Condensed Consolidated Interim Financial Statements

Six months ended 31 October 2015 and 2014

(An Exploration Stage Company)

(Unaudited - Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the 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 consolidated interim financial statements of Pacific North West Capital Corp. (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

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

Pacific North West Capital Corp.

Condensed Consolidated Interim Statements of Financial Position
As at 31 October 2015 and 30 April 2015
(Unaudited)
(Expressed in Canadian dollars)

	Notes	As at 31 October 2015	As at 30 April 2014 (Audited)
		$	$
ASSETS			
Current assets			
Cash and cash equivalents	5	**9,384**	18,890
Amounts receivable	6	**208,570**	232,497
Short term investments	7	**94,100**	94,100
Prepaid expenses		**-**	833
		312,054	346,320
Exploration and evaluation properties	9	**45,220**	-
Property and equipment	10	**9,000**	10,000
Total assets		**366,274**	356,320
EQUITY (DEFICIENCY) AND LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	11	**98,542**	38,415
Due to related parties	17	**32,681**	31,329
		131,223	69,744
Lease provision	20	**1,729,380**	1,729,380
Total liabilities		**1,860,603**	1,799,124
Equity (deficiency)			
Share capital	12	**34,997,237**	34,997,236
Reserves	12	**6,410,517**	6,410,517
Deficit		**(42,902,083)**	(42,850,557)
Total equity (deficiency)		**(1,494,329)**	(1,442,804)
Total equity (deficiency) and liabilities		**366,274**	356,320

APPROVED BY THE BOARD:

"Harry Barr" Director

"John Londry" Director

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

Pacific North West Capital Corp.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
For the six months ended 31 October 2015 and 2014
(Unaudited)
(Expressed in Canadian dollars)

	Notes	**Three months ended 31 October 2015**	Three months ended 31 October 2014	**Six months ended 31 October 2015**	Six months ended 31 October 2014
		$	$	**$**	$
Expenses					
Accounting and audit		**-**	1,692	**-**	1,692
Bank charges and interest		**564**	637	**1,132**	1,505
Consulting fees	17	**6,333**	20,969	**31,500**	76,835
Depreciation	10	**500**	7,797	**1,000**	15,594
Insurance, licenses and fees		**-**	8,392	**-**	16,785
Investor and shareholder relations		**-**	10,258	**833**	58,013
Management fees	17	**-**	19,521	**5,554**	38,989
Office and miscellaneous		**252**	8,446	**1,149**	29,519
Rent	20	**461**	12,876	**923**	41,089
Salaries and benefits (recovery)	17	**-**	(5,744)	**-**	16,760
Share-based payments	13, 17	**-**	32,974	**-**	85,719
Telephone and utilities		**163**	1,918	**352**	3,809
Transfer agent and regulatory fees		**6,709**	2,860	**8,315**	12,799
Travel, lodging and food		**-**	3,487	**140**	15,215
Loss before other items		**(14,982)**	(126,083)	**(51,698)**	(414,326)
Other items					
Foreign exchange gain (loss)		**-**	5	**172**	(1,313)
Loss on sale of short term investments	7	**-**	-	**-**	15,904
Interest and other income		**-**	7	**-**	15
Net loss from associate	8	**-**	(44,667)	**-**	(109,281)
Net loss for the period		**(14,982)**	(170,738)	**(51,526)**	(509,001)
Other comprehensive loss					
Unrealized loss on short term investments	7	**-**	127,884	**-**	(44,494)
Net comprehensive loss		**(14,982)**	(42,854)	**(51,526)**	(553,495)
Loss per share					
Basic	14	**(0.000)**	(0.004)	**(0.001)**	(0.009)
Diluted	14	**(0.000)**	0.005	**(0.011)**	(0.009)

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

Pacific North West Capital Corp.

Condensed Consolidated Interim Statements of Cash Flows
For the six months ended 31 October 2015 and 2014
(Unaudited)
(Expressed in Canadian dollars)

		Six months ended	
	Notes	**31 October 2015**	31 October 2014
		$	$
OPERATING ACTIVITIES			
Loss before tax		**(51,526)**	(509,001)
Adjustments for:			
Depreciation	10	**1,000**	15,594
Share-based payments	13	**-**	85,719
Gain on sale of short-term investment	7	**-**	(15,904)
Net loss from associate	8	**-**	109,281
Operating cash flows before movements in working capital			
(Increase) decrease in amounts receivables		**23,927**	115,413
(Increase) decrease in prepaid expenses		**833**	10,087
Increase (decrease) in trade payables and accrued liabilities		**61,480**	(13,400)
Cash received (used) in operating activities		**35,714**	(202,211)
INVESTING ACTIVITIES			
Cash spent on exploration and evaluation properties	9	**(45,220)**	(79,803)
Purchase of property and equipment	10	**-**	-
Purchase of short term investments	7	**-**	(140,000)
Proceeds from sale of short term investments	7	**-**	50,404
Cash used in investing activities		**(45,220)**	(169,399)
FINANCING ACTIVITIES			
Proceeds from issuance of common shares		**-**	-
Share issue costs		**-**	-
Cash from financing activities		**-**	-
Decrease in cash and cash equivalents		**(9,506)**	(371,610)
Cash and cash equivalents, beginning of period		**18,890**	378,080
Cash and cash equivalents, end of period		**9,384**	6,470

Supplemental cash flow information (Note 18)

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

Pacific North West Capital Corp.

Condensed Consolidated Interim Statements of Changes in Equity
For the six months ended 31 October 2015 and 2014
(Unaudited)
(Expressed in Canadian dollars)

	Number of shares	Share capital	Share-based payments reserve	Warrant reserve	Investment revaluation reserve	Deficit	Total
		$	$	$	$	$	$
Balances, 30 April 2014	46,515,738	34,919,269	3,395,405	4,024,988	(1,078,618)	(31,671,871)	9,589,173
Shares issued for							
Cash	-	-	-	-	-	-	-
Share-based payments	-	-	85,719	-	-	-	85,719
Reclassification of loss on investments	-	-	-	-	(44,494)	-	(44,494)
Net loss for the period	-	-	-	-	-	(509,001)	(509,001)
Balances, 31 October 2014	**46,515,738**	**34,919,269**	**3,481,124**	**4,024,988**	**(1,123,112)**	**(32,180,872)**	**9,121,397**
Shares issued for							
Cash	2,000,000	100,000	-	-	-	-	100,000
Value assigned to warrants	-	(22,033)	-	22,033	-	-	-
Share-based payments	-	-	18,101	-	-	-	18,101
Reclassification of loss on investments	-	-	-	-	(12,617)	-	(12,617)
Net loss for the period	-	-	-	-	-	(10,669,685)	(10,669,685)
Balances, 30 April 2015	**48,515,738**	**34,997,236**	**3,499,225**	**4,047,021**	**(1,135,729)**	**(42,850,557)**	**(1,442,804)**
Shares issued for							
Cash	-	-	-	-	-	-	-
Value assigned to warrants	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-
Reclassification of loss on investments	-	-	-	-	-	-	-
Net loss for the period	-	-	-	-	-	(51,526)	(51,526)
Balances, 31 October 2015	**46,515,738**	**34,997,237**	**3,499,225**	**4,047,021**	**(1,135,729)**	**(42,902,083)**	**(1,494,329**

