

# **ADVANCE GOLD CORP.**

## **INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**November 30, 2013**

*(Expressed in Canadian dollars)*

**MANAGEMENT'S COMMENTS ON  
UNAUDITED INTERIM FINANCIAL STATEMENTS**

The accompanying unaudited interim consolidated financial statements of Advance Gold Corp. as at November 30, 2013 and the six months ended November 30, 2013 and 2012 have been prepared by and are the responsibility of the Company's management. These statements have not been reviewed by the Company's external auditors.

**ADVANCE GOLD CORP.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**AS AT NOVEMBER 30, 2013 AND MAY 31, 2013**  
*(Expressed in Canadian Dollars)*

	<u>November 30,</u> <u>2013</u>	<u>May 31,</u> <u>2013</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 4,426	\$ 7,688
Amounts receivable	2,039	1,672
Due from related parties (Note 9)	-	888
Prepaid expenses	867	3,467
	<u>7,332</u>	<u>13,715</u>
<b>Non-Current Assets</b>		
Equipment (Note 5)	63	71
Exploration and evaluation assets (Statement) (Note 6)	404,057	403,946
	<u>\$ 411,452</u>	<u>\$ 417,732</u>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 54,446	\$ 29,306
<b>EQUITY</b>		
Share capital (Note 8)	4,799,384	4,779,872
Reserves (Note 8)	959,313	930,001
Deficit	(5,401,691)	(5,321,447)
	<u>357,006</u>	<u>388,426</u>
	<u>\$ 411,452</u>	<u>\$ 417,732</u>
<b>Nature and Continuance of Operations (Note 1)</b>		
<b>Commitments (Note 10)</b>		

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

**ADVANCE GOLD CORP.**  
**INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2013 AND 2012**  
*(Expressed in Canadian Dollars)*

	For the Three months ended November 30, 2013	For the Three months ended November 30, 2012	For the Six months ended November 30, 2013	For the Six months ended November 30, 2012
<b>Operating expenses</b>				
Advertising and promotion	\$ 282	\$ 876	\$ 543	\$ 1,118
Amortization of equipment (Note 5)	4	4	8	8
Consulting fees	-	-	-	3,000
Due, conferences and subscriptions	-	1,467	-	1,467
Impairment of mineral property	-	12,067	-	68,732
Interest, bank charges and foreign exchange	152	241	593	2,922
Insurance	-	88	-	170
Investor relationship	2,008	662	2,008	2,662
Management fees (Note 9)	15,000	15,000	30,000	30,000
Office and sundry	23	1,157	69	1,612
Professional fees	4,230	15,304	12,769	27,410
Property investigation	2,500	1,888	2,500	1,888
Rent and telephone (Note 9)	235	1,704	578	4,053
Stock based compensation (Note 8)	16,305	8,048	21,300	58,177
Transfer agent and filing fees	5,747	5,914	9,876	8,678
Wages and benefits (Note 9)	-	12,615	-	25,070
<b>Loss And Comprehensive loss for the period</b>	<b>\$ (46,486)</b>	<b>\$ (77,035)</b>	<b>(80,244)</b>	<b>(236,967)</b>
<b>Basic And diluted loss per common share</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>	<b>(0.01)</b>	<b>(0.01)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>38,209,957</b>	<b>35,806,696</b>	<b>37,332,997</b>	<b>35,275,189</b>

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

**ADVANCE GOLD CORP.**  
**INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2013 AND 2012**  
*(Expressed in Canadian Dollars)*

