

NOTICE TO SHAREHOLDERS



(A Development Stage Enterprise)

Condensed Interim Financial Statements For the nine months ended September 30, 2012

(Stated in Canadian Dollars)

Responsibility for Financial Statements

The accompanying financial statements for Metals Creek Resources Corp. have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") consistently applied. Only changes in accounting policies have been disclosed in these unaudited condensed interim financial statements. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the period ended September 30, 2012.

METALS CREEK RESOURCES CORP.
(A Development Stage Enterprise)

September 30, 2012

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METALS CREEK RESOURCES CORP.

(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**(Prepared by Management)**

As at	September 30, 2012 \$ (Unaudited)	December 31, 2011 \$ (Audited)
ASSETS		
Current		
Cash	171,329	212,721
Short term investments (note 3)	3,259,148	4,831,333
Staking security deposits (note 9)	35,780	38,950
H.S.T. and other receivables	60,610	140,065
Prepaid expenses	20,667	21,245
	3,547,534	5,244,314
Property and equipment (note 4)	58,323	47,100
Long term investments (note 5)	184,894	68,125
Exploration and evaluation assets (note 6)	8,535,789	7,357,100
	12,326,540	12,716,639
LIABILITIES AND EQUITY		
Current		
Accounts payable and accrued liabilities (note 8)	87,633	91,410
	87,633	91,410
Deferred income taxes	343,933	117,431
Equity		
Share Capital (note 7)	11,728,403	11,611,049
Reserves (note 7)	4,944,784	4,819,853
Deficit	(4,778,213)	(3,923,104)
	11,894,974	12,507,798
	12,326,540	12,716,639

These condensed interim financial statements are authorized for issue by the Board of Directors on November 21, 2012. They are signed on the Corporation's behalf by:

“Alexander Stares” _____ Director

“Nick Tsimidis” _____ Director

METALS CREEK RESOURCES CORP.

(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**(Prepared by Management - Unaudited)**

	Three Months Ended Sept. 30, 2012 \$	Three Months Ended Sept. 30, 2011 \$	Nine Months Ended Sept. 30, 2012 \$	Nine Months Ended Sept. 30, 2011 \$
EXPENSES				
Business development	29,621	54,913	143,396	172,327
Depreciation	5,503	3,251	12,892	8,828
Office and general	37,447	31,173	134,626	144,199
Professional fees	14,952	28,416	40,748	75,146
Salaries and benefits	86,918	70,436	261,030	198,671
Part XII.6 tax expense (recovery)	-	-	-	(8,399)
Share-based payments	12,493	240,850	124,931	379,621
	186,934	429,039	717,623	970,393
Loss before the following:	186,934	429,039	717,623	970,393
Amounts earned on exploration and evaluation assets	-	(104)	-	(5,464)
Proceeds on mineral property option, net	(26,250)	(25,000)	(72,500)	(25,000)
Writedown of exploration and evaluation assets	-	29,923	1,750	81,861
Preacquisition exploration and evaluation expenses	22,635	-	47,923	-
Interest and investment loss (income)	5,923	(38,019)	(12,405)	(100,741)
Adjustment to fair value for fair value through profit and loss investments	(32,703)	23,310	(53,784)	55,651
Loss before income taxes	156,539	419,149	628,607	976,700
Provision for (recovery of) deferred income taxes	(22,458)	(212,075)	226,502	(348,975)
Comprehensive loss for the period	134,081	207,074	855,109	627,725
Loss per share – basic and diluted	0.001	0.002	0.009	0.007
Weighted Average Shares Outstanding – basic and diluted	98,571,214	94,982,526	97,445,770	91,902,675

The accompanying notes form an integral part of these financial statements

METALS CREEK RESOURCES CORP.

(A Development Stage Enterprise)

