
SARISSA RESOURCES INC.

(An exploration stage company)

Financial Statements

(Unaudited)

December 31, 2011

SARISSA RESOURCES INC.
Consolidated Balance Sheets
(An Exploration Stage Company)
As at December 31, 2011

(Expressed in US Dollars)	December 31, 2011 (Unaudited)	December 31, 2010 (Unaudited)
ASSETS		
Current		
Cash	\$ -	\$ 7,487
Accounts receivable	103,912	34,156
Prepaid expenses	-	8,000
Total Current Assets	<u>103,912</u>	<u>49,643</u>
Other		
Mineral property interests (note 3)	724,993	701,700
Capital assets (note 4)	1,863	2,275
Total Other Assets	<u>726,856</u>	<u>703,975</u>
Total Assets	<u>\$ 830,768</u>	<u>\$ 753,618</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Bank Indebtedness	\$ 4,863	\$ -
Accounts payable and accrued liabilities	1,239,266	933,020
Loans and advances	1,564,635	914,905
Deferred income taxes	-	201,348
Current portion due under option agreements (note 7)	49,332	138,310
Notes payable (note 6)	62,500	69,000
Total Current Liabilities	<u>2,920,596</u>	<u>2,256,583</u>
Long Term Liabilities		
Balance due under option agreements (note 7)	<u>-</u>	<u>10,000</u>
Total Liabilities	<u>2,920,596</u>	<u>2,266,583</u>
Stockholders' Deficit		
Common stock, \$0.0001 par value; 850,000,000 shares authorized; 832,077,466 shares issued and outstanding (December 31, 2010 -807,377,446)	82,895	80,425
Additional paid-in capital	4,321,964	3,830,434
Accumulated other comprehensive income(loss)	<u>(175,202)</u>	<u>(132,842)</u>
	4,229,657	3,778,017
Deficit	<u>(6,319,484)</u>	<u>(5,290,982)</u>
	<u>(2,089,827)</u>	<u>(1,512,965)</u>
	<u>\$ 830,768</u>	<u>\$ 753,618</u>

Nature and continuance of operations (note 1)
Commitments (note 10)
Subsequent Events (note 12)

On behalf of the Board:

"Scott Keevil" Director _____ "Cam Cheriton" Director

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

SARISSA RESOURCES INC.
Statement of Stockholders' Deficit
For the period from January 1, 2009 to December 31, 2011
(Unaudited)

	<u>Number of Shares</u>	<u>Common Shares Par value \$0.0001 Share</u>	<u>Additional Paid in Capital</u>	<u>Cumulative Foreign Exchange Translation</u>	<u>Deficit</u>	<u>Total Equity</u>
Balance, January 1, 2009	769,122,830	\$ 76,600	\$ 2,475,690	\$ (54,676)	\$(4,132,408)	\$ (1,634,794)
Issued for warrants	1,875,000	187	37,312		-	37,499
Issued for private placements	28,494,414	2,850	981,914			984,764
Issued in settlement of debt	7,885,202	788	335,518			336,306
Increase in cumulative foreign currency translation account		-	-	(78,166)	-	(78,166)
Loss for the Year	-	-	-		(1,158,574)	(1,158,574)
Balance, December 31, 2010	807,377,446	80,425	3,830,434	(132,842)	(5,290,982)	(1,512,965)
Issued for private placements	18,450,000	1,845	367,155			369,000
Issued in settlement of debt	6,250,000	625	124,375		-	125,000
Increase in cumulative foreign currency translation account				(42,360)	-	(42,360)
Loss for the Period	-	-	-		(1,028,502)	(1,028,502)
Balance, December 31, 2011	832,077,446	\$ 82,895	\$ 4,321,964	\$ (175,202)	\$(6,319,484)	\$ (2,089,827)

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

SARISSA RESOURCES INC.
CONSOLIDATED STATEMENT OF OPERATIONS AND DEFICIT
FOR THE THREE MONTHS ENDED DECEMBER 31

(Expressed in US Dollars)