	Number Of Common Shares		Share Capital		Share Subscriptions		Stock Option Reserve		Warrant Reserve		Deficit		Total Equity
<b>Balance at May 31, 2013</b>	37,681,696	\$	4,779,872	\$	-	\$	418,880	\$	511,121	\$	(5,321,447)	\$	388,426
Comprehensive loss	-		-		-		-		-		(80,244)		(80,244)
Private placement	600,000		30,000		-		-		-		-		30,000
Share issuance costs	-		(2,476)		-		-		-		-		(2,476)
Allocated to warrants on the issue of shares for cash	-		(8,012)		-		-		8,012		-		-
Stock option vesting	-		-		-		21,300		-		-		21,300
<b>Balance at November 30, 2013</b>	38,281,696	\$	4,799,384	\$	-	\$	440,180	\$	519,133	\$	(5,401,691)	\$	357,006
<b>Balance at May 31, 2012</b>	34,806,696	\$	4,675,591	\$	50,000	\$	338,949	\$	477,813	\$	(4,896,599)	\$	645,754
Comprehensive loss	-		-		-		-		-		(236,967)		(236,967)
Private placement	1,000,000		50,000		(50,000)		-		-		-		-
Share issuance costs	-		(1,441)		-		-		-		-		(1,441)
Allocated to warrants on the issue of shares for cash	-		(8,626)		-		-		8,626		-		-
Stock option vesting	-		-		-		58,176		-		-		58,176
<b>Balance at November 30, 2012</b>	35,806,696	\$	4,715,524	\$	-	\$	397,125	\$	486,439	\$	(5,133,566)	\$	465,522

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

**ADVANCE GOLD CORP.**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2013 AND 2012**  
*(Expressed in Canadian Dollars)*

	For the Three months ended November 30, 2013	For the Three months ended November 30, 2012	For the Six months ended November 30, 2013	For the Six months ended November 30, 2012
<b>Cash Provided By (Used For):</b>				
<b>Operating Activities</b>				
Net loss for the period	\$ (46,486)	\$ (77,035)	\$ (80,244)	\$ (236,967)
Items not requiring cash:				
Amortization	4	4	8	8
Impairment of mineral property	-	12,067	-	68,732
Stock based compensation	16,305	8,048	21,300	58,177
Change in non-cash working capital items:				
Amounts receivable	(219)	1,051	108	(94)
Due from related parties	(480)	-	413	-
Prepaid expenses	534	1,784	2,600	2,635
Accounts payable and accrued	845	(16,897)	25,140	(47,710)
Cash used in operating activities	(29,497)	(70,978)	(30,675)	(155,219)
<b>Investing Activities</b>				
Deferred exploration expenditures paid	(42)	(22,672)	(111)	(114,292)
Deferred exploration expenditures	-	-	-	101,350
Cash used in investing activities	(42)	(22,672)	(111)	(12,942)
<b>Financing Activities</b>				
Issuance of common shares for cash	-	-	30,000	-
Payment of share issuance costs	(2,476)	-	(2,476)	(1,441)
Cash provided by financing activities	(2,476)	-	27,524	(1,441)
<b>Decrease in cash</b>	(32,015)	(93,650)	(3,262)	(169,602)
<b>Cash , beginning of period</b>	36,441	140,024	7,688	215,976
<b>Cash , end of period</b>	\$ 4,426	\$ 46,374	\$ 4,426	\$ 46,374

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

**ADVANCE GOLD CORP.**  
**INTERIM CONSOLIDATED STATEMENTS OF EXPLOARTION AND EVALUATION ASSETS**  
*(Expressed in Canadian Dollars)*

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	May 31, 2013	Acquisition Costs	Exploration and evaluation	Impairment	November 30, 2013
<b>Kakamega property, Kenya</b>	\$ 403,946	\$ -	\$ 111	\$ -	\$ 404,057

	May 31, 2012 (Note 13)	Acquisition Costs	Exploration and evaluation expenditures (Reimbursements)	Impairment	November 30, 2012
<b>Kakamega property, Kenya</b>	\$ 453,228	\$ -	\$ (49,294)	\$ -	\$ 403,934
<b>Singida Property, Tanzania</b>	-	-	230	(230)	-
	\$ 453,229	\$ -	\$ (49,064)	\$ (230)	\$ 403,934

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

**ADVANCE GOLD CORP.**  
**INTERIM CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS**  
**- EXPLORATION EXPENDITURES -**  
*(Expressed in Canadian Dollars)*

