MOAG COPPER GOLD RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

(Unaudited – Prepared by Management)

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NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of the Corporation have been prepared by the Audit Committee and Board of Directors of the Corporation.

The Corporation’s independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants of interim financial statements by an entity’s auditors.

MOAG COPPER GOLD RESOURCES INC.
Statements of Financial Position
(Expressed in Canadian dollars)

	December 31, 2014	June 30, 2014
ASSETS		
Current		
Cash	**$ 170,156**	$ 218,138
GST/HST recoverable	**8,234**	3,992
Prepaid expenses	**11,098**	26,271
Due from related parties (Note 9)	**781,923**	601,680
Total current assets	**971,411**	850,081
Non-Current		
Exploration and evaluation assets (Note 5)	**788,671**	424,874
Reclamation bond	**4,000**	4,000
Total non-current assets	**792,671**	428,874
Total assets	**$ 1,764,082**	$ 1,278,955
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**$ 673,867**	$ 822,755
Short-term loan (Note 7)	**295,000**	295,00
Deferred premium on flow-through shares	**37,500**	37,500
Total current liabilities	**1,006,367**	1,155,255
Convertible debenture (Note 8)	**2,252,786**	1,025,760
	3,259,153	2,181,015
SHAREHOLDERS' DEFICIENCY		
Share capital (Note 10)	**3,000,505**	3,003,005
Equity component of convertible debenture (Note 8)	**405,448**	221,900
Reserve (Note 9)	**289,603**	289,603
Deficit	**(5,190,627)**	(4,416,568)
Total shareholders' equity	**(1,495,071)**	(902,060)
Total shareholders' equity and liabilities	**$ 1,764,082**	$ 1,278,955

Nature and continuance of operations (Note 1)

Approved on behalf of the Board:

"Bradley L. Jones"	***"Gary Brown"***
Director – Bradley L. Jones, CPA, CA	Director – Gary Brown

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

MOAG COPPER GOLD RESOURCES INC.
Statements of Comprehensive Loss
(Expressed in Canadian dollars)

	Three Months Ended		Six Months Ended	
	December 31, 2014	December 31, 2013	**December 31, 2014**	December 31 2013
Expenses				
Automobile	**$ 3,240**	$ 3,046	**$ 6,289**	$ 5,997
Consulting fees	**167,044**	56,120	**239,602**	134,620
Investor relations	**2,359**	-	**4,509**	-
Interest expense – convertible debenture (Note 8)	**128,027**	35,717	**227,354**	39,861
Management fees (Note 9 (a))	**60,000**	60,000	**120,000**	120,000
Office and miscellaneous	**19,367**	2,624	**27,395**	5,407
Foreign exchange loss	**10,682**	-	**13,975**	-
Professional fees	**23,740**	17,301	**37,236**	26,353
Promotion	**64,369**	-	**64,369**	-
Rent (Note 9 (a))	**9,000**	9,000	**18,000**	18,000
Share-based payment	**-**	289,603	**-**	289,603
Transfer agent and filing fees	**5,837**	4,993	**9,822**	8,545
Travel	**-**	2,835	**5,508**	3,830
	493,665	481,239	**774,059**	652,216
Net loss for the period	**(493,665)**	(481,239)	**(774,059)**	(652,216)
Loss per share – basic and diluted	**$ (0.01)**	$ (0.01)	**$ (0.01)**	$ (0.01)
Weighted average number of shares outstanding	**71,976,333**	**71,186,115**	**71,921,306**	71,186,115

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

MOAG COPPER GOLD RESOURCES INC.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Equity Component of Convertible Debenture	Reserve	Retained Earnings (Deficit)	Total Equity
Balance, June 30, 2014	70,751,333	$ 3,003,005	$ 221,900	$ 289,603	$ (4,416,568)	$ (902,060)
Convertible debenture (Note 7)	-	-	204,354	-	-	204,354
Convertible debenture issuance cost (Note 8)	-	-	(20,806)	-	-	(20,806)
Shares issued in settlement of debt	225,000	22,500	-	-	-	22,500
Financing fee	-	(25,000)	-	-	-	(25,000)
Net loss for the period	-	-	-	-	(774,059)	(774,059)
Balance, December 31, 2014	**70,976,333**	**$ 3,000,505**	**$ 405,448**	**$ 289,603**	**$ (5,190,627)**	**$ 1,495,071**