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

1. CORPORATE INFORMATION

The Company was incorporated under the Business Corporations Act (Alberta) on 29 May 1996 and on 13 July 2004, the Company continued out of the Province of Alberta and into the Province of British Columbia. The Company is a reporting issuer in British Columbia, Alberta and Ontario, on the TSX Venture Exchange ("TSXV") under the trading symbol "PFN", co-listed on the "open market" of the Frankfurt (Germany) Stock Exchange under the trading symbol "P7JF" and on the OTC Pink (United States) under the symbol "PAWEF". The Company was listed on the TSX until 13 January 2014, when the Company voluntarily delisted its shares from trading on the TSX. Effective on the same day, the Company became listed on the TSXV. The Company is in the process of acquiring, exploring and developing Platinum Group Metals ("PGMs"), precious and base metals mineral properties. The Company will attempt to bring the properties to production, structure joint ventures with others, option or lease properties to third parties, or sell the properties outright. The Company has not yet determined whether these properties contain ore reserves which are economically recoverable and the Company is considered to be in the exploration stage.

On 14 January 2014, the Company consolidated its share capital on a one (1) new common share for every three (3) existing common shares. All common shares and per share amounts have been restated to give retroactive effect to the share consolidation (Note 12).

The Company's head office, principal address and records office are located at Suite 101 - 2148 West 38th Avenue, Vancouver, British Columbia, V6M 1R9.

1.1 Going concern

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern which assumes that the Company will be able to continue its operations and will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Several conditions cast significant doubt on the validity of this assumption and ultimately the appropriateness of the use of accounting principles related to a going concern. From inception to date, the Company has incurred losses from operations, earned no revenues and has experienced negative cash flows from operating activities. As at 31 October 2015, the Company had cash and cash equivalents of $9,384. Existing funds on hand at 31 October 2015 will not be sufficient to support the Company's needs for cash to conduct exploration and to continue operations during the current year. The Company will require additional funding to be able to meet ongoing requirements for general operations and to advance and retain mineral exploration and evaluation property interests. The ability of the Company to continue as a going concern is dependent on raising additional financing, retaining or attracting joint venture partners, developing its properties and/or generating profits from operations or the disposition of properties in the future.

Management has been successful in obtaining sufficient funding for operating, exploration and capital requirements from the inception of the Company to date. There is, however, no assurance that additional future funding will be available to the Company, or that it will be available on terms which are acceptable to the management of the Company.

If the Company is unable to raise additional capital in the immediate future, management expects that the Company will need to further curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures including ceasing operations.

These financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported amounts of expenses and balance sheet classifications that would be necessary if the going concern assumption was not appropriate and such adjustments could be material.

2. BASIS OF PREPARATION

2.1 Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries. Subsidiaries are those entities controlled by 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. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control is obtained to the date control ceases. All inter-company transactions, balances, income and expenses are eliminated in full upon consolidation.

An associate is an entity in which the Company or any of its subsidiaries has significant influence, and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies and is presumed to exist when the Company holds between 20 and 50 percent of the voting power of another entity. Investments in associates are accounting for by using the equity method.

The subsidiaries and associate of the Company as at 31 October 2015 and 30 April 2015 are described below:

		% equity interest as at	
Name	**Country of incorporation**	**31 October 2015**	30 April 2015
Subsidiaries			
Pacific North West Capital Corp. USA[(1)]	United States	**100%**	100%
Pacific North West Capital de México, S.A. de C.V. [(1)]	Mexico	**100%**	100%
Associate			
Next Gen Metals Inc.	Canada	**22.98%**	22.98%

[(1)] Inactive entities.

2.2 Basis of presentation

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in Note 16, and are presented in Canadian dollars, except where otherwise indicated.

2.3 Statement of compliance

The condensed consolidated financial statements of the Company and its subsidiaries (the "Group") have been prepared in accordance with International Accounting Standards ("IAS") 34, '*Interim Financial Reporting*' using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

2.4 Adoption of new and revised standards and interpretations

At the date of authorization of these consolidated financial statements, the IASB and IFRIC have issued the following new and revised standards, amendments and interpretations which are not yet effective during the period ended 31 October 2015:

- IFRS 7 '*Financial Instruments: disclosures*', clarifies the definition for continuing involvement in a transferred financial asset. The amendments are effective for annual periods beginning on or after 1 January 2016.

- IFRS 9, *'Financial Instruments'*: The IASB has undertaken a three-phase project to replace IAS 39 *'Financial Instruments: Recognition and Measurement'* with IFRS 9 *'Financial Instruments'*. In November 2009, the IASB issued the first phase of IFRS 9, which details the classification and measurement requirements for financial assets. Requirements for financial liabilities were added to the standard in October 2010. In July 2014, the IASB issued the final elements of IFRS 9. IFRS 9 introduces new requirements for classifying and measuring financial assets, as follows:

    - Financial assets meeting both a "business model" test and a "cash flow characteristics" test are measured at amortized cost (the use of fair value is optional in some limited circumstances)
    - Investments in equity instruments can be designated as "fair value through other comprehensive income" with only dividends being recognized in profit or loss
    - All other instruments (including all derivatives) are measured at fair value with changes recognized in profit or loss
    - The concept of "embedded derivatives" does not apply to financial assets within the scope of the standard and the entire instrument must be classified and measured in accordance with the "business model" test and "cash flow characteristics" test.

- The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss.

The amendments are effective for annual periods beginning on or after 1 January 2018.

- IFRS 10 '*Consolidated financial statements'*, clarifies the conditions for a parent to present consolidated financial statements and for investment entities, and treatment for loss of control of a subsidiary that does not contain a business. The amendments are effective for annual periods beginning on or after 1 January 2016.

- IAS 1 *'Presentation of Financial Statements'* is an amendment to clarify certain aspects focused on the areas of clarification of concept of materiality and aggregation of items in the financial statements, the use and presentation of subtotals in the statement of loss and comprehensive loss, and providing of additional flexibility in the structure and disclosures of the financial statements to enhance understandability. The amendment is applicable to annual periods beginning on or after 1 January 2016.

- IAS 24 '*Related Party Disclosures'* is an amendment to clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendment is applicable to annual periods beginning on or after 1 July 2014.

- IAS 8 *'Operating Segments'* is an amendment to clarify aggregation criteria. The amendment is applicable to annual periods beginning on or after 1 July 2014.

- IFRS 11 '*Joint Arrangements'* is an amendment to clarify accounting for acquisition of interest in a joint operation. The amendment is applicable to annual periods beginning on or after 1 January 2016.