	<u>November 30,</u> <u>2013</u>	<u>November 30,</u> <u>2012</u>
<b>Kakamega Property</b>		
Opening balance	\$ 12	\$ 51,980
Administration	110	76
Reimbursement	-	(52,056)
Ending balance	122	-
<b>Singida Property</b>		
Opening balance	-	-
Administration	-	602
Camp	-	5,899
Geological	-	50,457
Field supplies	-	70
Geochemical	-	3,903
Technical/field staff	-	150
Transportation	-	219
Vehicle	-	6,207
Travel	-	994
Impairment	-	(68,501)
Ending balance	-	-
<b>Ngira Migori Property</b>		
Opening balance	-	-
Administration	-	1,286
Camp	-	6,562
Geological	-	9,956
Field supplies	-	19
Prepaid	-	2,830
Technical/field staff	-	296
Transportation	-	289
Vehicle	-	1,199
Ending balance	-	22,437
<b>Nyakagwe Property</b>		
Opening balance	-	-
Geochemical	-	23,046
Ending balance	-	23,046
	\$ 122	\$ 45,483

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

**ADVANCE GOLD CORP.**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**November 30, 2013**  
*(Expressed in Canadian Dollars)*

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Advance Gold Corp. (the "Company") was incorporated in the Province of British Columbia on September 28, 2004 as Liberian Gold Corporation and changed its name to Africa West Minerals Corp. ("AWMC") on June 28, 2006. The Company changed its name to Advance Gold Corp. on May 3, 2010. The Company's shares are listed on the TSX-Venture Exchange (the "Exchange"). The Company is an exploration stage company engaged in the exploration and evaluation of mineral property interests. The Company's registered and head office is located at 432 Royal Avenue, Kamloops, British Columbia V2B 3P7.

These consolidated financial statements have been prepared on the going concerns basis, which contemplates that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has incurred significant losses from inception and as at November 30, 2013 the Company had a deficit of \$5,401,691. The ability of the Company to continue as going concern is in doubt and is dependent upon the continued financial support from its directors and its ability to continue to raise sufficient financing. Management is seeking equity financing and joint venture opportunities, the outcome of which cannot be predicted at this time. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not reflect the adjustments or reclassifications which would be necessary if the Company were unable to continue.

**2. SIGNIFICANT ACCOUNTING POLICIES**

These interim consolidated financial statements for period ended November 30, 2013 were authorized for issue by the Board of Directors of the Company on January 28, 2014.

**Statement of compliance**

The condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Therefore, these financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

**Basis of consolidation**

These consolidated financial statements include the accounts of the Company and its controlled entities and have been prepared on a historical cost basis, with the exception of certain financial instruments measured at fair value. All inter-company transactions and balances have been eliminated on consolidation.

**Financial instruments**

The Company recognizes financial assets and financial liabilities when the Company becomes a party to a contract. Financial assets and financial liabilities, with the exception of financial assets classified as at fair value through profit or loss, are measured at fair value plus transaction costs on initial recognition. Financial assets at fair value through profit or loss are measured at fair value on initial recognition and transaction costs are expensed when incurred.

Measurement in subsequent periods depends on the classification of the financial instrument:

*At fair value through profit or loss ("FVTPL")* - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are measured at fair value with changes in fair value recognized in the Company's consolidated statement of comprehensive loss for the year. Cash is classified as FVTPL.

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*Held to maturity investments* – Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. The Company has no financial assets classified as held-to-maturity investments.

*Available for sale investments* – Available for sale financial assets are non-derivative financial assets that are designated as available for sale or are not suitable to be classified as FVTPL, loans and receivables, or held-to-maturity investments and are subsequently measured at fair value. Unrealized gains and losses are recognized in other comprehensive loss, except for impairment losses and foreign exchange gains and losses on monetary financial assets, which are recognized in comprehensive loss. The Company has no financial assets classified as available for sale.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are measured at amortized cost less impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. GST/HST receivables are classified as loans and receivable.