	Number of Shares	Share Capital	Equity Component of Convertible Debenture	Reserve	Retained Earnings (Deficit)	Total Equity (deficiency)
Balance, June 30, 2013	71,251,333	$ 3,003,005	$ 11,041	$ -	$ (3,224,910)	$ (210,864)
Convertible debenture (Note 7)	-	-	156,435	-	-	156,435
Convertible debenture issuance cost (Note 8)	-	-	(15,643)	-	-	(15,643)
Stock option (Note 9)	-	-	-	289,603	-	289,603
Net loss for the period	-	-	-	-	(652,216)	(652,216)
Balance, December 31, 2013	71,251,333	$ 3,003,005	$ 151,833	$ -	$ (3,877,126)	$ (432,685)

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

MOAG COPPER GOLD RESOURCES INC.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Six Months Ended December 31, 2014	Six Months Ended December 31, 2013
Cash flows from (used in)		
Operating activities		
Loss for the period	**$ (774,059)**	$ (652,216)
Items not affecting cash		
Accretion on convertible debenture	**150,969**	24,611
Shares issued in settlement of debt	**22,500**	-
Share-based payment	**-**	289,603
	(600,863)	(338,002)
Changes in non-cash working capital items:		
Increase in GST recoverable	**(4,242)**	(3,741)
Decrease/(Increase) in prepaid expenses	**15,173**	(68,551)
Decrease in accounts payable and accrued liabilities	**(148,888)**	(30,084)
	(738,820)	(440,378)
Investing activities		
Exploration and evaluation expenditures	**(363,797)**	-
Financing activities		
Proceeds from issuance of convertible debenture (net)	**1,259,878**	729,000
Financing fees	**(25,000)**	-
Net advances to related parties	**(180,243)**	(157,220)
	1,054,635	571,780
Increase (decrease) in cash during the period	**(47,982)**	131,402
Cash (bank indebtedness), beginning of the period	**218,138**	(2,032)
Cash, end of the period	**$ 170,156**	$ 129,370
Supplemental information:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -

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

1. NATURE AND CONTINUANCE OF OPERATIONS

MOAG Copper Gold Resources Inc. (formerly Transformation Capital Corp.) (the "Company") was incorporated pursuant to the provisions of the Canada Business Corporations Act on May 11, 2006. The Company changed its name on June 30, 2009 and has been engaged in the acquisition and development of molybdenum, silver, copper and gold mineral properties. The Company has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral properties in accordance with industry practice, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production.

On September 22, 2011, the Company entered into an amalgamation agreement with Greenfab Build Systems Inc. ("Greenfab"), a reporting issuer in the provinces of British Columbia, Alberta and Ontario, to combine as one corporation under the name MOAG Copper Gold Resources Inc. As part of the amalgamation agreement, each shareholder of Greenfab received one (1) common share of the amalgamated company in exchange for every four (4) issued common shares of Greenfab held by the shareholder. Each shareholder of MOAG received one (1) common share of the amalgamated company in exchange for every one (1) issued common share of MOAG held by the shareholder. On December 1, 2011, Industry Canada granted the certificate of amalgamation under the Canada Business Corporations Act (Note 4 and 10). Following the amalgamation, MOAG commenced trading on the Canadian National Stock Exchange on January 9, 2013.

The head office and principal address of the Company is 21 Burkebrook Pl., Suite 405, Toronto, Ontario, M4G 0A2.

These financial statements have been prepared by management on a going-concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and settle its liabilities and commitments in the normal course of business. As at December 31, 2014, the Company had working capital deficit of $34,956 (June 30, 2014: deficit of $305,174), and has incurred losses since inception of $5,190,627 (June 30, 2014: 4,416,568). The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations, and to raise the necessary capital to fund ongoing exploration expenditures, support its operations, and discharge its liabilities as they come due. These financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses that would be necessary should the going concern assumption become inappropriate.

The Company's Board of Directors authorized these financial statements for issue on February 27, 2015.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended June 30, 2014, which have been prepared in accordance with IFRS as issued by the IASB.

The Company uses the same accounting policies and methods of computation as in the annual financial statements for the year ended June 30, 2014.

2. **BASIS OF PRESENTATION (continued)**

(b) **Basis of measurement**

These financial statements have been prepared under the historical cost basis, except for financial instruments classified as available-for-sale ("AFS") and fair value through profit or loss ("FVTPL"). These financial statements have been prepared under the accrual basis of accounting, except for cash flow information. The Company's functional and reporting currency is the Canadian dollar.

