity prices. Commodity price risk is significant to the Company. Much of this is out of the control of management and will be dealt with based on circumstances at any given time.

(Expressed in Canadian Dollars)

12. RELATED PARTY BALANCES AND TRANSACTIONS

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	November 30, 2013	November 30, 2012
Key management personnel:			
CEO and Director	Management	$ 180,000	$ 180,000
Former President and Director	Management	19,809	100,000
A company controlled by CFO and Director	Management	90,000	90,000
Director and Chairman	Consulting	50,000	60,000
Directors and Officers of the Company	Share-based payments	214,379	-
A company controlled by VP Exploration and Development	Geological [i)]	90,175	-
Total		$ 644,363	$ 430,000
Other Related parties:			
Spouse of the CEO and Director	Consulting	$ 28,500	$ 28,500
A firm of which the CFO and Director is a partner	Professional	131,100	101,700
A company controlled by CEO and Director	Rent and office	89,509	81,609
Total		$ 249,109	$ 211,809

i) Capitalized in exploration and evaluation assets.

The amounts due to other related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	November 30, 2013	November 30, 2012
Due to a firm of which the CFO and Director is a partner	$ 67,300	$ 18,000
Due to a company controlled by the CEO and Director	6,801	-
Due to a company controlled by VP Exploration and Development	7,500	-
Due to spouse of the CEO and Director	950	-
	$ 82,551	$ 18,000

As at November 30, 2013, a loan receivable balance of $250,000 (November 30, 2012- $Nil) was due from a company controlled by a director. The loan is interest free and is repayable on demand. Subsequent to the year end, $250,000 was repaid to the Company.

13. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern.

In the management of capital, the Company monitors its adjusted capital which comprises all components of equity (ie. share capital, reserves and deficit).

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements.

No changes were made to capital management during the year ended November 30, 2013.

(Expressed in Canadian Dollars)

14. INCOME TAXES

A reconciliation of income taxes at statutory rates is as follows:

	2013	2012
Loss for the year	$ (1,459,696)	$ (826,251)
Canadian statutory rates	25.67%	25.13%
Income tax recovery at statutory rates	$ (374,655)	$ (207,596)
Effect of change in tax rates	(103,021)	1,011
Non-deductible items	111,087	4,394
Tax benefit not recognized	366,589	202,191
Total income taxes	$ -	$ -

The significant components of the Company's unrecorded deferred tax assets are as follows:

	November 30, 2013	November 30, 2012
Non-capital losses	$ 1,177,600	$ 839,300
Share issuance costs	57,300	62,100
Exploration and evaluation assets	1,649,300	1,585,900
Equipment	3,900	2,700
	2,888,100	2,490,000
Unrecognized deferred tax assets	(2,888,100)	(2,490,000)
Net deferred tax assets	$ -	$ -

The Company has available for deduction against future years' taxable income non-capital losses of approximately $4,529,000. Subject to certain restrictions, the Company also has resource expenditures of approximately $9,649,000 available to reduce taxable income in future years. Non-capital losses expire as follows:

2026	$ 16,600
2027	103,000
2028	175,800
2029	246,100
2030	926,600
2031	959,700
2032	929,200
2033	1,172,000
	$ 4,529,000

Future tax benefits, which may arise as a result of these losses, have not been recognized in these financial statements as it is not probable that the Company will generate future taxable income against which to utilize the temporary differences.

15. SEGMENTED INFORMATION

As at November 30, 2013, all of the Company's assets are held in Canada.

16. SUBSEQUENT EVENTS

Subsequent to the year end, the Company:

(a) Completed a private placement financing of 9,751,888 flow-through units at a price of $0.095 per unit for gross proceeds of $926,429. Each flow-though unit is comprised of one common share and one half warrant. Each whole warrant is exercisable into one common share at $0.16 per share for an 18-month period. In relation to this private placement, the Company paid $59,714 in share issuance costs and issued 780,151 agent's options. The options are exercisable into one common share at $0.095 per share for an 18-month period; and

(b) Granted 3,000,000 stock options. The options are exercisable at $0.085 per share for five years.