	December 31, 2011 (Unaudited)	December 31, 2010 (Unaudited)
OPERATING EXPENSES		
Advertising and promotion	\$ 29,201	\$ 21,613
Amortization	119	712
Consulting fees	14,814	91,908
Exploration expenditures	120,704	53,096
Interest on loans and advances	(65,230)	-
Occupancy costs	19,228	14,271
General and administration	(16,865)	1,376
Loan extension fee	-	3,850
Management fees (note 8)	71,166	54,563
Legal and audit	<u>36,535</u>	<u>14,721</u>
TOTAL OPERATING EXPENSES AND LOSS BEFORE TAXES	(209,672)	(256,056)
Recovery of deferred income tax on flow-through shares (note 2)	<u>201,348</u>	<u>116,400</u>
NET LOSS	<u>8,324</u>	<u>(139,656)</u>
OTHER COMPREHENSIVE INCOME (LOSS)		
Foreign currency translation gain(loss)	<u>-</u>	<u>(31,454)</u>
COMPREHENSIVE (LOSS)	<u>\$ 8,324</u>	<u>\$ (108,202)</u>
LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING – BASIC AND DILUTED	<u>\$ (0.000)</u>	<u>\$ (0.001)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – BASIC AND DILUTED	<u>\$ 820,313,780</u>	<u>781,289,211</u>

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

**SARISSA RESOURCES INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
FOR THE YEAR ENDED DECEMBER 31**

(Expressed in US Dollars)

	December 31, 2011 (Unaudited)	December 31, 2010 (Unaudited)
OPERATING EXPENSES		
Advertising & promotion	\$ 67,414	\$ 358,832
Amortization	384	712
Consulting fees	99,109	119,988
Exploration expenditures	422,677	432,418
Interest on loans and advances	115,265	-
Occupancy costs	72,298	57,628
General and administration	48,185	13,617
Loan extension fee	-	4,850
Management fees (note 8)	273,058	185,149
Legal and audit	<u>131,460</u>	<u>28,707</u>
TOTAL OPERATING EXPENSES AND LOSS BEFORE TAXES	1,229,850	1,201,901
Recovery of deferred income tax on flow-through shares (note 2)	<u>(201,348)</u>	<u>(116,400)</u>
NET LOSS	<u>(1,028,502)</u>	<u>(1,085,501)</u>
OTHER COMPREHENSIVE (LOSS) INCOME		
Loss on sale of securities	-	11,656
Foreign currency translation	<u>-</u>	<u>(84,729)</u>
COMPREHENSIVE LOSS	<u>(1,028,502)</u>	<u>(1,158,574)</u>
LOSS PER WEIGHTED NUMBER OF SHARES OUTSTANDING – BASIC AND DILUTED	<u>\$ (0.001)</u>	<u>\$ (0.002)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>\$ 820,313,780</u>	<u>781,289,211</u>

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

SARISSA RESOURCES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in US Dollars)
FOR THE ENDED DECEMBER 31
(unaudited)

	December 31, 2011 (unaudited)	December 31, 2010 (unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (1,028,502)	\$ (1,085,501)
Items not involving cash:		
Amortization	384	712
Provision for deferred tax on flow-through shares	-	-
Interest on loans and advances	-	-
	<u>(1,028,118)</u>	<u>(1,084,789)</u>
(Increase) decrease in accounts receivable	(69,756)	(31,927)
(Increase) decrease in prepaid expenses	8,000	(8,000)
Increase(decrease in) deferred income taxes	-	84,948
Increase (decrease) in accounts payable and accrued liabilities	<u>190,981</u>	<u>287,469</u>
Net cash used in operating activities	<u>(838,893)</u>	<u>(752,299)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds on sale of securities	-	14,021
(Addition) to mineral property interests	(23,293)	(86,500)
(Addition) to capital assets	<u>(2,573)</u>	<u>(375)</u>
Net cash used in investing activities	<u>(25,866)</u>	<u>(72,854)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase(decrease) in loans and advances	649,730	(298,468)
Increase (decrease) in balance of purchase price payable	(98,978)	(19,005)
Increase (decrease) in notes payable	(6,500)	-
Issuance of common stock	1,845	2,850
Increase in paid up capital	<u>367,155</u>	<u>981,914</u>
Net cash provided by financing activities	<u>913,252</u>	<u>667,291</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH	<u>(36,143)</u>	<u>(179,012)</u>
Increase (decrease) in cash for the period	<u>(12,350)</u>	<u>(13,663)</u>
Cash, beginning of year	<u>7,487</u>	<u>21,150</u>
Cash(Bank indebtedness), end of year	<u>\$ (4,863)</u>	<u>\$ 7,487</u>

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

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

1. NATURE AND CONTINUANCE OF OPERATIONS

Sarissa Resources Inc. (the "Company") was incorporated in the State of Delaware on November 8, 2005 as Ecological Recycling Co. Inc. On November 14, 2005, the name was changed to Michigan Mining Investment Inc. On December 5, 2006 the Company changes its name to Sarissa Resources Inc. and changed jurisdiction from the State of Delaware to the State of Nevada.