(c) **Use of estimates and assumptions**

The preparation of financial statements in conformity with IFRS requires management to make estimates, assumptions and judgments that affect the application of policies and reported amounts of assets and liabilities and disclosures of assets and liabilities at the date of the financial statements, along with reported amounts of expenses and net losses during the period. Significant areas requiring the use of management estimates and assumptions relate to the recoverability of exploration and evaluation assets, collection of amounts due to Related Parties, deferred income tax, provision for environmental rehabilitation and assumptions used in valuing options in share-based compensation calculations. Actual results could be different from those estimates.

3. **SIGNIFICANT ACCOUNTING POLICIES (continued)**

(n) **New accounting standards and interpretations**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after January 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded from the summary below. The Company is currently assessing the impact of the following standards, which have not yet been adopted, on its financial statements

(i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IASB 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2014.

(ii) IFRS 10 – Consolidated financial statements ("IFRS 10") was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. IFRS 10 is effective for annual period beginning on or after January 1, 2014. Earlier adoption is permitted.

3. **SIGNIFICANT ACCOUNTING POLICIES (continued)**

(n) **New accounting standards and interpretations** (continued)

(iii) IFRS 11 – Joint arrangements ("IFRS 11") was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the later case account for the arrangement using the equity method. IFRS 11 is effective for annual periods beginning on or after January 1, 2014. Earlier application is permitted.

(iv) IFRS 12 – Disclosure of interests in other entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interest in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2014. Earlier application is permitted.

(v) IFRS 13 – Fair value measurement ("IFRS 13") was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRSs. The key points of IFRS 13 are as follows:

- fair value is measured using the price in a principal market for the asset or liability, in the absence of a principal market, the most advantageous market;
- financial assets and liabilities with offsetting positions in market risks or counterparty credit risks can be measured on the basis of an entity's net risk exposure;
- disclosures regarding the fair value hierarchy has been moved from IFRS 7 to IFRS 13, and further guidance has been added to the determination of classes of assets and liabilities;
- a quantitative sensitivity analysis must be provided for financial instruments measured at fair value;
- a narrative must be provided discussing the sensitivity of fair value measurements categorized under Level 3 of the fair value hierarchy to significant unobservable inputs;
- and information must be provided on an entity's valuation processes for fair value measurements categorized under Level 3 of the fair value hierarchy.

IFRS 13 is effective for annual periods beginning on or after January 1, 2014. Earlier application is permitted.

In addition, there have been amendments to existing standards, including IAS 27 and IAS 28. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 – 13.

4. MARKETABLE SECURITIES

	December 31, 2014		June 30, 2014	
	Number of Shares	**Amount**	Number of Shares	Amount
Highbank Resources Ltd.	-	**$ -**	-	$ -

During the year ended June 30, 2011, the Company received 20,000,000 common shares of Highbank Resources Ltd., a company related by a common director at the time, pursuant to the terms of the Highland Valley property option agreement (Note 6) of which, 14,000,000 were held in escrow. The Company has classified these investments as "available for sale".

During the year ended June 30, 2013, 14 million shares of Highbank Resources Ltd were written off to reflect the cancellation of those shares by Highbank Resources Ltd. Pursuant to the terms of the Highland Valley property option agreement (Note 6), Highbank Resources Ltd earned its 50% interest in the Highland Valley Property on July 19, 2012. Subsequent to earning the aforementioned 50% interest, Highbank Resources Ltd advised the Company that it was terminating the agreement between the parties and had requested approval from the TSX Venture to cancel the remaining 14 million shares in escrow which the transfer agent did on January 14, 2013. It is the Company`s position that once Highbank Resources Ltd had earned its 50% interest terminating the Property Option Agreement was valid. However as the issuance of the original 20 million shares was a requirement of earning said interest there was no justification to the cancellation of the remaining 14 million shares. The Company will take all steps necessary including litigation to have the shares reissued to it.