- IAS 16 '*Property, plant and equipment*' is an amendment to clarify acceptable methods of depreciation and amortization whereby a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate. The amendment is applicable to annual periods beginning on or after 1 January 2016.

- IAS 28 '*Investments in associates and joint ventures*' is an amendment that clarifies that an entity need not apply the equity method to its investment in an associate or joint venture the parent is the ultimate parent of the entity in which subsidiaries are consolidated or are measured at fair value through profit or loss. The amendment is effective for annual periods beginning on or after 1 January 2016.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for decommissioning liabilities, the carrying value of exploration and evaluation properties, the valuation of all liability and equity instruments including warrants and stock options, the recoverability and measurement of deferred tax assets and liabilities and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and interpretations in many cases.

Determining whether to test for impairment of mineral exploration properties and deferred exploration assets requires management's judgment regarding the following factors, among others: the period for which the entity has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amounts of the exploration assets are unlikely to be recovered in full from successful development or by sale.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined. Identifying the cash-generating units requires management judgment. In testing an individual asset or cash-generating unit for impairment and identifying a reversal of impairment losses, management estimates the recoverable amount of the asset or the cash-generating unit. This requires management to make several assumptions as to future events or circumstances. These assumptions and estimates are subject to change if new information becomes available. Actual results with respect to impairment losses or reversals of impairment losses could differ in such a situation and significant adjustments to the Company's assets and earnings may occur during the next period.

The Company allocates values to share capital and to warrants according to their fair value using the proportional method when the two are issued together as a unit. The Company uses the binomial valuation model to determine the fair value of warrants issued.

These consolidated financial statements have been prepared on a basis which assumes the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether this assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions (Note 1.1).

3.2 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, and short term money market instruments with an original maturity of three months or less, which are readily convertible into a known amount of cash.

3.3 Investment in associate

The Company's investment in its associate is accounted for using the equity method of accounting. Under the equity method, the Company's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of earnings and losses of the associate and for impairment losses after the initial recognition date. The Company's share of an associate's losses that are in excess of its investment in the associate are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. The Company's share of earnings and losses of associates are recognized in profit or loss during the period.

After application of the equity method, the Company determines whether it is necessary to recognize an impairment loss on the Company's investment in its associates. The Company determines at each reporting date whether there is any objective evidence that the investment in associate is impaired. If there is objective evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in profit or loss. When a group entity transacts with an associate of the Company, profit and losses are eliminated to the extent of the Company's interest in the relevant associate.

3.4 Foreign currencies

The Company's reporting currency and the functional currency of all of its operations is the Canadian dollar as this is the principal currency of the economic environment in which it operates.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

3.5 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is provided at rates calculated to write off the cost of property and equipment, less their estimated residual value, using the declining balance method using the following rates or the straight-line method over the following expected useful lives:

- Automotive 30%
- Office equipment 20%
- Software 100%
- Leasehold improvements 10 years

3.6 Exploration and evaluation properties

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Option payments received are treated as a reduction of the carrying value of the related exploration and evaluation properties and deferred costs until the receipts are in excess of costs incurred, at which time, they are credited to income. Option payments are at the discretion of the optionee, and accordingly, are recorded on a cash basis.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

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

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

3.7 Decommissioning, restoration and similar liabilities

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of exploration and evaluation properties and retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future cost estimates arising from the decommissioning of plant, site restoration work and other similar retirement activities is added to the carrying amount of the related asset, and depreciated on the same basis as the related asset, along with a corresponding increase in the provision in the period incurred. Discount rates using a pre-tax rate that reflect the current market assessments of the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the provision.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. The net present value of reclamation costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred. The costs of reclamation projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation properties.

3.8 Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and recognized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payments reserve.

The fair value of options is determined using the Black-Scholes Option Pricing Model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that will eventually vest.

3.9 Financial assets

Financial assets are classified as financial assets at fair value through profit or loss ("FVTPL"), held-to-maturity, loans and receivables, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial assets at initial recognition. Financial assets are recognized initially at fair value. The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at FVTPL

Financial assets are classified as held for trading and are included in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives, other than those designated as effective hedging instruments, are also categorized as held for trading. These assets are carried at fair value with gains or losses recognized in profit or loss. Transaction costs associated with financial assets at FVTPL are expensed as incurred. Cash and cash equivalents and share purchase warrants held in other companies are included in this category of financial assets.

Held-to-maturity and loans and receivables

Held-to-maturity and loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortized cost using the effective interest method if the time value of money is significant. Gains and losses are recognized in profit or loss when the financial asset classified in this category are derecognized or impaired, as well as through the amortization process. Transaction costs are included in the initial carrying amount of the asset. Amounts receivable are classified as loans and receivables.

Available-for-sale

Available-for-sale financial assets are those non-derivative financial assets that are not classified as loans and receivables. After initial recognition, available-for-sale financial assets are measured at fair value, with gains or losses recognized within other comprehensive income. Accumulated changes in fair value are recorded as a separate component of equity until the investment is derecognized or impaired. Transaction costs are included in the initial carrying amount of the asset. Available-for-sale assets include short term investments in equities of other entities.

The fair value is determined by reference to bid prices at the close of business on the reporting date. Where there is no active market, fair value is determined using valuation techniques. Where fair value cannot be reliably measured, assets are carried at cost.

Derivatives designated as hedging instruments in an effective hedge

The Company does not hold or have any exposure to derivative instruments.

3.10 Financial liabilities

Financial liabilities are classified as financial liabilities at FVTPL, derivatives designated as hedging instruments in an effective hedge, or as financial liabilities measured at amortized cost, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at FVTPL

Financial liabilities at FVTPL has two subcategories, including financial liabilities held for trading and those designated by management on initial recognition. Transaction costs on financial liabilities at FVTPL are expensed as incurred. These liabilities are carried at fair value with gains or losses recognized in profit or loss.

Financial liabilities measured at amortized cost

All other financial liabilities are initially recognized at fair value, net of transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on settlement. Gains and losses arising on the repurchase, settlement or cancellation of liabilities are recognized respectively in interest, other revenues and finance costs. Trade payables and due to related parties are included in this category of financial liabilities.

Derivatives designated as hedging instruments in an effective hedge

The Company does not hold or have any exposure to derivative instruments.

3.11 Impairment of financial assets

Financial assets, other than financial assets at FVTPL, are assessed for indicators of impairment at each period end.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost have been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced, with the amount of the loss recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

Available-for-sale

If an available-for-sale financial asset is impaired, the cumulative loss previously recognized in equity is transferred to profit or loss. Any subsequent recovery in the fair value of the asset is recognized within other comprehensive income.

3.12 De-recognition of financial assets and liabilities

Financial assets are derecognized when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

3.13 Impairment of non-financial assets

The carrying amount of the Company's assets is reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. Recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

3.14 Flow-through shares

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability and included in trade payables and accrued liabilities. Upon renouncement by the Company of the tax benefits associated with the related expenditures, a deferred tax liability is recognized and the flow-through share premium liability will be reversed. To the extent that suitable deferred tax assets are available, the Company will reduce the deferred tax liability and record a deferred tax recovery.