The Company's principal business activity is the acquisition, exploration and development of mineral property interests in Canada. The Company is considered to be in the exploration stage and substantially all of the Company's efforts are devoted to financing and developing these property interests. There has been no determination whether the Company's interests in unproven mineral properties contain mineral reserves which are economically recoverable.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America, with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company currently earns no operating revenues. The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company's assets may be adversely affected. Current market conditions make the present environment for raising additional equity financing less favorable.

2. SIGNIFICANT ACCOUNTING POLICIES

These unaudited consolidated financial statements of the Company have been prepared using accounting policies that are consistent with the policies used in preparing the Company's annual financial statements. These policies are listed below. Generally accepted accounting principles for interim financial statements do not conform in all respects to the disclosures required for annual financial statements, and accordingly, these consolidated financial statements should be read in conjunction with the annual consolidated financial statements.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Nio-Star Corp. which was incorporated under the Laws of the Province of Ontario on November 19, 1996 and Shining Tree Resources Corp. which was incorporated under the Laws of Ontario on March 28, 2011. All inter-company balances and transactions have been eliminated upon consolidation. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties

Use of estimates

The preparation of consolidated financial statements in accordance with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates. Significant accounts that require estimates relate to the impairment of mineral properties, valuation of agents' warrants and units granted as finder's fees, warrants issued as part of private placements and the valuation taken on future income tax assets, and stock-based compensation.

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and cash deposited with financial institutions.

Stock-based compensation

The Company uses the fair value method whereby the Company recognizes compensation costs for the granting of all stock options and direct awards of stock based on its fair value over the period of vesting. Any consideration paid by the option holders to purchase shares is credited to capital stock. The services are expensed in the periods during which the services are rendered.

Future income taxes

Future income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments based on SFAS No. 128. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period.

Basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the period.

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Mineral properties

All costs related to the acquisition of mineral properties are capitalized to the applicable property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Asset retirement obligations

An asset retirement obligation is a legal obligation associated with the retirement of tangible long-lived assets that the Company is required to settle. The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. The Company currently does not have any asset retirement obligations.

Capital assets

Capital assets are recorded at cost less accumulated amortization.

Change in Functional and Reporting Currency

On December 23, 2007 the Company acquired a mining property in Northern Ontario, Canada. Subsequent to that date, the Company has raised equity and conducted the majority of its business in Canadian dollars ("C\$"). As a result, the Company has changed its functional currency from the US\$ to the C\$ effective December 23, 2010. Historical amounts have been restated into C\$ using the average US\$/C\$ exchange rate for Income statement items and using the balance sheet date exchange rates for Balance Sheet items.

The Company's functional and reporting currency is US dollar. In accordance with EIC-130, "Translation Method When the Reporting Currency Differs from the Measurement Currency" the financial statements for all periods presented have been translated into the reporting currency using the current rate method. Under this method, the statements of operations and cash flows for each quarter have been translated into the reporting currency using the average exchange rates prevailing during each reporting period (2011 – 1.011; 2010 – 0.971) and all assets and liabilities have been translated using the exchange rate prevailing at the consolidated balance sheet dates (December 31, 2011 – 0.983; December 31, 2010 – 0.987).

Financial statements of the Company's foreign subsidiaries are translated into United States dollar equivalents using the temporal method whereby all monetary assets and liabilities are translated at the rate of exchange at the balance sheet date. Non-monetary assets and liabilities are translated at exchange rates prevailing at the transaction date. Income and expenses are translated at rates which approximate those in effect on transaction dates. Exchange translation gains and losses arising from translation are included in the consolidated balance sheet.

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Change in Functional and Reporting Currency (cont'd...)

