NORTHISLE
COPPER AND GOLD INC.

Consolidated Financial Statements

For the years ended December 31, 2014 and 2013
and Auditor's Report

(Expressed in Canadian dollars)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Northisle Copper and Gold Inc.,

We have audited the accompanying consolidated financial statements of Northisle Copper and Gold Inc., which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, the consolidated statements of loss and comprehensive loss, changes in shareholders' 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 Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Northisle Copper and Gold Inc. as at December 31, 2014 and 2013, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 to the consolidated financial statements which indicates that Northisle Copper and Gold Inc. had a working capital deficiency at December 31, 2014 of $57,849 and describes certain material uncertainties regarding the company's ability to continue as a going concern.

Hay + Watson

Chartered Accountants
Vancouver, British Columbia
April 28, 2015

NORTHISLE COPPER AND GOLD INC.
Consolidated Statements of Financial Position
As at December 31, 2014 and 2013
(Expressed in Canadian Dollars)

		2014		2013
ASSETS				
Current				
Cash	$	142,972	$	28,693
Accounts receivable		4,715		1,648
Prepaid expenses and deposits		52,450		40,950
		200,137		71,291
Equipment (Note 5)		8,298		17,197
Mineral property interests (Note 6)		10,000,000		10,000,000
	$	10,208,435	$	10,088,488
LIABILITIES				
Current				
Accounts payable and accrued liabilities	$	140,892	$	124,789
Payable to related parties (Note 7)		117,094		123,299
		257,986		248,088
SHAREHOLDERS' EQUITY				
Share capital (Note 8)		19,304,574		18,681,454
Reserves (Note 9)		1,042,760		880,412
Deficit		(10,396,885)		(9,721,466)
		9,950,449		9,840,400
	$	10,208,435	$	10,088,488

Nature of Operations (Note 1)

APPROVED BY THE BOARD

John McClintock **Director**

David M Douglas **Director**

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

NORTHISLE COPPER AND GOLD INC.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 31, 2014 and 2013
(Expressed in Canadian dollars)

		2014		2013
Expenses				
Insurance	$	17,553	$	23,534
Interest and bank charges		1,152		1,443
Investor relations		26,670		48,122
Legal and audit		39,184		49,779
Mineral property expenditures (Note 6)		393,369		259,064
Office		34,706		67,535
Regulatory fees		27,658		27,194
Share-based compensation (Note 8)		53,748		44,737
Travel		2,207		3,165
Wages		120,716		224,340
		716,963		748,913
Other (Income) Expenses				
Interest income		(3,050)		(620)
Interest expense (Note 7)		9,407		-
Recovery of fair value of tax deductions sold to investors		(48,600)		(13,924)
Currency exchange loss		699		1,034
NET LOSS AND COMPREHENSIVE LOSS	$	675,419	$	735,403
BASIC AND DILUTED LOSS PER SHARE (Note 13)	$	0.01	$	0.01
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – basic and diluted		65,259,370		57,080,200

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

NORTHISLE COPPER AND GOLD INC.
Consolidated Statements of Changes in Shareholders' Equity
For the years ended December 31, 2014 and 2013
(Expressed in Canadian dollars)

	2014	2013
DEFICIT, BEGINNING OF YEAR	$ 9,721,466	$ 8,986,063
Net loss and comprehensive loss	675,419	735,403
DEFICIT, END OF YEAR	$ 10,396,885	$ 9,721,466
RESERVES, BEGINNING OF YEAR (Note 9)	$ 880,412	$ 835,675
Share warrant reserves	108,600	-
Share option reserves	53,748	44,737
RESERVES, END OF YEAR (Note 9)	$ 1,042,760	$ 880,412
SHARE CAPITAL, BEGINNING OF YEAR (Note 8)	$ 18,681,454	$ 18,681,454
Fair value of warrants issued during private placements	(108,600)	-
Private placement financings	786,000	-
Fair value of tax deductions sold during private placements	(48,600)	-
Share issue costs	(13,680)	-
Issue of bonus shares	8,000	
SHARE CAPITAL, END OF YEAR (Note 8)	$ 19,304,574	$ 18,681,454

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

NORTHISLE COPPER AND GOLD INC.
Consolidated Statements of Cash Flows
For the years ended December 31, 2014 and 2013
(Expressed in Canadian dollars)