*Other financial liabilities* - This category includes financial liabilities that are not classified as FVTPL. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method. Accounts payable, and the loan payable are classified as other financial instruments.

#### **Foreign Currency Translation**

*(i) Presentation and functional currency*

The Company's functional and presentation currency is the Canadian dollar. Functional currency is also determined for each of the Company's subsidiaries, and items included in the financial statements of the subsidiary are measured using that functional currency. The Canadian dollar is the functional currency of all the Company's subsidiaries.

*(ii) Foreign currency transactions*

Transactions in currencies other than the functional currencies are recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statement of financial position.

Gain and losses arising on foreign currency translations are included in the Company's consolidated statement of comprehensive loss.

#### **Exploration and evaluation assets**

Acquired properties are recognized at cost, or if acquired as part of a business combination, at fair value at the date of acquisition. All costs directly related to exploration activities are capitalized once the Company has obtained the legal right to explore. Acquisition costs include cash consideration and the fair value of common shares, issued for exploration and evaluation assets. Exploration expenditures, net of recoveries, are capitalized as incurred. After a property is determined by management to be commercially feasible, acquisition costs and their related deferred exploration expenditures on the property will be transferred to mineral properties under development. Prior to transfer the assets will be tested for impairment.

Exploration and evaluation assets acquired under an option agreement where payments are made at the sole discretion of the Company, are capitalized at the time of payment. Option payments received are treated as a reduction of the carrying value of the related acquisition cost for the exploration and evaluation assets until the payments are in excess of acquisition costs, at which time they are then recognized in profit or loss in the Company's consolidated statement of comprehensive loss. Option payments are at the discretion of the optionor and, accordingly, are accounted for when receipt is reasonably assured.

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, the sale of the respective areas of interest.

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**Decommissioning liability**

The Company is required to recognize a liability when a legal or constructive obligation exists to dismantle, remove or restore its assets, including any obligation to rehabilitate environmental damage on its exploration and evaluation assets. As of November 30, 2013 and May 31, 2013, the Company has not incurred any such obligations.

**Equipment**

Equipment is carried at cost less accumulated amortization. The Company provides for amortization on the following basis:

Furniture and equipment	20% declining balance method
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**Impairment of long-lived assets**

At each reporting date, the carrying amounts of the Company's assets, including exploration and evaluation assets are reviewed to determine whether there is an indication that those assets are impaired. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the consolidated statement of comprehensive loss. For the purposes of assessing for indications of impairment and impairment testing, assets that do not have largely independent cash inflows are grouped into cash generating units. Cash generating units are the smallest identifiable groups of assets having independent cash inflows.

An impairment loss, excluding those recognized on goodwill, is reversed if there has been a change in the estimates used to determine the 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 or amortization, if no impairment loss had previously been recognized.

**Loss per share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. All of the share options and share purchase warrants were anti-dilutive as of November 30, 2013 and May 31, 2013.

**Stock-based compensation**

Stock options granted are settled with shares of the Company. The expense is determined based on the fair value of the award granted and recognized over the period which services are received, which is usually the vesting period. The corresponding amount is recorded to stock option reserve. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period. The fair value of options is determined using a Black-Scholes Option Pricing Model. At the end of each reporting period, the Company re-assesses its estimates of the number of awards that are expected to vest and recognizes the impact of the revision in the consolidated statement of comprehensive income or loss.

**Income taxes**

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

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Deferred taxes are determined using the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred income tax assets are recognized to the extent that realization is considered probable.

**Critical accounting estimates and judgments**

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. The preparation of the consolidated financial statements also requires management to make judgments aside from those that involve estimates, in the process of applying the accounting policies.

*Critical accounting estimates*

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key uncertainties related to estimates that have a significant risk of resulting in a material adjustment within the next financial year and to judgments that have the most significant effect on the amounts recognized and disclosed in the consolidated financial statements.