3.15 Related party transactions

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.

3.16 Changes in accounting policies

The Company has adopted the following new and revised accounting standards, amendments and interpretations, effective 1 May 2014:

- IFRS 2 *'Share-based payment'* is an amendment to clarify the definition of "vesting conditions", and separately define a "performance condition" and a "service condition". A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The amendments are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

- IAS 36 *'Impairment of assets'* are amendments issued in May 2013, that require disclosure of the recoverable amount of impaired assets and requires additional disclosures about the measurement of the recoverable amount when the recoverable amount is based on fair value less costs of disposal, including the discount rate, when a present value technique is used to measure the recoverable amount. The amendment is effective for annual periods beginning on or after 1 January 2014.

- IFRS 10 *'Consolidated Financial Statements'* is a new standard effective for annual periods beginning on or after 1 January 2013 that replaces consolidation requirements in IAS 27 (as amended in 2008) and Standing Interpretations Committee ("SIC") -12. New amendments include an exception to specific consolidation requirements for investment entities and are effective for annual periods beginning on or after 1 January 2014, with earlier adoption permitted.

- IAS 32 (Amendment) *'Financial Instruments: Presentation'* is effective for annual periods beginning on or after 1 January 2014 that establishes principles for presenting financial instruments as liabilities or equity and for offsetting financial assets and financial liabilities.

4. SEGMENTED INFORMATION

The following is an analysis of the net loss, current assets and non-current assets by geographical area:

	Canada	United States	Others	Total
	$	$	$	$
Net loss				
For the six months ended 31 October 2015	**51,526**	**-**	**-**	**51,526**
For the six months ended 31 October 2014	553,494	-	-	553,494
Current assets				
As at 31 October 2015	**312,054**	**-**	**-**	**312,054**
As at 30 April 2015	346,320	-	-	346,320
Investment in associate				
As at 31 October 2015	**-**	**-**	**-**	**-**
As at 30 April 2015	-	-	-	-
Exploration and evaluation properties				
As at 31 October 2015	**45,220**	**-**	**-**	**45,220**
As at 30 April 2015	-	-	-	-
Property and equipment				
As at 31 October 2015	**9,000**	**-**	**-**	**9,000**
As at 30 April 2015	10,000	-	-	10,000

5. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents are denominated in the following currencies:

	As at 31 October 2015	As at 30 April 2015
	$	$
Denominated in Canadian dollars	**6,932**	16,510
Denominated in U.S. dollars	**2,452**	2,380
Total cash and cash equivalents	**9,384**	18,890

6. AMOUNTS RECEIVABLE

The Company's amounts receivable are as follows:

	As at 31 October 2015	As at 30 April 2014
	$	$
GST/HST receivable	**1,317**	6,696
Advances receivable (Note 17)	**-**	-
Shared office costs receivable (Note 17)	**207,253**	225,801
Total amounts receivable	**208,570**	232,497

Included in amounts receivable of the Company are amounts due from related parties which are disclosed in Note 17. The amounts are unsecured, interest-free and repayable upon written notice given from the Company.

7. SHORT-TERM INVESTMENTS

The Company's available-for-sale investments and share purchase warrants are as follows:

	As at 31 October 2015		As at 30 April 2015	
	Cost	**Fair Value**	Cost	Fair Value
	$	**$**	$	$
El Niño Ventures Inc. 4,852,925 shares (2014 - 2,852,925 shares)	**938,916**	**72,794**	938,916	72,794
Next Gen Metals Inc. Nil warrants (2014 - 2,456,667 warrants).	**-**	**-**	206,074	8,206
Benton Capital Corp. 150,000 shares (2014 - 150,000 shares).	**67,270**	**2,250**	67,270	2,250
Calais Resources Inc. 2,083,000 shares (2014 - 2,083,000 shares).	**125,000**	**-**	125,000	-
Goldtrain Resources Inc. 976,000 shares (2014 - 976,000 shares).	**29,280**	**4,880**	29,280	4,880
Others	**52,860**	**14,176**	52,860	5,970
Total short term investments	**1,213,326**	**94,100**	1,419,400	94,100

El Niño Ventures Inc. ("El Niño") and Next Gen Metals Inc. ("Next Gen") are companies with certain directors in common (Note 17).

8. INVESTMENT IN ASSOCIATE

The Company's investment in its associate is as follows:

	As at 31 October 2015		As at 30 April 2015	
	Net Book Value	**Fair Value**	Net Book Value	Fair Value
	$	**$**	$	$
Next Gen	**-**	**58,019**	-	58,019

The Company accounts for its investment in Next Gen under the equity method of accounting.

As at 31 October 2015	Number of shares	Number of potential voting rights	Company's interest with potential voting rights	Quoted market price/share
Next Gen	3,867,944	2,456,667	22.98%	$0.015

The Company acquired the investment in Next Gen through a combination of cash transactions and as part of the agreement related to the sale of Destiny Gold Project (Note 9).

	Date acquired	Number of shares	Acquisition value	Company's interest
			$	
Next Gen	3 August 2010	811,111	140,830	4.16%
	26 September 2011	2,831,833	552,988	16.00%
	27 March 2014	15,000	7,622	0.80%
	24 April 2014	210,000	43,050	1.20%
		3,867,944	**744,490**	**22.16%**

Movements on equity investments for the period ended 31 October 2015 and year ended 30 April 2015 are as follows:

	Next Gen
	$
Balance, 30 April 2014	142,985
Company's share of net loss	(142,985)
Balance, 30 April 2015	-
Additions	-
Company's share of net loss	-
Balance, 31 October 2015	**-**

Summary of financial information as at and for period ended 31 October 2015 for the equity accounted investment, not adjusted for percentage of ownership held by the Company, is as follows:

	Current Assets	Non-current Assets	Total Assets	Total Liabilities	Net Loss
	$	$	$	$	$
Next Gen	**5,245**	**4,534**	**9,779**	**65,819**	**(81,869)**

9. EXPLORATION AND EVALUATION PROPERTIES

The Company's exploration and evaluation properties expenditures for the period ended 31 October 2015 are as follows:

	River Valley	**Other properties**	**Total**
	$	$	$
ACQUISITION COSTS			
Balance, 30 April 2015	-	-	-
Additions	-	-	-
Impairment	-	-	-
Balance, 31 October 2015	**-**	**-**	**-**
EXPLORATION AND EVALUATION COSTS			
Balance, 30 April 2015	-	-	-
Drilling	-	-	-
Engineering and consulting	1,800	-	1,800
Field expenses	2,582	-	2,582
Mining lease rent	40,838	-	40,838
Impairment	-	-	-
Balance, 31 October 2015	45,220	-	45,220
Total costs	**45,220**	**-**	**45,220**

The Company's exploration and evaluation properties expenditures for the year ended 30 April 2015 are as follows:

	River Valley	Other properties	Total
	$	$	$
ACQUISITION COSTS			
Balance, 30 April 2014	3,372,951	-	3,372,951
Additions	42,960	-	42,960
Impairment	(3,415,911)	-	(3,415,911)
Balance, 30 April 2015	-	-	-
EXPLORATION AND EVALUATION COSTS			
Balance, 30 April 2014	4,451,097	-	4,451,097
Drilling	44,170	-	44,170
Engineering and consulting	38,560	-	38,560
Field expenses	7,867	-	7,867
Metallurgical study	8,345	-	8,345
Impairment	(4,550,039)	-	(4,550,039)
Balance, 30 April 2015	-	-	-
Total costs	-	-	-

Project Overview:

River Valley, Ontario

By agreement dated 14 July 1999, the Company granted to Kaymin Resources Limited ("Kaymin"), a wholly-owned subsidiary of Anglo Platinum Limited, an option to earn up to a 65% interest in the Company's portion of certain properties, including the River Valley property, the Goldwright property, the Frontier property (these claims were allowed to lapse on 12 December 2006), the Washagami property (these claims were allowed to lapse on 10 December 2008), the Razor property and the Western Front property, in the Sudbury Region of Ontario. During a prior year, Kaymin elected to vest its option obtaining a 50% interest in the properties, upon having paid the Company $300,000 (received in a prior year) and advanced and spent in excess of $4,000,000 for exploration on the properties.

By way of a Mineral Interest Assignment Agreement dated for reference 13 December 2010, as amended on 6 April 2011 (the "Assignment Agreement"), the Company completed the purchase of Kaymin's 50% interest in the River Valley claims, providing the Company with an undivided 100% interest in the River Valley Platinum Group Metals (PGM) Project. Under the terms of the Assignment Agreement, Kaymin exchanged its 50% interest in the joint venture, for a 12% interest in the Company, based on the issued and outstanding common shares of the Company as of 30 November 2010 (22,514,336 common shares). The aggregate purchase price for the 50% interest in the River Valley PGM project was:

- 2,705,720 fully paid and non-assessable common shares of the Company (issued); and
- Three-year warrants exercisable to purchase 1,000,000 common shares of the Company at a price of $0.90 per common share (issued).

Included in the River Valley PGM Project are the following:

(i) River Valley Property, Ontario

By agreement dated 15 January 1999 and amended 11 March 1999, the Company acquired a 100% interest in 226 claim units, known as the River Valley Property, located in the Dana and Pardo Townships, Sudbury Mining District, Ontario. As consideration, the Company paid $265,000 and issued 200,000 common shares to the optionors. In addition, minimum annual exploration expenditures of $100,000 were completed. The property is subject to a 3% Net Smelter Return ("NSR"). The Company, at its option, can purchase up to 2% of the NSR from the vendors for $2,000,000.

(ii) Goldwright Property, Ontario

By agreement dated 30 June 1998 and subsequently amended, the Company earned a 25% interest in certain mineral claims known as the Janes property, located in the Janes Township, Sudbury Mining District, Ontario.

On 30 October 2015, the Company signed a Net Smelter Returns Royalty Agreement ("NSR") whereby a Production Royalty equal to 1% will be paid based on minerals produced, saved and sold from the properties on the terms and subject to the conditions specified in the NSR Agreement.

(iii) Razor Property, Ontario

The Company acquired a 100% interest in certain mineral claims located in the Dana Township, Sudbury Mining District, Ontario for consideration of $30,000.

The property is subject to a 2% NSR.

(iv) Western Front Property, Ontario

By agreement dated 16 November 2001, the Company earned a 70% interest in certain mineral claims known as the Western Front property from a company (the "Optionor") with certain directors in common, for consideration of $55,000 and issuance of 6,667 shares. In addition, an exploration expenditure of $50,000 was incurred.

The Company has the right to purchase an additional 30% interest in the property by paying $750,000 to the Optionor.

The property is subject to a 3% NSR, the first 1% of which the Company can purchase for

$1,000,000; the second 1% can be purchased for $2,000,000. The Company and the Optionor will share the NSR buyout privileges in proportion to their respective interests.

As at 30 April 2015, due to prevailing junior resource market conditions, the uncertainty associated with the Company's ability to exploit any future economic benefits from the property and the Company not having sufficient funds to spend on its exploration programs, the Company recorded an impairment write-down of $7,965,950 (2014 - $Nil) with respect to the River Valley Project (Note 18).

Heaven Lake PGM Gold Project, Ontario

On 13 December 2010, the Company staked various claims in Thunder Bay, Ontario. In June 2013, the Heaven Lake property claims expired.

River Valley East and West PGM Project, Ontario

On 15 September 2011, the Company staked various mining claims in the Sudbury area of Ontario.

Other Properties

(i) Glitter Lake Property, Québec

By agreement dated 15 August 2003, as amended on 30 April 2006, the Company could acquire, from CanAlaska Uranium Ltd. ("CanAlaska"), a company that previously had certain directors in common, a 50% interest in certain mineral claims known as the Glitter Lake property, located in the province of Québec. As consideration, the Company, at its option, could issue shares, make payments and incur exploration expenditures (the expenditure commitments for 2008 and 2009 have been extended to 2009 and 2010 as agreed to in an amendment dated 1 April 2008).

On 30 January 2009, the Company and CanAlaska signed an amendment to the option agreement whereby CanAlaska assigned 100% interest in the Glitter Lake property to the Company. CanAlaska retains a 0.5% NSR interest in the property. The original option agreement has thus been terminated.

On 24 April 2012, the Company entered into an agreement to provide El Condor Minerals Inc. ("LCO") an option to earn a 100% interest in the Glitter Lake Property, subject to a two-week due diligence period. In order to exercise the option, LCO shall make the cash payments and issue shares as set forth below:

	Payment	**Shares**
	$	
On directors and regulatory approvals *(received)*	50,000	350,000
On 24 April 2013	50,000	350,000
On or before 24 April 2014	50,000	300,000
Total	**150,000**	**1,000,000**

Upon completion of the option, the Company will retain 2% NSR. A 1% NSR can be purchased from the Company for $1,000,000.

During the year ended 30 April 2013, the Company recorded a recovery of write-down of $76,630 related to cash and share payments received by the Company related to the Glitter Lake property.

During the year ended 30 April 2014, the Company recorded a cost recovery of $5,250 related to the Glitter Lake property.