	2014	2013
Cash provided by (used in)		
Operating activities		
Net loss	$ (675,419)	$ (735,403)
Items not requiring a cash outlay		
Amortization	8,899	8,899
Share-based compensation	53,748	44,737
Interest expense - Issue of bonus shares	8,000	-
Sale of tax deductions	(48,600)	(13,924)
	(653,372)	(695,691)
Changes in non-cash working capital components		
Accounts receivable	(3,067)	168,284
Prepaid expenses	(11,500)	18,379
Accounts payable and accrued liabilities	16,103	(173,730)
Payable to related parties	(6,205)	123,299
	(658,041)	(559,459)
Financing activities		
Cash received for share issues, net of share issue costs	772,320	-
INCREASE (DECREASE) IN CASH	114,279	(559,459)
CASH, BEGINNING OF YEAR	28,693	588,152
CASH, END OF YEAR	$ 142,972	$ 28,693
Supplementary Information		
Interest received	$ 3,050	$ 620
Interest paid	1,407	-

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

1. NATURE OF OPERATIONS

Northisle Copper and Gold Inc. (the "Company") is a mineral exploration company that was incorporated on August 3, 2011 in the Province of British Columbia, Canada as a wholly-owned subsidiary of Western Copper Corporation ("Western Copper"). On October 27, 2011, pursuant to a plan of arrangement, the Company acquired Western Copper's interest in the North Island Project and $2,500,000 in cash in exchange for 46,501,283 common shares of the Company.

The Company's principal business activity is the exploration and development of its North Island Project on Vancouver Island. Its head office is located at Suite 1800 – 570 Granville Street, Vancouver, B.C.

The Company currently has a working capital deficiency of $57,849 and will therefore need funding to continue its operations, through equity or debt financing, sale of assets, joint venture arrangements or a combination thereof. There is no assurance that additional funding, proceeds from a sale of assets or suitable joint venture arrangements will be available on a timely basis or on terms acceptable to the Company. If the Company is unable to obtain sufficient funding in this fashion, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern will be in significant doubt.

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to do so is dependent on obtaining additional financing, through the issue of treasury shares and/or from loans to complete the exploration and development of its mineral property interests and to commence profitable operations. These consolidated financial statements do not reflect the adjustments or reclassifications which would be necessary if the Company were unable to continue its operations in the normal course of business.

2. BASIS OF PREPARATION

Statement of compliance

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee.

These consolidated financial statements were approved by the Board of Directors and authorized for issue on April 28, 2015.

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss or available-for-sale that have been measured at fair value, and are presented in Canadian dollars.

Consolidation

These consolidated financial statements include the accounts of the Company and its 100% controlled subsidiary, North Island Mining Corp. (collectively, the "Company"). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All significant inter-company transactions and balances have been eliminated upon consolidation.

3. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency translation

The reporting currency and functional currency of the Company and its subsidiary is the Canadian dollar. In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities are translated using the period end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

Accounting estimates and judgments

The preparation of these consolidated financial statements required management to make estimates, judgments and assumptions that affect the reported amounts and other disclosures in these consolidated financial statements. Estimates and the underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these consolidated financial statements include, among others, the recoverability of accounts receivable, the impairment of carrying values of equipment and mineral property interests, the determination of realizable amounts of deferred tax assets and liabilities, and the measurement of equity instruments and share-based compensation.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the expected economic lives of and the estimated future operating results and net cash flows from equipment.

Financial instruments

Financial instruments are initially measured at fair value when the Company becomes party to a contract, plus transaction costs directly attributable to the issue, acquisition or disposal of financial instruments measured subsequently at amortized cost. The Company's financial assets and financial liabilities are classified as follows:

- Cash is classified as held for trading and is measured at fair value through profit and loss ("FVTPL").
- Accounts receivable are classified as loans and receivables and are measured at amortized cost. At December 31, 2014, the recorded amounts approximate fair value.
- Accounts payable and accrued liabilities and payable to related parties are classified as other financial liabilities and are measured at amortized cost. At December 31, 2014, the recorded amounts approximate fair value.

The Company classifies and discloses fair value measurements based on a three-level hierarchy:

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. At December 31, 2014, cash was measured and recognized in the consolidated statements of financial position using Level 1 inputs. There were no financial assets or liabilities measured and recognized in the consolidated statements of financial position at fair value that would have been categorized as Level 2 and 3 in the fair value hierarchy above.