STATEMENTS OF CHANGES IN EQUITY**For the nine months ended September 30, 2012**

	Share capital		Reserves		Deficit	Total
	Number of shares	Share	Warrants	Equity Settled		
	#	Capital	\$	benefits	\$	
		\$	\$	\$	\$	
Balance at January 1, 2011	69,854,175	7,173,725	708,126	1,468,957	(3,101,766)	6,249,042
Issued for cash:						
Private placements	24,756,500	4,824,978	2,182,592	-	-	7,007,570
Exercise of warrants	127,503	41,446	(4,570)	-	-	36,876
Exercise of options	150,000	45,310	-	(20,810)	-	24,500
Shares issued on property acquisitions	140,000	22,600	-	-	-	22,600
Share issue costs	-	(589,116)	-	-	-	(589,116)
Share-based payments	-	-	-	379,621	-	379,621
Comprehensive loss for the period	-	-	-	-	(627,725)	(627,725)
Balance at September 30, 2011	95,028,178	11,518,943	2,886,148	1,827,768	(3,729,491)	12,503,368
Shares issued on property acquisitions	1,409,324	92,106	-	-	-	92,106
Share-based payments	-	-	-	105,937	-	105,937
Expiration of warrants	-	-	(396,676)	396,676	-	-
Comprehensive loss for the period	-	-	-	-	(193,613)	(193,613)
Balance at December 31, 2011	96,437,502	11,611,049	2,489,472	2,330,381	(3,923,104)	12,507,798
Shares issued on property acquisitions	2,133,712	117,354	-	-	-	117,354
Share-based payments	-	-	-	124,931	-	124,931
Expiration of warrants	-	-	(304,270)	304,270	-	-
Comprehensive loss for the period	-	-	-	-	(855,109)	(855,109)
Balance at September 30, 2012	98,571,214	11,728,403	2,185,202	2,759,582	(4,778,213)	11,894,974

The accompanying notes form an integral part of these financial statements

METALS CREEK RESOURCES CORP.

(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS CASH FLOWS**(Prepared by Management – Unaudited)**

	Nine Months Ended Sept. 30, 2012 \$	Nine Months Ended Sept. 30, 2011 \$
CASH FLOWS FROM (USED IN):		
OPERATING ACTIVITIES		
Comprehensive loss for the period	(855,109)	(627,725)
Depreciation	12,892	8,828
Share-based payments	124,931	379,621
Adjustment to fair value for fair value through profit and loss investments	(53,784)	55,651
Write-down of exploration and evaluation assets	1,750	81,861
Proceeds on mineral property option	(47,500)	(25,000)
Provision for (recovery of) deferred income taxes	226,502	(348,975)
Decrease (increase) in H.S.T. and other receivables	79,455	(245,979)
Decrease (increase) in prepaid expenses	578	(10,107)
Increase (decrease) in accounts payable and accrued liabilities	(3,777)	(71,477)
Cash flows from (used in) operating activities	(514,062)	(803,302)
FINANCING ACTIVITIES		
Issuance of capital stock for cash	-	7,083,320
Financing costs – cash commission expenses	-	(589,116)
Redemption (purchase) of short term investments	1,616,701	(4,548,851)
Proceeds on exercise of stock options	-	24,500
Proceeds on exercise of warrants	-	36,876
Cash flows from financing activities	1,616,701	2,006,729
INVESTING ACTIVITIES		
Cash – flow-through funds	-	110,712
Decrease (increase) in staking security deposits	3,170	(32,650)
Expenditures on exploration and evaluation assets	(1,123,086)	(1,248,706)
Acquisition of property and equipment	(24,115)	(32,783)
Cash flows used in investing activities	(1,144,031)	(1,203,427)
Increase (decrease) in cash	(41,392)	-
Cash - beginning of period	212,721	-
Cash - end of period	171,329	-

Supplemental information (see note 10)

METALS CREEK RESOURCES CORP.

(A Development Stage Enterprise)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

September 30, 2012

(Prepared by Management – Unaudited)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Metals Creek Resources Corp. (the “Company”) was incorporated on June 21, 2004 under the Business Corporations Act (Ontario).

The Company is an exploration stage company, and is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable.

The accompanying financial statements have been prepared on the basis applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, and the ability of the Company to raise additional capital. Specifically, the recovery of the Company’s investment in exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to develop its properties and establish future profitable production from the properties, or from the proceeds of their disposition. The Company has working capital in the amount of \$3,459,901 (December 31, 2011 - \$5,152,904) and has a deficit in the amount of \$4,778,213 (December 31, 2011 - \$3,923,104). The Company has not earned any significant revenues to date and is considered to be in the exploration stage.

2. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB (“International Accounting Standards Board”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34- Interim Financial Reporting. The accounting policies followed in these condensed interim financial statements are the same as those applied in the Company’s audited annual financial statements for the year ended December 31, 2011.

The policies applied in these financial statements are based on IFRS issued and outstanding as of November 21, 2012, the date the Board of Directors approved the statements. Any subsequent changes to IFRS after this date could result in changes to the financial statements for the period ended September 30, 2012.