10. PROPERTY AND EQUIPMENT

The changes in the Company's property and equipment for the year ended 30 April 2015 are as follows:

	Automotive	Office equipment	Software	Leasehold improvements	Total
	$	$	$	$	$
COST					
As at 30 April 2015	-	246,070	-	-	246,070
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 Ocober 2015	**-**	**246,070**	**-**	**-**	**246,070**
DEPRECIATION					
As at 30 April 2015	-	236,070	-	-	236,070
Depreciation	-	1,000	-	-	1,000
Write-down	-	-	-	-	-
As at 31 October 2015	**-**	**237,070**	**-**	**-**	**237,070**
NET BOOK VALUE					
As at 30 April 2015	-	10,000	-	-	10,000
As at 31 October 2015	**-**	**9,000**	**-**	**-**	**9,000**

The changes in the Company's property and equipment for the year ended 30 April 2015 are as follows:

	Automotive	Office equipment	Software	Leasehold improvements	Total
	$	$	$	$	$
COST					
As at 30 April 2014	122,947	289,522	82,013	76,871	571,353
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 30 April 2015	122,947	289,522	82,013	76,871	571,353
DEPRECIATION					
As at 30 April 2014	103,421	222,705	77,439	17,736	421,301
Depreciation	5,856	13,364	4,574	7,392	31,186
Write-down	13,670	43,453	-	51,743	108,866
As at 30 April 2015	122,947	279,522	82,013	76,871	561,353
NET BOOK VALUE					
As at 30 April 2014	19,526	66,817	4,574	59,135	150,052
As at 30 April 2015	-	10,000	-	-	10,000

11. TRADE PAYABLES AND ACCRUED LIABILITIES

The Company's trade and other payables are broken down as follows:

	As at 31 October 2015	As at 30 April 2015
	$	$
Trade payables	**98,542**	26,415
Accrued liabilities	**-**	12,000
Total trade payables and accrued liabilities	**98,542**	38,415

12. SHARE CAPITAL

12.1 Authorized share capital

The Company is authorized to an issue unlimited common shares without par value. As at 31 October 2015, there were 48,515,738 common shares issued and outstanding (31 July 2015 - 48,515,738).

12.2 Share issuances

During the period ended 31 October 2015, the Company did not issue any common shares.

During the previous year ended 30 April 2015 and 2014, the Company issued common shares as follows:

On 10 November 2014, the Company issued 2,000,000 non flow-through units at $0.05 per unit for gross proceeds of $100,000 through non-brokered private placement. Each non flow-through unit consists of one common share and one-half of one non-transferrable share purchase warrant. Each full warrant entitles the holder to purchase one common share of the Company at a price of $0.10 per share during the first year and $0.20 per share during the second year.

On 25 March 2014, the Company issued 7,790,000 non flow-through units at $0.05 per unit for gross proceeds of $389,500 through non-brokered private placement. Each non flow-through unit consisting of one fully paid and non-assessable common share in the capital of the Company and one-half of one non-transferable share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company for a period of 36 months from the closing date at a price of $0.10 per share during the first year, $0.20 during the second year and $0.30 during the third year. The Company paid a share issuance cost of $750 in cash.

On 25 March 2014, the Company issued 2,210,000 flow-through units at $0.05 per unit for gross proceeds of $110,500 through non-brokered private placement. Each flow-through unit consists of one fully paid and non-assessable flow-through common share in the capital of the Company

and one-half of one non-transferable non-flow through share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company for a period of 36 months from the closing date at a price of $0.10 per share during the first year, $0.20 during the second year and $0.30 during the third year. No premium was associated with the flow-through shares as the Company's quoted market price was greater than $0.05 at the time of issuance. The Company paid finder's fee of $5,250 in cash. During the year ended 30 April 2015, 400,000 flow-through units valued at $20,000 were retracted by a related party and re-issued as 400,000 non flow-through units with the same value (Note 11).

On 14 January 2014, the Company consolidated its share capital on one (1) new common share without par value for every three (3) existing common shares without par value basis. All common shares and per share amounts have been restated to give retroactive effect to the share consolidation (Note 1).

On 20 September 2013, the Company issued 666,666 non flow-through units at $0.15 per unit for gross proceeds of $100,000 through non-brokered private placement. Each non flow-through unit consisting of one fully paid and non-assessable common share in the capital of the Company and one-half of one non-transferable share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company for a period of 12 months at an exercise price of $0.30. The Company paid finder's fee of $12,250 in cash.

On 19 August 2013, the Company issued 166,667 flow-through units at $0.15 per unit for a gross proceeds of $25,000 through a non-brokered private placement, with each unit consisting of one fully paid and non-assessable flow-through common share in the capital of the Company and one-half of one non-transferable non-flow through share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company for a period of 12 months at an exercise price of $0.30. The issuance of flow-through shares resulted in a flow-through share premium liability of $5,000 at the date of issuance (Notes 5 and 11). The Company issued 11,666 non-flow through finder warrants, each warrants entitling the holder thereof to purchase one non-flow through common share of the Company for a period of 12 months at an exercise price of $0.30.

On 25 July 2013, the Company issued 1,000,000 flow-through units at $0.15 per unit for a gross proceeds of $150,000 through a non-brokered private placement, with each unit consisting of one fully paid and non-assessable flow-through common share in the capital of the Company and one-half of one non-transferable non-flow through share purchase warrant, each whole warrant entitling the holder thereof to purchase one additional common share of the Company for a period of 12 months at an exercise price of $0.30. The issuance of flow-through shares resulted in a flow-through share premium liability of $30,000 at the date of issuance (Notes 5 and 11). The Company issued 90,000 non-flow through finder warrants, each warrant entitling the holder thereof to purchase one non-flow through common share of the Company for a period of 12 months at an exercise price of $0.30.

12.3 Share purchase warrants

The following is a summary of the changes in the Company's share purchase warrants for the three-month period ended 31 October 2015 and the year 30 April 2015.

	31 July 2015		30 April 2015	
	Number of warrants	**Weighted average exercise price**	Number of warrants	Weighted average exercise price
		$		$
Outstanding, beginning	**6,000,000**	**0.19**	6,018,333	0.22
Granted	**-**	**-**	1,000,000	0.15
Exercised	**-**	**-**	-	-
Expired	**-**	**-**	(1,018,333)	0.30
Outstanding, end of period	**6,000,000**	**0.19**	6,000,000	0.19

The following table summarizes information regarding share purchase warrants outstanding as at 31 October 2015 (Note 21):

Number of warrants	**Exercise price**	**Expiry date**
5,000,000	$0.10/$0.20/$0.30	25 March 2017
1,000,000	$0.10/$0.20	10 November 2016
6,000,000		

12.4 Stock options

The Company has adopted a stock option plan whereby the Company may grant stock options to employees, directors and/or consultants of the Company. The exercise price of any options granted under the plan will be determined by the Board of Directors, at its sole discretion, but is subject to the Discounted Market Price policies of the TSXV. The aggregate number of common shares issuable pursuant to options granted under the plan cannot be more than 10% of the Company's issued common shares under the plan. The aggregate number of options granted to any one optionee in a 12-month period is limited to 5% of the issued common shares of the Company.