During the second quarter of 2011, the Company re-evaluated its method of recording foreign exchange gain and losses in respect of its wholly –owned subsidiary and has transferred on a retroactive basis any accumulated unrealized foreign exchange gains and losses that resulted from the revaluation.

Flow-through common shares

Resource expenditures for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian income tax legislation. The Company records a future income tax liability and a reduction in capital stock for the estimated tax benefits transferred to shareholders. When the Company renounces flow-through expenditures, a portion of the Company’s future income tax assets that were not recognized in previous years, due to the recording of a valuation allowance, will be recognized as a recovery of future income taxes in the statement of operations. Part XII.6 tax is calculated monthly on any unspent balance in the subsequent year beginning with January 1, 2009.

Under the terms of the flow-through share agreements, the Company is require to spend and renounce expenditures for exploration that are qualified CEE (Canadian Exploration Expenditures), as defined by the Income Tax Act (Canada).

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards that are not yet effective will not have a material impact on our financial position or results of operations upon adoption.

3. MINERAL PROPERTY INTERESTS

	December 31, 2011	December 31, 2010
a) Nemegosenda Property, Chewett and Collins Township, Northern Ontario	\$ 483,500	\$ 483,500
b) Deadmoose Property, Shillington Township, Northern Ontario	162,200	162,200
c) Shiningtree Property, Northern Ontario	79,213	56,000
	<u>\$ 724,913</u>	<u>\$ 701,700</u>

a) The Nemegosenda Property comprises approximately 9,000 acres consisting of 1,800 patented, and an additional 7,200 contiguous acres staked in Northern Ontario.

i) The patented claims (the Rapski claims”) were purchased in December 2007 for \$380,000 payable over a four year period and are subject to a 2% NSR. The Company paid \$380,000(Cd’n) to acquire the property.

ii) The Company also acquired 7 unpatented claims (the “Windsor Claims” on January 7, 2010 for \$90,000(Cd’n) payable over a two year period subject to a 2% NSR. The Company has paid \$60,000(Cd’n) in respect of this option. The Company can purchase 1.0% of the NSR for \$1,000,000(Cd’n).

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

3. MINERAL PROPERTY INTERESTS (cont'd...)

- b) The Company owns a 100% interest in the Deadmoose Property located in Shillington Township, Northern Ontario.
- c) The Shining tree properties consists of 16 claim groups in Asquith Township, Ogilvie and Leonard & North Williams Townships and Churchill Townships in Northern Ontario, representing approximately 3,000 Ha's. The claims were acquired at various times during 2009-2011. Payments due on various of these claim groups include \$17,000 in January 2012, \$10,000 in March, 2012, and \$5,000 in April 2012, and the issuance of 2,000,000 shares of Shining Tree Resources Corp. Certain of the claims are subject to Net Smelter Return royalties, certain portions of which may be bought back by the Company.

Title to mineral property interests

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

4. CAPITAL ASSETS

	December 31, 2011	December 31, 2010
Automobiles	\$ 5,497	\$ 5,125
Less: accumulated amortization	(3,634)	(3,250)
	<u>\$ 1,863</u>	<u>\$ 1,875</u>

5. LOANS AND ADVANCES

Loans and advances have no fixed terms of repayment of which \$980,652 bears interest at 1% per month. On June 1, 2011, a debtor to the Company agreed to convert \$175,000(US\$) of Loans and advances in exchange for the Company assigning its right to acquire a 1.5% NSR (net smelter return royalty) under the Rapksi purchase agreement (see also 3(a)).

On August 3, 2011, the Company entered into an option and financing agreement (the "Option") with a company based in Hong Kong (referred to as "HKHE"). Under the terms of the Option, when the rights granted under the Option are exercised, between CDN\$5,500,000 and CDN\$10,000,000 will have been raised by HKHE and Sarissa will transfer the ownership of its wholly-owned subsidiary, Nio-Star Corp., to HKHE in return for approximately 65% to 75% of the capital of HKHE, depending on the amount raised. On July 12, 2011 the Company received \$300,000 as an advanced payment in respect of the option. The option has expired.

6. NOTES PAYABLE

Notes Payable are interest free and has no fixed terms of repayment. In August 9, 2008 he Company issued "Subordinated Notes" for (US) \$62,500. These notes entitled the holder to receive a total of 3,125,000 restricted shares and a warrant to purchase a further 3,125,000 restricted shares at \$0.02 for a two year period. . During 2010 1,875,000 warrants were exercised resulting in proceeds of \$37,500. The balance of the warrants of 1,250,000 expired on October 31, 2011.