The condensed interim financial statements do not contain all disclosures required under IFRS and should be read in conjunction with Company’s audited annual financial statements and the notes thereto for the year ended December 31, 2011.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results could differ from those estimates. Significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, share-based payments, allocation of financing proceeds, and income taxes. Differences may be material.

3. SHORT TERM INVESTMENTS:

	September 30, 2012	Dec 31, 2011
Money Market Mutual funds	1,559,148	706,094
Guaranteed Investment Certificates	1,700,000	4,125,239
	\$ <u>3,259,148</u>	<u>4,831,333</u>

These funds are available for exploration and operations upon the request of the Company.

The money market mutual funds consist of fully liquid, managed money market fund units that yield regular monthly dividends at market rates.

The guaranteed investment certificates are cashable and have maturity dates ranging from February 14, 2013 to September 6, 2013 and interest rates ranging from 1.70% to 2.27%.

4. PROPERTY AND EQUIPMENT

	Cost	Acc. Depr.	Sept. 30, 2012 Net
Computer equipment	\$ 20,960	\$ 16,476	\$ 4,484
Furniture and fixtures	13,467	8,192	5,275
Computer software	56,191	56,117	74
General equipment	32,478	12,621	19,857
Automobile	37,882	9,249	28,633
Leasehold improvements	4,812	4,812	-
	\$ <u>165,790</u>	\$ <u>107,467</u>	\$ <u>58,323</u>

	Cost	Acc. Depr.	Dec 31, 2011 Net
Computer equipment	\$ 20,261	\$ 13,574	\$ 6,687
Furniture and fixtures	13,467	7,261	6,206
Computer software	56,191	55,894	297
General equipment	25,143	9,764	15,379
Automobile	21,801	3,270	18,531
Leasehold improvements	4,812	4,812	-
	\$ <u>141,675</u>	\$ <u>94,575</u>	\$ <u>47,100</u>

5. LONG TERM INVESTMENTS

	September 30, 2012		December 31, 2011	
	Market \$	Cost \$	Market \$	Cost \$
Canadian Equities				
Spruce Ridge Resources Ltd.	22,500	56,250	32,500	56,250
U.S. Gold & Silver Inc.	16,144	21,249	-	-
Noble Mineral Exploration Inc.	41,250	58,125	35,625	31,875
Golden Dory Resources Corporation	105,000	60,000	-	-
	<u>184,894</u>	<u>195,624</u>	<u>68,125</u>	<u>88,125</u>

During 2010 the Company entered into an option agreement with Spruce Ridge Resources Ltd. (TSX-V:SHL) ("Spruce Ridge") pursuant to which Spruce Ridge could earn a 100% interest on eight claims comprising the Company's Sops Arm property in Newfoundland by making a share payment to the Company of 125,000 shares (received in the prior year) on signing and an additional 125,000 shares (received in the current year, being one

year from the signing of the agreement) of Spruce Ridge and by spending \$25,000 in exploration over a two year period. The Company would retain a 2% NSR on the property as well as a 100% interest in the base metal potential on the Sops Arm property. The Spruce Ridge shares are valued at the September 30, 2012 closing price of \$0.09 per common share (December 31, 2011 - \$0.13). The U.S. Gold & Silver Inc. (TSX:USA) were received from Spruce Ridge originally as RX Gold & Silver shares (which later merged with U.S. Gold & Silver Inc.) as a dividend in kind based on the Company's pro-rata ownership of Spruce Ridge and are valued at the September 30, 2012 closing price of \$2.37 per common share.

During the 2011 fiscal year, the Company sold its interest in 10 mining claim blocks totaling 132 claim units in the Lucas, Duff, and Tully townships to Noble Mineral Exploration Inc. ("Noble") (TSX-V:NOB) (formerly Ring of Fire Resources Inc.). Under the agreement, Noble has agreed to pay the Company a total of 750,000 shares, 375,000 issuable on signing (received) and 375,000 issuable on or before June 1, 2012 (received) and \$50,000 in cash, \$25,000 payable on signing (received) and \$25,000 on or before June 1, 2012 (received). In addition, the Company will retain a 2% Net Smelter Return Royalty ("NSR") or a 10% Net Profits Interest ("NPI") at the Company's election with Noble having the right to buy back 1% of the NSR or 5% of the NPI at a price of \$1 million. The Noble shares are traded on the TSX-V exchange under the symbol "NOB" and are valued at the September 30, 2012 closing price of \$0.055 per common share (December 31, 2011 - \$0.095).