The following is a summary of the changes in the Company's stock option plan for the three-month period ended 31 October 2015 and year ended 30 April 2015:

	31 October 2015		30 April 2015	
	Number of options	**Weighted-average exercise price**	Number of options	Weighted-average exercise price
		$		$
Outstanding, beginning	**2,203,334**	**0.47**	3,034,333	0.48
Granted	**-**	**-**	-	-
Exercised	**-**	**-**	-	-
Expired	-	-	(322,666)	0.84
Forfeited	-	-	(508,333)	0.31
Outstanding, end of period	**2,203,334**	**0.47**	2,203,334	0.47

The following table summarizes information regarding stock options outstanding and exercisable as at 31 October 2015:

Exercise price	**Number of options outstanding and exercisable**	**Weighted-average remaining contractual life (years)**	**Weighted-average exercise price**
Options outstanding and exercisable			
$0.10 - $0.75	1,455,001	3.40	$0.26
$0.76 - $0.90	748,333	0.97	$0.88
Total options outstanding and exercisable	**2,203,334**	**2.57**	**$0.47**

13. SHARE-BASED PAYMENTS

Share-based payments for the following options granted by the Company will be amortized over the vesting period, of which $Nil was recognized in the six-month period ended 31 October 2015 $Nil (2014: $85,719):

Grant date of stock options	Fair value of options granted	**Amount vested for three month period ended 31 October 2015**	Amount vested for the three month period ended 31 October 2014	**Amount vested for six month period ended 31 October 2015**	Amount vested for the six month period ended 31 October 2014
	$	**$**	$	**$**	$
5 January 2010	71,056	-	-	-	-
24 February 2011	667,912	-	-	-	-
15 March 2011	22,705	-	-	-	-
7 September 2011	163,298	-	-	-	-
19 March 2014	109,105	-	28,151	-	76,073
7 April 2014	2,259	-	2,259	-	4,518
28 April 2014	2,564	-	2,564	-	5,128
Total		-	32,974	-	85,719

14. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the following data:

	Three months ended 31 October 2015	Three months ended 31 October 2014	**Six months ended 31 October 2015**	Six months ended 31 October 2014
Net loss for the period	**$ (14,982)**	$ (170,738)	**$ (51,529)**	$ (509,001)
Weighted average number of shares – basic and diluted	**48,515,738**	46,515,738	**48,515,738**	46,515,738
Loss per share, basic and diluted	**$ (0.001)**	$ (0.004)	**$ (0.001)**	$ (0.009)

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options, performance shares and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options, performance shares and the share purchase warrants were anti-dilutive for the periods ended 31 October 2015 and 2014.

15. CAPITAL RISK MANAGEMENT

The Company's objectives are to safeguard the Company's ability to continue as a going concern in order to support the Company's normal operating requirements, continue the development and exploration of its exploration and evaluation properties.

The Company is dependent upon external financing to fund its activities. In order to carry out the planned exploration and to pay for general administration costs, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company is not subject to any externally imposed capital requirements. There were no significant changes in the Company's approach or the Company's objectives and policies for managing its capital.

16. FINANCIAL INSTRUMENTS

16.1 Categories of financial instruments

	31 October 2015	30 April 2015
	$	$
FINANCIAL ASSETS		
FVTPL, at fair value		
Cash and cash equivalents	**9,384**	18,890
Short term investments – warrants	**-**	8,206
Loans and receivables, at amortized cost		
Amounts receivable	**208,570**	232,497
Available-for-sale, at fair value		
Short term investments – shares	**85,894**	85,894
Total financial assets	**303,848**	345,487
FINANCIAL LIABILITIES		
Other liabilities, at amortized cost		
Trade payables	**67,217**	26,415
Total financial liabilities	**67,217**	26,415

16.2 Fair value

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short term maturity of these instruments.

The following table provides an analysis of the Company's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data. As at 31 October 2015, the Company does not have any Level 3 financial instruments.

As at 31 October 2015	**Level 1**	**Level 2**	**Total**
	$	$	$
Financial assets at fair value			
Cash and cash equivalents	9,384	-	8,109
Short term investments – Shares	94,100	-	85,894
Short term investments – Warrants	-	8,206	8,206
Total financial assets at fair value	**103,484**	**8,206**	**102,209**

As at 30 April 2015	**Level 1**	**Level 2**	**Total**
	$	$	$
Financial assets at fair value			
Cash and cash equivalents	18,890	-	18,890
Short term investments – Shares	85,894	-	85,894
Short term investments – Warrants	-	8,206	8,206
Total financial assets at fair value	**104,784**	**8,206**	**112,990**

There were no transfers between Level 1 and 2 in the period ended 31 October 2015 and year ended 30 April 2015.

16.3 Management of financial risks

The financial risk arising from the Company's operations are credit risk, liquidity risk, interest rate risk, currency risk and commodity price risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing with only with highly-rated financial institutions. As at 31 October 2015, amounts receivable was mainly comprised of Goods and Services Tax/Harmonized Sales Tax receivable and amounts receivable from related entities for shared office and administrative costs (Notes 6 and 17).

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they become due (Note 1.1). The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations meet its administrative overheads, maintain its mineral investments and to settle amounts payable to its creditors. The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future. As at 31 October 2015, the Company had working capital of $180,831 (30 April 2015: $276,576).

Currency risk

For the period ended 31 October 2015, the Company's operations were mainly in Canada (Note 4). The Company considers its currency risk to be insignificant.

Other risks

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate risk and commodity price risk arising from financial instruments.

17. RELATED PARTY TRANSACTIONS

For the period ended 31 October 2015, the Company had related party transactions with the following companies related by way of directors or shareholders in common:

- Next Gen, a company with management and certain directors in common with the Company. Next Gen pays shared office costs to the Company on a month-to-month basis.

- El Niño, a company with management and certain directors in common with the Company. El Niño pays shared office costs to the Company on a month-to-month basis.

- Southern Sun Minerals Inc. ("Southern"), a company with management and certain directors in common with the Company. Southern pays shared office costs to the Company on a month-to-month basis.

- Canadian Gravity Recovery Inc. ("CGR"), a company owned by the Chief Executive Officer of the Company. CGR provides management services on a month-to-month basis.

- Onestar Consulting Inc. ("Onestar"), a company owned by the Senior Vice President of Business and Corporate Development. Onestar provides consulting services on a month–to-month basis.