Under IAS 37, the Company cannot recognize a contingent asset on the statement of financial position, however the Company strongly believes the outcome will be in the Company's favour and the sensitivity analysis below illustrates the impact of the outcome on the asset, deficit and net loss for the year at each level of recoverability:

	RECOVERABILITY LEVEL				
	0%	**25%**	**50%**	**75%**	**100%**
Due from Highbank Resources Ltd.	-	280,000	560,000	840,000	1,120,000
Deficit	(4,416,568)	(4,136,568)	(3,856,568)	(3,576,568)	(3,296,568)
Net loss for the year	(1,191,658)	(911,658)	(351,658)	488,342	1,608,342

5. EXPLORATION AND EVALUATION ASSETS

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

	Highland Valley Property Canada	Area #934 Ireland	Area #930 Ireland	Total
Acquisition costs:				
Balance, June 30, 2014	$ -	$ 263,317	$ 140,047	$ 403,364
Exploration costs:				
Balance, June 30, 2014	$ -	$ 21,510	$ -	$ 21,510
Geological consulting	-	342,297	16,000	358,297
Insurance	-	5,500	-	5,500
Balance, December 31, 2014	$ -	$ 369,307	$ 16,000	$ 385,307
	$ -	**$ 632,624**	**$ 156,047**	**$ 788,671**

During the six month period ended December 31, 2014, there were exploration expenditures for Area#934 and Area#930 of $363,797 (June 30, 2014: $nil).

Highland Valley Property, British Columbia

On July 5, 2009, the Company purchased the Highland Valley Claim Group, located in southwest British Columbia, from a company owned by a related party for $250,000 and 8,000,000 common shares of the Company with a fair value of $240,000.

On December 8, 2009 (as amended on December 15, 2010 and July 19, 2012), the Company entered into an option agreement with Highbank Resources Ltd. ("Highbank") whereby Highbank could earn a 50% interest in the Highland Valley property. The option agreement has received the approval from TSX Venture Exchange on February 8, 2011 ("effective date").

To earn this 50% interest, Highbank was required to pay a total of $250,000, issue 20,000,000 of its shares, and incur mineral exploration expenditures aggregating $1,000,000 as follows:

Cash consideration to be paid by Highbank:

- $50,000 to be paid upon execution of the agreement (received);
- a further $50,000 to be paid within one year following the effective date (February 8, 2012) (acknowledged by both parties as completed per amended agreement dated July 19, 2013);
- a further $75,000 to be paid within two years following the effective date (February 8, 2013) (acknowledged by both parties as completed per amended agreement dated July 19, 2013); and
- a further $75,000 to be paid within three years following the effective date (February 8, 2014) (acknowledged by both parties as completed per amended agreement dated July 19, 2013).

5. EXPLORATION AND EVALUATION ASSETS (continued)

Highland Valley Property, British Columbia (continued)

Shares of Highbank to be issued to the Company (issued and received):

- 20,000,000 common shares to be issued within five days following the effective date (February 13, 2011) (received). Of which, 14,000,000 were held in escrow and 6,000,000 common shares were released and sold during the year ended June 30, 2013 and 2014.

Exploration expenditures to be incurred by Highbank:

- $350,000 within one year of the effective date (February 8, 2012) (acknowledged by both parties as completed per amended agreement dated July 19, 2013);

- an additional $350,000 within two years of the effective date (February 8, 2014) (acknowledged by both parties as completed per amended agreement dated July 19, 2013); and

- an additional $300,000 within three years of the effective date (February 8, 2014) (acknowledged by both parties as completed per amended agreement dated July 19, 2013).

As of June 30, 2011, the Company incurred exploration and evaluation expenditures of $571,752 on the property. The amount was fully offset by 20,000,000 shares with a fair value of $1,800,000 received from Highbank (Note 5), resulting in a gain of $1,228,248 during the year ended June 30, 2011.

On July 19, 2013, the Company and Highbank Resources Limited ("HBK") approved the following changes to certain property agreements and or arrangements between the parties:

- The Company and HBK are parties to a Property Option Agreement ("the agreement") dated December 8, 2009, amended December 15, 2010 and further amended February 2, 2011 in respect of the Company's Highland Valley property. The agreement required HBK to pay amounts aggregating $250,000, issue 20 million shares and incur exploration expenditures of $1,000,000 over a three (3) year period in order to secure a fifty (50) percent interest in the property.

- Agreement was reached that the aforementioned fifty (50) percent interest would be considered "earned" based on cash payments made, exploration expenditures made or incurred to date. And the issuance of the 20 million shares was completed in February 2011.

- Subsequent to earning the aforementioned 50% interest, HBK advised the Company that it was terminating the agreement between the parties and had requested approval from the TSX Venture to cancel the remaining 14 million shares in escrow.

- Whereas HBK was the legal and beneficial owner of all right, title and interest in and to prospecting licence over prospecting area #930 (Murvey Property) and #934 (Mace Property) in the Country of Galway located in Ireland.