The Golden Dory shares are traded on the TSX-V exchange under the symbol "GDR" and are valued at the September 30, 2012 closing price of \$0.07. See note 6(f) for further details on the nature of the agreement that resulted in the receipt of the shares by the Company.

6. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are comprised as follows:

Nine Months Ended September 30, 2012:

	Opening	Additions	Abandonment/ Recoveries	Closing
Exploration and evaluation activities	\$ 6,318,946	\$ 1,106,512	(60,000)	\$ 7,365,458
Acquisition costs and staking cost of properties	1,038,154	133,927	(1,750)	1,170,331
TOTAL	\$ 7,357,100	\$ 1,240,439	\$ (61,750)	\$ 8,535,789
Dog Paw Gold (a)	\$ 1,061,170	\$ 222,386	\$ -	\$ 1,283,556
Wicks Lake and Panama Lake (b)	95,350	2,137	-	97,487
Sheffield Lake (c)	43,307	-	-	43,307
Sops Arm (d)	-	-	-	-
Tilt Cove (e)	425,211	17,117	-	442,328
Gabbro Lake (f)	165,827	12,440	(60,000)	118,267
Tillex (g)	718,457	7,964	-	726,421
Staghorn (h)	1,214,321	55,324	-	1,269,645
Ogden (i)	3,137,282	412,124	-	3,549,406
Other Properties (j)	496,175	510,947	(1,750)	1,005,372
TOTAL	\$ 7,357,100	\$ 1,240,439	\$ (61,750)	\$ 8,535,789

Year ended December 31, 2011:

	Opening	Additions	Abandonment/ Recoveries	Closing
Exploration and evaluation activities	\$ 4,860,262	\$ 1,756,305	(297,621)	\$ 6,318,946
Acquisition costs and staking cost of properties	752,134	298,201	(12,181)	1,038,154
TOTAL	<u>\$ 5,612,396</u>	<u>\$ 2,054,506</u>	<u>\$ (309,802)</u>	<u>\$ 7,357,100</u>
Dog Paw Gold (a)	\$ 1,020,379	\$ 40,791	\$ -	\$ 1,061,170
Wicks Lake and Panama Lake (b)	79,296	16,054	-	95,350
Sheffield Lake (c)	42,430	877	-	43,307
Sops Arm (d)	-	-	-	-
Tilt Cove (e)	516,666	47,243	(138,698)	425,211
Gabbro Lake (f)	105,706	116,842	(56,721)	165,827
Tillex (g)	539,109	179,348	-	718,457
Staghorn (h)	1,241,805	72,516	(100,000)	1,214,321
Ogden (i)	2,061,641	1,075,641	-	3,137,282
Other Properties (j)	5,364	505,194	(14,383)	496,175
TOTAL	<u>\$ 5,612,396</u>	<u>\$ 2,054,506</u>	<u>\$ (309,802)</u>	<u>\$ 7,357,100</u>

a. Dog Paw Gold Property

In 2007, the Company acquired an option on the Dog Paw Gold project which is located approximately 40 km east of Kenora, Ontario and consists of 23 claims totaling 269 units. The Company entered into an option agreement with Endurance Gold Corp. whereby under the Initial Option the Company can earn a 70% interest in the property by making share payments totaling 400,000 shares (completed in 2008) and completing work commitments of \$200,000 on the property. The Company exercised a Second Option to earn a further 5% in the property by issuing a further 50,000 common shares (completed in 2008) and spent an additional \$250,000 on the property (completed). The Company has now earned a 75% interest and a joint venture has been formed on a 75% (the Company) and 25% (Endurance Gold Corp.) basis. During the 2010 fiscal period, the Company recovered \$50,000 in expenditures from Endurance Gold Corp. for their share of the joint venture expenditures. This recovery reduced the carrying amount of deferred exploration expenditures.

b. Wicks Lake and Panama Lake

The Panama Lake gold property is located in the southern portion of the Birch-Uchi Lake Greenstone belt in Northwestern Ontario and consists of 2 claims totaling 24 units. The Wicks Lake gold property is located approximately 1.5 km south of the Dog Paw Gold property and consists of 1 claim totaling 11 units.