Mineral property interests and exploration expenditures

Mineral property interests owned are recorded at cost less accumulated depreciation and accumulated impairment losses. All direct costs related to the acquisition of mineral properties are capitalized until the properties to which they relate are ready for their intended use, sold, abandoned or management has determined there to be impairment. All direct costs related to the exploration of mineral properties are recognized in net loss in the period incurred. On the commencement of commercial production, net capitalized costs are charged to operations on a unit-of-production basis, by property, using estimated proven and probable recoverable reserves as the depletion base.

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

The amounts shown for mineral property interests represent acquisition and related costs and the recoverability of these amounts is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain the necessary financing to successfully complete their development and to meet the requirements, from time to time, of lenders who are providing this financing and upon future profitable production.**Equipment**

Equipment is recorded at cost less accumulated depreciation and accumulated impairment losses. Amortization is recorded using the straight-line method at an annual rate of 25%.

Impairment of assets

At the end of each reporting period, the Company reviews the carrying amounts of its equipment and mineral property interests to determine whether there is an indication that those assets have suffered impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment charge (if any). The recoverable amount used for this purpose is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assignments 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 recorded amount, the recorded amount of the asset is reduced to its recoverable amount. An impairment charge is recognized immediately in the consolidated statement of loss and comprehensive loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to a maximum amount equal to the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

Environmental expenditures

The operations of the Company have been, and may in the future be, affected by changes in environmental regulations, including those relating to future reclamation and site restoration. The likelihood of new regulations and their overall effect upon the Company are unknown and unpredictable. The Company plans to meet and, if possible, surpass standards set by legislation, by applying technically proven and economically feasible measures.

Environmental expenditures relating to ongoing environmental and reclamation programs are charged to operations, or are capitalized and amortized, depending on their future economic benefits, over the estimated remaining life of the related business operation, net of expected recoveries. Liabilities related to environmental protection and reclamation costs are recognized when the obligation is incurred and the fair value of the related costs can be reasonably estimated. This includes future removal and site restoration costs required by environmental law or contracts.

As at December 31, 2014, the Company had no reclamation obligations.

Share-based payments

The Company grants share purchase options under the terms described in Note 8.

The Company uses the fair value method of accounting for options granted under its share purchase option plan. Options granted to directors, officers, employees and others providing similar services are measured at fair value, which is charged to operations over the applicable vesting period, with an offsetting credit to share option reserves. Options granted to non-employees are measured at fair value of goods and services received, which is charged to operations at the date the options are fully vested, with an offsetting credit to share option reserves.

The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. No amount is recognized for equity instruments that do not ultimately vest.

Consideration received upon exercise of share purchase options, along with the related amount previously recorded in the share option reserve, is credited to share capital. Cash received on the exercise of share options is recorded in share capital and the related compensation included in share option reserves is transferred to share capital to recognize the total consideration for the shares issued.

Mineral Exploration Tax Credit ("METC")

The Company recognizes METC amounts when the Company's METC application is approved by the relevant jurisdiction or when the amount to be received can be reasonably estimated and collection is reasonably assured.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Flow-through shares

The Company may from time to time issue flow-through common shares to finance a portion of its exploration activities. These shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company allocates gross proceeds received between a) the estimated fair value of the tax deductions sold to investors, which is recognized as a liability, and b) the estimated fair value of the common shares, which is recognized as share capital.

When qualifying expenditures are incurred, the Company reverses the liability component initially recorded on the issuance of shares and recognizes it in operations as other income. Since the Company does not capitalize exploration expenditures, the transfer or tax deductions to investors does not give rise to a taxable temporary difference and therefore, does not affect the Company's deferred tax amounts.

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.

Income recognition

Interest from cash is recorded on an accrual basis when collection is reasonably assured.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Income taxes

The provision for income taxes consists of current and deferred tax expense and is recorded in operations. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the period, adjusted for amendments to tax payable for previous years.

Deferred tax assets and liabilities are computed using the asset and liability method on temporary differences between the carrying amounts of assets and liabilities on the consolidated statement of financial position and their corresponding tax values, using the enacted or substantially enacted, income tax rates at each statement of financial position date. Deferred tax assets also result from unused losses and other deductions carried forward. The valuation of deferred tax assets is reviewed on a regular basis and adjusted to the extent that it is not probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized by use of a valuation allowance to reflect the estimated realizable amount.