- HBK agreed to transfer its 100% interest in the licenses to the Company and will retain a 1% NSR which the Company have the option to purchase ½% for $500,000.

5. EXPLORATION AND EVALUATION ASSETS (continued)

Area #930, County of Galway, Ireland – Murvey Property and Area #934, County of Galway, Ireland – Mace Property

As a result of aforementioned second amendment of option agreement with Highbank on Highland Valley Property dated July 19, 2013, HBK agreed to transfer its 100% interest in the licenses of Area #930 and Area #934 to the Company, and will retain a 1% NSR which the Company have the option to purchase ½% for $500,000.

By exchanging the interest in mineral properties between Highland Valley property, and Murvey & Mace properties, the Company experienced a gain of $353,364 on the non-monetary transaction, which was included in the $423,586 balance in "gain on Highland Valley property option agreement" on the income statement.

$140,047 acquisition cost is allocated to Area #930, County of Galway, Ireland – Murvey Property.

$213,317 acquisition cost is allocated to Area #934, County of Galway, Ireland – Mace Property. Along with $50,000 cash paid to Highbank in the past, the total acquisition cost for the Mace property is $263,317.

6. SHORT-TERM LOAN

As at December 31, 2014, the Company had a $295,000 (June 30, 2014: $295,000) short-term loan. The loan is non-interest bearing, unsecured and has no specific repayment terms.

7. CONVERTIBLE DEBENTURES

The Debentures have a face value of $2,678,443 (June 30, 2014: $1,275,766), of which $990,658 matures on June 30, 2015 (the "Maturity Date"), $1,671,013 matures on January 3, 2016., and $16,772 matures on December 1, 2016 The Debentures accrue interest at a rate of 10% per annum, calculated and paid semi-annually. At the option of the Debenture holder the Debentures shall be convertible at any time prior to the Maturity Date in whole into common shares of the Company at a price of $0.20 per common share.

On issuance, $405,448 (June 30, 2014: $221,900), net of issuance cost, attributed to the equity conversion features of the Debenture was classified as an equity component of the convertible debenture. The debt component will be accreted systematically to its face value over the term of the note by the recording of additional interest expense. $150,696 (December 31, 2013: $24,611) accretion was recorded as expense for the six months ended December 31, 2014.

The $2,252,786 (June 30, 2014: $1,025,760), debt component of the Debentures is calculated as the present value of the debt and required interest payments are discounted at a rate approximating the interest rate that would have been applicable to convertible debentures issued by similar size competitors in the same industry at the time the Debentures were issued.

8. RELATED PARTY TRANSACTIONS

(a) Related party transactions

The Company entered into the following related party transactions for the three month period ended December 31, 2014 and 2013:

December 31, 2014	**Management Fees**	**Rent**	**Total**
Gary Brown (1)	**$ 30,000**	**$ -**	**$ 30,000**
Bradley L. Jones (2)	**30,000**	**9,000**	**39,000**
	$ 60,000	**$ 9,000**	**$ 69,000**

December 31, 2013	Management Fees	Rent	Total
Gary Brown (1)	$ 60,000	$ -	$ 60,000
Bradley L. Jones (2)	60,000	18,000	78,000
	$ 120,000	$ 18,000	$ 138,000

(b) Related party receivables

Amounts receivable from related parties is comprised of the following:

	December 31, 2014	June 30, 2014
Gary Brown (1)	**$ 372,147**	$ 220,147
Bradley L. Jones (2)	**409,776**	381,533
	$ 781,923	$ 601,680

(1) Gary Brown is the President and a director of the Company.
(2) Bradley L. Jones is the COO, CFO and a director of the Company.

(d) Key management personnel compensation

Key management personnel were paid management fees for the three month period ended December 31, 2014 and 2013 as disclosed in Note 8(a).

9. SHARE CAPITAL

(a) Authorized:

Unlimited common shares and preferred shares without par value

(b) Issued common shares:

During the quarter ended December 31, 2014:

(i) The Company issued $1,051,566 convertible debenture, which can be converted into common shares at $0.20 per share before January 3, 2016. $132,685, net of issuance cost, attributed to the equity conversion features of the Debenture was classified as an equity component of the convertible debenture (see Note 7).

(ii) The Company issued $16,772 convertible debenture, which can be converted into common shares at $0.20 per share before December 1, 2016. $2,116, net of issuance cost, attributed to the equity conversion features of the Debenture was classified as an equity component of the convertible debenture (see Note 7).