The properties were purchased from Stares Contracting Corp., (a company related by common directorship) in 2007, subject to a 2% NSR royalty. Consideration for the acquisition was \$20,000 cash and 150,000 shares (both paid and issued in 2007).

c. Sheffield Lake

The Sheffield Lake project consists of 12 claims located approximately 30 km northeast of Deer Lake, Newfoundland.

d. Sops Arm

The Sops Arm project consists of 139 claims located approximately 50 km northeast of Deer Lake, Newfoundland. See note 5.

e. Tilt Cove

During 2008, the Company acquired by staking and option agreement a land package totaling 56 claim units, in four separate blocks, covering portions of the Betts Cove Ophiolite Suite on the Baie Verte Peninsula, Newfoundland. Three of the blocks were staked by the Company, while rights to the fourth were obtained through the execution of an option agreement (“Option Agreement”) with an arm’s length prospector. Pursuant to the Option Agreement, the Company has the option to earn a 100% interest in the claims forming the fourth block by making staged cash payments totaling \$67,500 and issuing 220,000 shares to the optionor over three years. On production, the optioned claim block is subject to a 2% net smelter return in favor of the optionor, subject in turn to a 1% buyback right in favor of the Company at the cost of \$1,250,000.

The Company issued 40,000 common shares to the optionor, on June 11, 2008, upon signing of the Option Agreement. During the year ended December 31, 2009, the Company issued 60,000 common shares to the optionor pursuant to the first anniversary of the agreement. Also, during 2009 the Company amended the agreement to reduce the first anniversary cash payment from \$17,500 to \$10,000 (paid) and then add a third anniversary cash payment of \$12,500 and 40,000 shares. During the 2010 fiscal year, the Company issued 120,000 common shares and made a second amendment to the option agreement’s second anniversary cash payment from \$40,000 to \$10,000 (paid) on or before June 2, 2010 and a further payment of \$10,000 (paid) and \$20,000 worth of the Company’s shares (166,000 shares) (paid) on or before September 2, 2010.

During the year ended December 31, 2011, the Company announced that it had successfully negotiated a Net Smelter Royalty (“NSR”) agreement with Rambler Metals and Mining PLC (“Rambler”) to process surface material located at the East Mine Dump on the Tilt Cove property. The Company will be paid a Net Smelter Return, or NSR, on any gold produced from this material. The agreement provides for payments of annual advanced royalties of \$100,000 if the material has not been processed in the first year and Rambler wish to keep the agreement in good standing. During the 2011 fiscal year, the Company received its first NSR royalty under the agreement in the amount of \$173,372 (10% of \$1,733,721). Of this amount, the Company also paid a \$34,674 amount owing to the optionor of the property to satisfy the underlying 2% NSR. Net proceeds in the amount of \$138,698 were credited against the capitalized costs on the property. No production has occurred during the nine month period ended September 30, 2012.

f. Gabbro Lake

The Gabbro Lake project consists of 211 claims located approximately 120 km Northeast of Labrador City, Labrador.

During 2008, the Company entered into a formal joint venture agreement with Golden Dory Resources for the Gabbro Lake Project. Under the terms of the agreement the Company and Golden Dory Resources formed the joint venture on a 50:50 basis with the Company being the primary operator. During the year ended December 31, 2011, the Company reduced the carrying cost of this property by \$56,721 as a result of cost recoveries from Golden Dory under the JV agreement.

During the period ended September 30, 2012, the Company announced that it had reached an agreement subject to TSX Venture Exchange approval whereby Golden Dory can increase its ownership interest from 50% to 70%. Under the terms of the agreement, Golden Dory will become the operator and can increase its interest by 10% to 60% by issuing 1.5 million Golden Dory shares to the Company (received) and by completing a \$500,000 exploration program in 2012, which is to include a minimum 1,200 metre diamond drill program. Golden Dory can increase its ownership interest by an additional 10% to 70% by issuing an additional 2.5 million Golden Dory shares to the Company and by providing an NI 43-101 compliant report by the fourth anniversary of the agreement. Subsequent to September 30, 2012, Golden Dory successfully met the conditions to earn the initial 10% additional interest and currently holds a 60% interest in the project.

g. Tillex

On March 6th, 2008, the Company entered into an option agreement with Kinross Gold Corporation (“Kinross”) on the Currie Bowman Property, located 54 kilometers east of Timmins, Ontario, whereby the Company can acquire 100% of the 60% participating interest currently held by Kinross: the remaining 40% interest is held by Selkirk Metals Holdings Corp. The option requires expenditures totaling \$250,000 over 2 years, with the first \$100,000 to be expended during the first year of the agreement (requirement met) and staged share payments totaling 750,000 shares (300,000 shares issued to date). Kinross retains a 1% NSR, of which 50% (or 0.5%) can be purchased the Company for \$500,000. The property consists of 134 units in 30 claims. During the 2010 fiscal year, the Company terminated its option with Kinross on the Currie Bowman property, and maintains the Tillex claims.