Comprehensive income (loss)

Comprehensive income (loss) is the change in net assets arising from transactions and other events and circumstances from non-owner sources. Financial assets that are classified as available-for-sale will have revaluation gains and losses included in other comprehensive income until the asset is removed from the consolidated statement of financial position. At present, the Company has no available-for-sale financial assets.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income (loss) per share

The basic income or loss per share is computed by dividing the net income or loss by the weighted average number of common shares outstanding during the period. The diluted income or loss per share reflects the potential dilution from common share equivalents, such as the outstanding share purchase options and warrants, in the weighted average number of common shares outstanding during the year, if dilutive. Common share equivalents are excluded from the computation of diluted loss per share for the period presented as including them would be anti-dilutive.

4. RECENT ACCOUNTING PRONOUNCEMENTS

Standards and interpretations issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below and include only those which the Company reasonably expects may be applicable to the Company at a future date. The Company intends to adopt these standards and interpretations when they become effective and is currently assessing their impact on the consolidated financial statements.

- IFRS 2 *Share-based Payment* (effective for annual periods beginning on or after July 1, 2014): IFRS 2 was amended to re-define the definition of "vesting condition".
- IFRS 7 *Financial Instruments – Disclosures* (effective for annual periods beginning on or after January 1, 2015): IFRS 7 was amended to require additional disclosures on transition from IAS 39 to IFRS 9,
- IFRS 9 *Financial Instruments* (effective for years beginning on or after January 1, 2018): IFRS 9 introduces new requirements for classifying and measuring financial assets and provides additional guidance on the fair value option for liabilities to address the entity's own credit risk.

5. EQUIPMENT

Vehicles, at cost		
Balance, December 31, 2012	$	35,760
Additions		-
Balance, December 31, 2013		35,760
Additions		-
Balance, December 31, 2014	$	35,760
Accumulated amortization		
Balance, December 31, 2012	$	9,664
Amortization		8,899
Balance, December 31, 2013		18,563
Amortization		8,899
Balance, December 31, 2014	$	27,462
Carrying amount		
Balance, December 31, 2013	$	17,197
Balance, December 31, 2014	**$**	**8,298**

(Expressed in Canadian dollars)

6. MINERAL PROPERTY INTERESTS

Acquisition costs

North Island Copper Gold Property, B.C. Canada	
Balance, December 31, 2014 and 2013	$ 10,000,000

Exploration expenditures

North Island Copper Gold Property, B.C. Canada	2013	2014	Cumulative Total*
Amortization of equipment	$ 8,899	$ 8,899	$ 25,967
Camp operations	82,602	126,553	529,027
Claims costs	2,166	818	40,278
Community engagement	482	200	43,441
Drilling	-	398,892	1,531,374
Engineering and geological	117,980	56,025	1,044,311
Environmental studies	203	-	255,184
Prospecting	-	-	448,701
Wages	47,526	8,000	316,190
Mineral property exploration tax credit	(794)	(206,019)	(282,789)
Total	**$ 259,064**	**$ 393,369**	**$ 3,951,685**

* Cumulative from the date of incorporation on August 3, 2011 to December 31, 2014

The North Island Copper Gold Property consists of three blocks of mineral claims located on northern Vancouver Island in British Columbia, Canada. The mineral claim blocks are referred to as the Hushamu claims, the Apple Bay claims, and the Rupert Block.

Should a production decision be made on the Hushamu claims, the Company is required to make a cash payment of $1,000,000 to Sirit Inc. within 60 days of the production decision. These mineral claims are also subject to a 10% net profits interest held by International Royalty Corporation.

Should a production decision be made on the Apple Bay claims, the Company is required to pay $800,000 in cash or in shares to Electra Gold Ltd. (“Electra”). The payment method is at the election of the Company. Electra maintains the right to explore the Apple Bay claims for non-metallic minerals subject to certain conditions.

Red Dog Property Acquisition

On February 11, 2015, the Company acquired an option to earn a 100% interest in the Red Dog Property, a 400 hectare property entirely enclosed within Northisle’s existing 100% owned North Island Copper Gold Property. The Company issued 200,000 common shares to the vendor upon signing the option agreement and agreed to make payments of $60,000 between 2016 and 2018 and expend a minimum of $375,000 on the property by 2018. The vendor was also granted a net smelter return royalty of 3% of which 2% can be purchased by the Company at any time for US$2.0 million.