(iii) The company issued 225,000 common shares in settlement of debt. Each common share has a deemed value of $0.10 per share, for gross proceeds of $22,500.

During the quarter ended September 30, 2014:

(i) The Company issued $334,339 convertible debenture, which can be converted into common shares at $0.20 per share before January 3, 2016. $69,553, net of issuance cost, attributed to the equity conversion features of the Debenture was classified as an equity component of the convertible debenture (see Note 7).

During the year ended June 30, 2014:

(i) The Company issued $1,215,767 convertible debenture, which can be converted into common shares at $0.20 per share before June 30, 2015. $219,856, net of issuance cost, attributed to the equity conversion features of the Debenture was classified as an equity component of the convertible debenture (see Note 7).

(c) Share options:

The following table summarizes the continuity of share purchase options:

	Number of Options	Weighted Average Exercise Price
Balance, June 30, 2014	7,125,000	$0.10
Issued	-	-
Balance, December 31, 2014	**7,125,000**	**$0.10**

As at December 31, 2014, the following share purchase options were outstanding:

Number of Options Outstanding	Exercise price	Expiry Date
7,125,000	$0.10	December 20, 2018

9. SHARE CAPITAL (continued)

(c) Share options (continued)

During the period ended December 31, 2014, the Company granted nil (2014 – $nil) stock options. The weighted average fair value of the options granted of $nil (2014 – $nil) was determined by the Black-Scholes pricing model using the following assumptions: risk-free interest rate of 0% (2014 – 0%); expected life – nil (2014 – nil); expected volatility – 100% (2014 – 100%); expected dividends – nil (2014 – nil); and provision for forfeiture of 0% (2014 – 0%). The options granted vested on the grant date. Cost of issuing these options amounted to $249,109.

(d) Share purchase warrants:

The following table summarizes the continuity of share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price
Balance, June 30 and December 31, 2014	13,441,666	$0.23

As at December 31, 2014, the following share purchase warrants were outstanding:

Number of Warrants Outstanding	Exercise price	Expiry Date
7,191,666	$0.10*	January 9, 2015*
4,250,000	$0.15**	January 9, 2015**
2,000,000	$0.10	June 30, 2015***
13,441,666		

* The warrants were re priced to $0.10, and the expiry date of the warrants was extended to January 9, 2015.

** The warrants were re priced to $0.15 and the expiry date of the warrants was extended to January 9, 2015.

*** The expiry date of the warrants was extended to June 30, 2015.

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, marketable securities, HST recoverable, accounts payable and accrued liabilities, advances payable and due from (to) related parties. Cash and marketable securities are carried at fair value using a level 1 fair value measurement. HST recoverable, accounts payable and accrued liabilities, advances payable and due from (to) related parties approximated their carrying values due to the short-term nature of these instruments.

(a) Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure. HST recoverable is due from the Government of Canada, and therefore, the credit risk exposure is low.

(b) Foreign exchange risk

The Company operates in Canada and Ireland, but has all of its cash held in Canada in Canadian dollars. Future exploration programs and option payments may be denominated in foreign currency. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies.

The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes that there is no significant exposure to foreign currency fluctuations.

(c) Interest rate risk

Advances payable and the amounts due to related parties are non-interest bearing. The Company does not have other financial liabilities. Therefore, interest rate is minimal.

(d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company, from time to time, needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financings will be on reasonable terms.

(e) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as held-for-trading, available-for-sale and cause fluctuations in the fair value of future cash flows for assets or liabilities classified as held-to-maturity, loans or receivables and other financial liabilities. The Company is exposed to market risk in trading its investments, and unfavorable market conditions could result in dispositions of investments at less than favorable prices. The Company's investments are accounted for as available-for-sale and are sensitive to changes in market prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company is not exposed to significant interest rate risk as the Company's has no interest bearing debt. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

12. CAPITAL MANAGEMENT

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, accumulated other comprehensive loss and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged for the period ended December 31, 2014.

13. SEGMENTED INFORMATION

The Company operates in one industry, which is the mineral resource industry, with properties in Canada and Ireland.

December 31, 2014	**Canada**	**Ireland**	**Total**
Exploration and evaluation assets	**$ -**	**$ 788,671**	**$ 788,671**

June 30, 2014	**Canada**	**Ireland**	**Total**
Exploration and evaluation assets	$ -	$ 424,874	$ 424,874