h. Staghorn

During 2008, the Company entered into an agreement with a group of prospectors to earn a 100% interest in a group of 76 claim units spread over 1,216 hectares in the Wood Lake area in west central Newfoundland. Terms of the option agreement include making a series of staged option payments totaling \$95,000 and issuing 250,000 shares to the optionors over three years. During 2008, the Company issued 50,000 common shares and during 2009, the Company issued 70,000 common shares. During the 2010 fiscal year, the Company issued 50,000 common shares to the optionors. The optionors will retain a 2% Net Smelter Royalty, 50% of which can be purchased for \$1,000,000. During the 2011 year, the Company reduced the carrying amount of the deferred exploration expenditures on the Staghorn project by \$100,000 as a result of the receipt of a non-repayable grant from the Province of Newfoundland. Also during the 2011 year, the Company paid \$44,000 and issued 50,000 shares to the optionors pursuant to the option agreement and now holds a 100% interest.

i. Ogden

During 2008, the Company entered into an agreement with Goldcorp Canada Ltd. (“Goldcorp”) to jointly explore Goldcorp’s mining claims located in Ogden and Deloro Townships, located six kilometres south of Timmins, Ontario. The package consists of 84 patented and unpatented claims totaling approximately 1,184 hectares (the “Property”). The agreement allows for the Company to earn 50% of Goldcorp’s interest in the Property by funding total expenditures on the Property of \$3,100,000 over four years as follows: (i) \$400,000 in year one, (ii) \$700,000 in year two and (iii) \$1,000,000 in each of years three and four. The Company will also make cash and share payments to Goldcorp as follows: (i) \$40,000 cash and \$25,000 worth of common shares on signing (completed in 2008 and based on an average of the previous 20 trading days), (ii) \$35,000 cash and \$25,000 worth of common shares on the first anniversary (completed in 2009 and based on an average of the previous 20 trading days), (iii) \$35,000 cash and \$50,000 worth of common shares (based on an average of the previous 20 trading days) on the second anniversary (completed in 2010), (iv) \$100,000 worth of common shares on the third anniversary (based on an average of the previous 20 trading days) (completed in 2011), and (v) \$150,000 worth of common shares on the fourth anniversary (based on an average of the previous 20 trading days) (subsequently completed). Within six months of the Company’s vesting at 50% interest in the Property, Goldcorp has the option to buy back a 20% interest from the Company for a cash payment of up to \$310,000, expending \$4,100,000 on the Property within two years, and completing a feasibility study within three years.

The Company was the operator of the Property during the earn-in period and afterwards, provided it holds a 50% or greater interest in the Property. During the period ended September 30, 2012, the Company received notice from Goldcorp that Goldcorp does not intend to pursue its back-in right on the Ogden property and as a result, the Company and Goldcorp are in the process of finalizing a 50/50 joint venture agreement. If either party becomes diluted to a 10% interest, that interest will be converted into a 2% Net Smelter Return Royalty.

j. Other Properties

Included in Other Properties (Ontario, Newfoundland, and Yukon) are the Sops Arm North; Silver Pond; Cape Ray; Prospector’s Pond; Yukon Property; Yellow Fox; Careless Cove; Jackson’s Arm; Gryba; and Tally Pond projects. During the nine month period ended September 30, 2012, the Company incurred \$47,923 (2011: nil) in pre-acquisition exploration and evaluation costs which were included in expenses for the year.

In addition, the Company disposed of the Tully property to Noble Mineral Exploration Inc. (formerly Ring of Fire Resources Inc.) as described in note 5.

During the 2011 fiscal year, the Company acquired a 100% interest in three claim units in Ogden Township known as the Gryba claims. The claims are contiguous to the Ogden property. Under the terms of the agreement the Company purchased the claims for \$25,000 (paid) and issued 100,000 common shares (issued) to the vendor. The vendor will retain a 1% NSR on the property. The costs associated with the Gryba claims are included in Other Properties.

7. CAPITAL AND RESERVES

i. Share Capital

At September 30, 2012, the authorized share capital comprised an unlimited number of common shares and an unlimited number of preferred shares.