(Expressed in Canadian dollars)

7. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2013, some of the Company's administrative and geological operations were carried out indirectly through Ravenwolf Management Inc. ("Ravenwolf"), a private company in which the Company had a 33.3% interest. This arrangement was terminated on April 1, 2013. At December 31, 2014, the Company owed Ravenwolf $890 (2013 - $890). Ravenwolf provided the following services for the years ended December 31, 2014 and 2013:

	2014	2013
Mineral property services	$ -	$ 47,526
Office	-	13,208
Rent	-	21,546
Salaries	-	92,006
Total	**$ -**	**$ 174,286**

These transactions were measured at the exchange amounts agreed to by the parties.

Remuneration for directors and key management personnel was:

	2014	2013
Salaries and management fees	$ 124,231	$ 195,799
Share-based compensation	53,748	44,737
Total	**$ 177,979**	**$ 240,536**

Share-based compensation is the fair value of options granted to directors and key management personnel which was recognized during the period.

At December 31, 2014, the Company owed $117,094 (December 31, 2013 - $123,299) to officers and directors of the Company for unpaid salaries and management fees. Amounts due are non-interest bearing with no specific terms of repayment.

In March 2014, the Company borrowed $40,000 from certain directors at a rate of 12% per annum, payable semi-annually. The loan was secured by the Company's refundable mineral exploration tax credit claim. The Company also issued 160,000 bonus shares with a fair value of $8,000 (Note 8) as additional consideration to the lenders. This principal, plus interest of $1,407, was repaid in June 2014.

8. SHARE CAPITAL

Authorized - unlimited number of common shares without par value

Issued and fully paid	**Number of Shares**	**Amount**
Balance, December 31, 2012	**57,137,983**	**$ 18,681,454**
Cancellation of shares	(57,783)	-
Balance, December 31, 2013	**57,080,200**	**18,681,454**
Issued pursuant to private placement	15,720,000	786,000
Fair value of tax deductions sold to investors (Note 10)	-	(48,600)
Fair value of warrants issued during private placement	-	(108,600)
Share issue costs	-	(13,680)
Issue of bonus shares (Note 7)	160,000	8,000
Balance, December 31, 2014	**72,960,200**	**$ 19,304,574**

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Share purchase options (continued)

On June 27, 2014, the Company completed a non-brokered private placement consisting of 4,860,000 flow-through shares at a price of $0.05 per share, for aggregate subscription proceeds of $243,000 and 10,860,000 units at a price of $0.05 each, for aggregate subscription proceeds of $543,000. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of $0.07 until June 27, 2016.

On April 2, 2015, the TSX Venture Exchange accepted for filing documentation with respect to a $114,000 non-brokered private placement consisting of 3,800,000 shares at $0.03. The proceeds of the offering, if completed, will be used to fund property maintenance and operating expenses.

Share purchase options

The Company grants common share purchase options to directors, officers, and employees of the Company and persons who provide ongoing services to the Company under an incentive share purchase option plan. The maximum number of options which may be granted under the plan is 10% of the number of shares of the Company outstanding at the time the options are granted. Options generally vest at a rate of 33.3% on the date of grant and 33.3% in each of the following two years.

During the year ended December 31, 2014, $53,748 (2013 - $44,737) in share-based compensation was recognized in the consolidated statement of loss and comprehensive loss for vesting of share purchase options.

A summary of changes in common share purchase options for the years ended December 31, 2014 and 2013 is:

	Number of Share Options	Weighted Average Exercise Price
Balance December 31, 2012	**3,779,334**	**$ 0.22**
Options granted	400,000	0.13
Options forfeited	(1,180,000)	0.22
Options expired	(187,500)	0.09
Balance December 31, 2013	**2,811,834**	**$ 0.22**
Options granted	1,625,000	0.05
Options forfeited	(250,000)	-
Options expired	(186,000)	0.05
Balance, December 31, 2014	**4,000,834**	**$ 0.17**

At December 31, 2014, the following common share purchase options were outstanding:

Share purchase options outstanding, by exercise price range	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life (in years)	Number Exercisable (Vested)
$0.04 - $0.22	765,834	$ 0.14	0.41	765,834
$0.30	1,290,000	0.30	2.14	1,290,000
$0.17	370,000	0.17	2.92	370,000
$0.10	200,000	0.10	3.49	133,333
$0.05	1,375,000	0.05	4.12	458,333
	4,000,834	**$ 0.17**	**2.70**	**3,017,500**

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Fair value assumptions

The weighted average grant date fair value of share purchase options granted during the year ended December 31, 2014 was \$0.03 (2013 – \$0.06). The Company determined the fair value of common share purchase options granted during 2014 using the Black-Scholes option pricing model and the following weighted average inputs:

	2014	2013
Share price	\$0.04	\$0.07
Exercise price	\$0.05	\$0.13
Risk-free interest rate	1.25%	1.69%
Expected life (years)	5.00	5.00
Expected volatility	125%	152%
Expected dividend yield	Nil	Nil

The estimates of expected life incorporate an estimate of the potential early exercise of these options and warrants. The estimates of expected volatility are based on the historically observed volatility of entities similar to the Company for a period generally commensurate with the expected lives of the instruments.