17.1 Related party expenses

Related party expenses are summarized as follows:

	Three months ended 31 October 2015	Three months ended 31 October 2014	Six months ended 31 October 2015	Six months ended 31 October 2014
	$	$	$	$
Next Gen	**1,019**	55,616	**2,748**	106,890
El Niño	**1,019**	39,879	**4,427**	65,451
Southern Sun	**2,698**	16,909	**4,354**	26,264
CGR	**-**	19,520	**5,208**	38,988
Stone Geoscience	**-**	11,250	**-**	22,500
Onestar	**-**	5,002	**2,500**	10,002
Robert Guanzon	**13,335**	8,002	**16,002**	16,002
Tina Whyte	**7,500**	9,000	**9,000**	18,000
Total related party expenses	**25,571**	165,178	**44,239**	304,097

17.2 Due from/to related parties

The assets and liabilities of the Company include the following amounts due from/to related parties:

	31 October 2015	30 April 2015
	$	$
Next Gen	**12,978**	16,221
El Niño	**169,269**	185,149
Southern	**2,120**	4,311
CEO	**22,886**	20,120
Total amount due from related parties (Note 6)	**207,253**	225,801
CGR	**16,406**	10,937
OneStar	**7,875**	5,250
CFO	**22,400**	5,600
Corporate Secretary	**17,325**	6,300
Former CEO	**417**	417
Company controlled by the former COO	**2,825**	2,825
Total amount due to related parties	**67,248**	31,329

17.3 Key management personnel compensation

The remuneration of directors and other members of key management for the six-month period ended 31 October 2015 and 2014 were as follows:

	Three months ended 31 October 2015	Three months ended 31 October 2014	Six months ended 31 October 2015	Six months ended 31 October 2014
	$	$	$	$
Short-term benefits – management and consulting fees	-	52,774	-	105,492
Short-term benefits – directors fees	-	-	-	-
Share-based payments	-	13,046	-	37,859
Total key management personnel compensation	-	65,820	-	143,351

18. SUPPLEMENTAL CASH FLOW INFORMATION

18.1 Cash payments for interest and taxes

The Company made the following cash payments for interest and income taxes:

	31 October 2015	31 October 2014
	$	$
Interest paid	**-**	-
Taxes paid	**-**	-
Total cash payments	**-**	-

18.2 Non-cash financing and investing activities

The Company incurred the following non-cash investing and financing transactions:

	31 October 2015	31 October 2014
	$	$
Common shares received for properties	**-**	-
Total non-cash financing and investing activities	**-**	-

19. COMMITMENTS

As at 31 October 2015, the Company had the following commitments:

	< 1 year	**2-5 years**	**> 5 years**	**Total**
	$	$	$	$
Management fees	282,347	-	-	282,347
Total commitments	**282,347**	**-**	**-**	**282,347**

The Company has a management agreement with CGR, a company owned by the Chief Executive Officer of the Company, effective 1 April 2012.

20. CONTINGENCIES

The Company had a lease agreement dated 1 April 2012 for leasing an office premise. On 12 February 2015, the Company was served with a notice of termination by the landlord due to default on rental payments for the months of January and February 2015.

Upon the notice of termination, all rent payable under the lease agreement became due and the prepaid rent deposit in the amount of $158,356 was forfeited to the landlord. The lease agreement and the termination notice reserves the right of the landlord to proceed against the Company for all outstanding amounts, costs and damages, as well as all prospective losses and damages, arising from the unexpired portion of the lease term, and other losses arising from the landlord's failure to carry on business. The Company is also liable to the landlord for expenses of the landlord in connection with the terminating, re-entering, re-letting or collection of sums due or payable by the Company on demand. Unpaid amounts bear interest from the due date to the date of payment at the rate of the greater of 18% per annum or the prime rate, plus 5% per annum calculated on a daily basis and compounded monthly.

The Company has recorded a provision of $Nil (30 April 2015 - $1,729,380) related to the termination of the lease agreement. The Company is in the process of negotiating the terms of the obligation with the landlord.

	$
Beginning balance, 30 April 2015	**1,729,380**
Additions	**-**
Ending balance, 31 October 2015	**1,729,380**

As at 31 October 2015, the Company owns various exploration and evaluation properties (Note 9). Management does not consider that any amounts related to decommissioning liabilities are payable although there is no assurance that a formal claim will not be made against the Company for some or all of these obligations in the future.

21. SUBSEQUENT EVENTS

On 1 December 2015, the Company announced that it has received acceptance from the TSX Venture Exchange (the "Exchange") for an extension to complete the non-brokered private placement financing previously announced on 18 September 2015, raising gross proceeds of up to $400,000 by way of a combined flow-through ("FT") and non flow-through ("NFT") units at a price of $0.02 per FT unit and $0.015 per NFT unit, pursuant to a discretionary waiver obtained from the Exchange on 18 September 2015 from the $0.05 per share minimum pricing requirements. Each FT will consist of one common share at a price of $0.02 per FT unit and one non flow-through nontransferable share purchase warrant ("Warrant"). Each Warrant will entitle the holder thereof to purchase one additional non flow-through common share of the Company for a period of 24 months from closing at a price of $0.05per share.

Each NFT unit will consist of one common share at a price of $0.015 per NFT unit and one nontransferable share purchase warrant ("Warrant"). Each Warrant will entitle the holder thereof to purchase one additional common share of the Company for a period of 24 months from closing at a price of $0.05 per share. The proceeds will be used for continuing to review the previous drill information and geological interpretation of River Valley, in order to further determine the origin of the higher grade mineralization discovered earlier this year at Target T2. The objective of the review is to outline additional quality drill targets in the northern portion of River Valley. A portion of the funds will also be used to finalize the next phase of metallurgical testwork and for working capital. Finder's fees payable in cash, shares or warrants or a combination may be paid on connection with the private placement. The shares to be issued with respect to the private placement will be subject to a four-month and a day hold period in accordance with applicable Canadian Securities Laws. Completion of the private placement and any finder's fees payable are subject to regulatory approvals.

On 14 December 2015 the Company, closed the 1st tranche of its non-brokered private placement raising gross proceeds of $183,500. The Company issued 11,566,666 Non Flow-Through units (NFT Units) at a price of $0.015 per NFT Unit and 500,000 Flow Through units (FT Units) at a price of $0.02 per FT Unit pursuant to a discretionary waiver obtained from the TSX Venture Exchange on 18 September 2015 from the $0.05 per share minimum pricing requirements. Each NFT Unit and FT Unit consists of one common share and one nontransferable share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.05 per share for a period of 24 months from closing. Mr. Harry Barr, Chairman, CEO and a director of the Company purchased 3,400,000 NFT Units from the Company at a price of $0.015 per NFT unit, pursuant to the private placement. Prior to the closing of the private placement, Mr. Barr held directly and indirectly 7,641,304 shares and warrants and options to purchase an additional 2,955,833 common shares of the Company, representing approximately 20.58% of the Company's issued and outstanding shares on a post-conversion beneficial ownership basis. As a result of Mr. Barr's acquisition pursuant to the private placement, Mr. Barr now holds 11,041,304 common shares and 6,355,833 warrants and options of the Company, representing approximately 25.99% of the Company's current issued and outstanding shares of the Company on a post-conversion beneficial ownership basis The proceeds will be used for continuing to review the previous drill information and geological interpretation of River Valley, in order to further determine the origin of the higher grade mineralization discovered earlier this year at Target T2. The objective of the review is to outline additional quality drill targets in the northern portion of River Valley. A portion of the funds will also be used to finalize the next phase of metallurgical testwork and for working capital. Finder's fees were paid in connection with the private placement in the amount of $700 and 35,000 finder's warrants. The finder's warrants are on the same terms as the financing Warrants. All securities issued in connection with the private placement are subject to a four month and a day hold period expiring on 12 April 2016.

22. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company for the period ended 31 October 2015 were approved and authorized for issue by the Board of Directors on 22 December 2015.