To date, no preferred shares have been issued.

ii. Share Purchase Warrants

Details of share purchase warrant transactions for the period are as follows:

	# of Warrants	Amount \$	Wtd. Avg. Ex. Price	Expiry
Balance, December 31, 2010	11,944,996	708,126		
-Pursuant to private placements (note 8(vii)(ii))	10,484,500	1,819,917	\$0.45	Feb 2013
-Broker warrants pursuant to above	1,900,520	362,675	\$0.28	Feb 2013
-Exercised during the period	(127,503)	(4,570)	\$0.29	
-Expired during the period	(7,336,340)	(396,676)	\$0.30	
Balance, December 31, 2011	16,866,173	2,489,472		
-Expired during the period	(4,481,153)	(304,270)	\$0.25	
Balance, September 30, 2012	12,385,020	2,185,202		

For purposes of the warrants granted, the fair value of each warrant was estimated on the date of grant using an option pricing model, using the assumptions noted in note 7(iii).

Pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

The following table summarizes information about the warrants outstanding at September 30, 2012 and December 31, 2011:

Expiry Dates	Exercise Price	June 30, 2012 # of Warrants	December 31, 2011 # of Warrants
August 3, 2012	\$0.25	-	2,202,503
August 6, 2012	\$0.25	-	2,278,650
February 2, 2013	\$0.45	10,484,500	10,484,500
February 2, 2013	\$0.28	1,900,520	1,900,520
		<u>12,385,020</u>	<u>16,866,173</u>

iii. Stock Options

Details of stock option transactions for the nine month period ended September 30, 2012 and the year ended December 31, 2011 are as follows:

	# of Options	Wtd. Avg. Ex. Price
Balance, December 31, 2010	4,100,000	\$0.18
Granted during the period	4,775,000	\$0.16
Expired during the period	(1,185,000)	\$0.255
Exercised during the period	(150,000)	\$0.165
Balance, December 31, 2011	7,540,000	\$0.16
Cancelled during the period	(300,000)	\$0.10
Balance, September 30, 2012	7,240,000	\$0.16

The following table summarizes information about the options outstanding at June 30, 2012 and December 31, 2011:

Expiry Dates	Exercise Price	Sept. 30, 2012 # of Options	December 31, 2011 # of Options
December 2012	\$0.17	10,000	10,000
August 2014	\$0.15	1,380,000	1,380,000
February 2015	\$0.16	1,275,000	1,275,000
May 2015	\$0.10	100,000	100,000
March 2016	\$0.235	1,475,000	1,475,000
August 2016	\$0.13	3,000,000	3,000,000
November 2016	\$0.10	-	300,000
		<u>7,240,000</u>	<u>7,540,000</u>

The Company applies the fair value method of accounting for share-based payments using an option pricing model.

Stock options granted to directors, officers and employees vested during the nine month period ended September 30, 2012 are as follows:

<u>Grant Date</u>	<u># of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
March 9, 2011	91,598	\$0.235	March 9, 2016
August 10, 2011	831,045	\$0.13	August 10, 2016
Nov 16, 2011	138,328	\$0.10	Nov 16, 2016
	<u>1,060,971</u>		

The Company has calculated \$124,931 as share-based payments expense and under capital stock as reserves for the 951,382 options vesting to directors, officers and employees during the period:

- For the 1,475,000 options granted on March 9, 2011, the fair value of each option is \$0.0456 and was estimated on the grant date with the following assumptions: dividend yield of 0%, expected volatility of 154%, a risk-free interest rate of 2.44% and an expected life of approximately 5 years.
- For the 3,000,000 options granted on August 10, 2011, the fair value of each vested option is \$0.114 and was estimated on the grant date with the following assumptions: dividend yield of 0%, expected volatility of 176%, a risk-free interest rate of 1.35% and an expected life of approximately 5 years.
- For the 300,000 options granted on November 16, 2011, the fair value of each vested option is \$0.0751 and was estimated on the grant date with the following assumptions: dividend yield of 0%, expected volatility of 170%, a risk-free interest rate of 1.4% and an expected life of approximately 5 years. These options were cancelled during the period ended September 30, 2012.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

iv. Share Issuance – Mineral Property Option Agreements

The Company has issued the following shares in acquiring options on mineral properties at September 30, 2012 and December 31, 2011

	Number	Amount
<i>Issued in 2012</i>		
Ogden – May 24, 2012	<u>2,133,712</u>	<u>\$ 117,354</u>
<i>Issued in 2011</i>		
Tilt Cove – January 18, 2011	40,000	\$ 11,600
Staghorn - August 11, 2011	100,000	11,000
Gryba – December 7, 2011	100,000	7,000
Ogden - December 14, 2011	<u>1,309,324</u>	<u>85,106</u>
	<u>1,549,324</u>	<u>\$ 114,706</u>

v. Shares held in escrow

Pursuant to the requirements of the Exchange on closing of the Acquisition, 867,879 common shares remain subject to a surplus escrow agreement.

vi. Private Placements

During the year ended December 31, 2011 the Company completed the following private placements:

- (ii) The Company completed a private placement by issuing 3,787,500 flow-through common shares at a price of \$0.32 per flow through share and 20,969,000 units at a price of \$0.28 per unit for aggregate gross proceeds of \$7,083,320. Each unit is comprised of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to acquire an additional common share of the Company at a price of \$0.45 until February 4, 2013.