Share purchase warrants

A summary of changes in common share purchase warrants for the years ended December 31, 2014 and 2013 is:

	Number of Warrants	Weighted Average Exercise Price
Balance December 31, 2012	**2,694,321**	**\$ 0.26**
Expired	(278,571)	0.35
Balance December 31, 2013	**2,415,750**	**\$ 0.25**
Expired	(2,415,750)	0.25
Issued	10,860,000	0.07
Balance, December 31, 2014	**10,860,000**	**\$ 0.07**

At December 31, 2014, the following common share purchase warrants were outstanding:

	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life (in years)
Share Purchase Warrants	**10,860,000**	**\$ 0.07**	**1.50**

9. RESERVES

	Share Option Reserves	Share Warrant Reserves	Total
Balance, December 31, 2012	**\$ 598,507**	**\$ 237,168**	**\$ 835,675**
Share-based compensation	44,737	-	44,737
Balance, December 31, 2013	**643,244**	**237,168**	**880,412**
Fair value of warrants issued during private placement	-	108,600	108,600
Share-based compensation	53,748	-	53,748
Balance, December 31, 2014	**\$ 696,992**	**\$ 345,768**	**\$ 1,042,760**

(Expressed in Canadian dollars)

10. INCOME TAXES

The reconciliation for the provision of income taxes for the periods is:

	2014	2013
Net loss	$ 675.419	$ 735,403
Combined federal and provincial statutory tax rate	26.0%	26.0%
Recovery of income taxes based on statutory tax rate	175,609	191,204
Net effect of items included in net loss that are not taxable or deductible	(122,719)	(75,589)
Other taxable or deductible items	8,719	8,008
Effect of current period tax losses not recognized	(61,609)	(123,623)
Provision for income taxes	**$ -**	**$ -**

The Company's net deferred tax assets are:

	2014	2013
Deductible temporary differences	$ 448,865	$ 408,895
Non-capital loss carried forward	447,909	382,948
Unused income tax credits and other deductible amounts	155,466	198,788
Total deferred tax assets	1,052,240	990,631
Valuation allowance	(1,052,240)	(990,631)
Net deferred tax assets	**$ -**	**$ -**

Deferred tax assets have not been recognized as it is uncertain that the Company will have future taxable income against which they could be utilized.

As at December 31, 2014, the expiry dates of the Company's unrecognized income tax losses and income tax credits are:

	Amount	Expiry Date
Non-capital losses for income tax purposes	$ 1,722,728	2031-2034
Non-refundable income tax credits	136,604	2031-2034

11. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its mineral property interests, and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

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 issue new shares or debt, acquire or dispose of assets or adjust the amount of cash and investments.

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 annual and updated budgets are approved by the Board of Directors.

In order to maximize ongoing development efforts, the Company does not pay out dividends.

The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

12. MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments are exposed to certain risks, including currency risk, credit risk, interest rate risk and liquidity risk. The Company does not have financial instruments subject to other price risk.

Currency risk

The Company operates within one geographic region and is not exposed to significant currency risk related to the fluctuation of foreign exchange rates.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held through large Canadian financial institutions. The Company's receivables consist mostly of Goods and Services Tax due from the federal government of Canada. As such, the Company considers this risk to be minimal. As at December 31, 2014, none of the Company's financial instruments subject to credit risk were past due or impaired.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk when holding fixed rate short term deposits of varying maturities. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash equivalents investments is limited because these investments are generally highly liquid securities with short-term maturities. As at December 31, 2014, the Company considers its exposure to interest rate risk to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in Note 11.

Accounts payable and accrued liabilities and the amounts payable to related parties are due within the current operating period.

13. LOSS PER SHARE

The Company's diluted loss per share is equal to its basic loss per share. Outstanding share purchase options and warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share because they are antidilutive for the years ended December 31, 2014 and 2013.