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

7. BALANCE DUE UNDER OPTION AGREEMENTS

	December 31, 2011	December 31, 2010
Rapski Claims – see note 3(a)(i)	\$ -	\$ 51,120
Windsor Claims – see note 3(a)(ii)	39,332	60,990
O’Conner Claims – see note 3(b)	10,000	20,000
Balance of Purchase Price Payable	<u>\$ 49,332</u>	<u>\$ 148,310</u>
Consists of:		
Amount due within one year	\$ 49,332	\$ 138,310
Long term portion	-	10,000
Balance of Purchase Price Payable	<u>\$ 49,332</u>	<u>\$ 148,310</u>

During the year \$98,000(Cd’n) was paid in respect of obligations on its mining claims purchased under Option agreements. The registered security interest against the property on the “ Rapski” claims has been paid and the registered mortgage on the property has been discharged.

8. RELATED PARTY TRANSACTIONS

a) Included in accounts payable and accrued liabilities is \$247,716 (2010 – \$360,377) due to the president of the Company and a Company controlled by the President. In addition \$11,520 nil (2010 – \$nil) was paid to a Company controlled by the president as a reimbursement of expenses paid on behalf of the Company.

b) During the year management fees of \$180,000 (2010-\$127,500) were paid or accrued to the President of the Company in Canadian dollars.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

9. CAPITAL STOCK AND CONTRIBUTED SURPLUS

The authorized capital stock of the Company consists of 850,000,000 shares of common stock, par value \$0.0001 per share, of which there are currently 832,077,446 issued and outstanding.

On February 9, 2011 the Company completed a private placement and issued 5,750,000 common shares at a price of \$0.02 per share and received \$114,000(US Currency). The money was transferred to Nio-Star Corp.

On March 14, 2011, 2011 the Company issued 6,250,000 common shares at a price of \$0.02 per share in settlement of a debt for \$125,000,000(US Currency).

On April 8, 2011 the Company completed a private placement and issued 7,700,000 common shares at a price of \$0.02 per share and received \$154,000(US Currency). The money was transferred to Nio-Star Corp.

On April 21, 2011 the Company completed a private placement and issued 5,000,000 common shares at a price of \$0.02 per share and received \$100,000(US Currency). The money was transferred to Nio-Star Corp.

Stock options

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

No options were exercised during the nine month period ended September 30, 2011. All outstanding options were cancelled on April 6, 2011. No additional options have been granted subsequent to that date.

10. COMMITMENTS

- i) On June 1, 2011, the Company's 100% owned subsidiary entered into two services agreement which provide for an annual fixed fee of \$540,000(Cd'n). The agreements also provide for reimbursements of all reasonable expenses related to services provided.
- ii) On May 12, 2011, the Company entered into an agreement to acquire a 100% interest in 5 mining claims totalling approximately 1,280 ha which are subject to a 2% net smelter royalty. The claims are located in the Asquith Township in Northern Ontario. In order to earn its interest in the claims, the Company must issue 1,000,000 common shares.
- i) On July 15, 2011, the Company entered into an agreement to acquire a 100% interest in 3 mining claims totalling approximately 753 ha which are subject to a 2% net smelter royalty. The claims are located in Ogilvie and Leonard & North Williams Township in Northern Ontario. In order to earn its interest in the claims, the Company must issue 400,000 common shares.
- ii) On September 16, 2011, the Company entered into an agreement to acquire a 100% interest in 4 mining claims totalling approximately 608 ha acres which are subject to a 2% net smelter royalty. The claims are located in Churchill and & North Asquith Townships' in Northern Ontario. In order to earn its interest in the claims, the Company must issue 600,000 common shares, paid \$17,000 on November 30, 2011 and is required to pay \$17,000 on or before January 31, 2012.

SARISSA RESOURCES INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)
December 31, 2011

11. COMPARATIVE FIGURES

Certain figures shown for comparative purposes have been reclassified to conform to the basis used during the current year.

12. SUBSEQUENT EVENTS

Subsequent to the year end the balance due under the option agreement on the Windsor claims was paid off.