The fair value of the 10,484,500 common share purchase warrants received by investors have been estimated at \$1,819,917 using the Black-Scholes option pricing model and the following assumptions: dividend yield of 0%, expected volatility of 159%, a risk-free interest rate ranging of 1.74% and an expected life of 24 months.

Arm's length parties assisting in the private placement received cash commission of \$495,832 equal to 7% of gross proceeds of \$7,083,320 and broker warrants to the agents entitling holders to acquire 1,900,520 common shares of the Company at a price of \$0.28 until February 4, 2013. The warrants were valued at \$362,675.

8. RELATED PARTY TRANSACTIONS

The Company paid or accrued the following amounts to related parties during the nine month period ended September 30, 2012 and September 30, 2011:

Payee	Description of Relationship	Nature of Transaction	Sept. 30, 2012 Amount (\$)	Sept. 30, 2011 Amount (\$)
Stares Prospecting Ltd.	Company controlled by Alexander Stares, Director and Officer	Payments for equipment rentals, supply of labour and reimbursement of expenses capitalized in deferred development expenditures	234,931	188,832
Eastrock Exploration/ Wayne Reid	Company controlled by Wayne Reid, Director and Officer	Payments for geological consulting services, and reimbursement of expenses capitalized in deferred development expenditures	156,549	99,037
Nick Tsimidis	Director and Officer	Payments for consulting fees and reimbursement of expenses	20,340	20,399

The purchases from/fees charged by related parties are in the normal course of operation and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Included in accounts payable and accrued liabilities at September 30, 2012 is:

- \$13,279 payable to Stares Prospecting Ltd., (2011: \$42,810);
- \$9,318 payable to Eastrock Exploration Inc., (2011: \$25,479)
- \$6,780 payable to Nick Tsimidis (2011: \$6,803)

Key management personnel remuneration during the period included \$341,700 (September 30, 2011 - \$281,142) in salaries and benefits and \$62,566 (September 30, 2011 - \$178,180) in share-based payments.

9. STAKING SECURITY DEPOSITS

Staking security deposits of \$35,780 (December 31, 2010 – \$7,150) represents security amounts paid to the Government of Newfoundland and Labrador in connection with mineral property claims located in the Province of Newfoundland. These staking security deposits are refundable to the company upon submission by the company of a report covering the first year work requirements which meets the requirements of the Government of Newfoundland and Labrador.

10. SUPPLEMENTAL CASH FLOW INFORMATION

	September 30, 2012 \$	December 31, 2011 \$
Shares issued for option on mineral properties	117,354	114,706
Broker warrants issued	-	362,675

11. LOSS PER SHARE

Basic loss per share figures are calculated using the weighted average number of common shares outstanding during the period.

Fully diluted loss per share figures are calculated after taking into account all stock options and warrants granted. Exercise of the outstanding warrants and options would be anti-dilutive with respect to loss per share calculations and therefore fully-diluted loss per share is not presented.

12. COMMITMENTS

The Company leases an automobile which has an expiry date of August 2013. The future minimum annual fiscal lease payments over the term of the leases are as follows:

2012	2,167
2013	<u>5,778</u>
	\$ <u>7,945</u>

The Company has entered into a lease agreement for its office premises in Thunder Bay, Ontario expiring September 15, 2014 for \$1,219 per month.

The Company also has commitments as described in note 6 related to mineral properties and deferred development expenditures.

During the year ended December 31, 2011, the Company announced that it had entered into an investor relations contract whereby the Company will pay the provider a monthly fee of \$5,000 and grant 300,000 stock options of the Company with an exercise price of \$0.10 expiring on the earlier of 5 years from the date of grant or the expiration or termination of the agreement and will vest in quarterly increments over a 12 month period. The term of the agreement is 12 months however it may be terminated by either party after 5 months provided 30 days written notice is given to the other party. During the period ended September 30, 2012, the Company terminated the agreement and cancelled the options, the vested amounts of which were unexercised.