*Impairment of non-financial assets*

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

*Useful life of equipment*

Equipment is depreciated over the estimated useful lives of the assets. Changes in the estimated useful lives could significantly increase or decrease the amount of depreciation recorded during the year and the carrying value of property, plant and equipment.

*Stock-based compensation*

Management is required to make certain estimates when determining the fair value of share option awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the Company's consolidated statement of comprehensive loss.

*Critical judgments used in applying accounting policies*

In the preparation of these consolidated financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the financial statements.

*Exploration and evaluation assets*

Management is required to apply judgment in determining whether technical feasibility and commercial viability can be demonstrated for its mineral properties under exploration. Once technical feasibility and commercial viability of a property can be demonstrated, it is reclassified from exploration and evaluation assets and subject to different accounting treatment. As at November 30, 2013 and May 31, 2013 management had determined that no reclassification of exploration and evaluation assets was required.

*Income taxes*

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

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**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
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**Accounting standards issued but not yet effective**

The following new or amended accounting standards have been issued by the International Accounting Standards Board (“IASB”) for periods beginning on or after January 1, 2013. These new or amended standards are not yet effective, and the Company has not completed its assessment of their impact on its consolidated financial statements.

- (i) IFRS 9 Financial Instruments;
- (ii) IFRS 10 Consolidated Financial Statements;
- (iii) IFRS 11 Joint Arrangements;
- (iv) IFRS 12 Disclosure of Interests in Other Entities;
- (v) IFRS 13 Fair Value Measurement;
- (vi) IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine; and
- (vii) IAS 1 Presentation of Financial Statements (Amendments regarding presentation of items of other comprehensive income).

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

**3. MANAGEMENT OF CAPITAL**

The Company’s objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

In the management of capital, the Company includes the components of equity as well as its cash.

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

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets.

The Company’s investment policy is to invest its cash in highly liquid investments which are readily convertible into cash with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company expects that its current capital resources will not be sufficient to carry out its exploration and evaluation plans and operations through its next fiscal year. The Company is planning to use equity financing to support ongoing operations; however there is no assurance that additional funding and/or suitable joint venture agreements will be obtained.

There were no changes in the Company’s approach to capital management during the year.

The Company has no externally imposed capital requirements.

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**4. Financial Instruments**

**Fair Value**

The Company's financial assets and liabilities measured at amortized cost approximate their fair values due to the short term to maturity.

Fair value estimates are made at the reporting period end date, based on relevant market information. Estimated fair value amounts are designed to approximate amounts at which financial instruments could be exchanged in a current transaction between willing parties who are under no compulsion to act.

The Company uses a fair value hierarchy to categorize the inputs used in valuation techniques to measure fair value of financial instruments. The classifications are as follows: the use of quoted market prices for identical assets or liabilities (Level 1), internal models using observable market information as inputs (Level 2) and internal models without observable market information as inputs (Level 3). The Company had no Level 2 or Level 3 financial instruments at May 31, 2013 and there have been no transfers between levels.

The following is an analysis of the Company's financial assets measured at fair value as at November 30, 2013 and May 31, 2013:

	November 30, 2013		
	Level 1	Level 2	Level 3
Cash	\$ 4,426	\$ -	\$ -

	May 31, 2013 (Note 13)		
	Level 1	Level 2	Level 3
Cash	\$ 7,688	\$ -	\$ -

**Financial Risk Management**

The Company's financial instruments potentially expose it to a variety of risks, including credit risk, foreign exchange risk (currency), liquidity and interest rate risk.

**Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and GST receivable. The Company deposits the majority of its cash with high credit quality financial institutions in Canada reducing the credit risk. GST receivables consist of refundable tax credits and therefore the credit risk is minimal.

**Currency risk**

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. Certain assets and liabilities of the Company's are denominated in US dollars, and are therefore subject to fluctuation against the Canadian dollar.

The Canadian dollar equivalent of financial instruments denominated in US dollars as at November 30, 2013 and May 31, 2013 is as follows:

	November 30, 2013	May 31, 2013 (Note 13)
Cash	\$ 1,889	\$ 5,318
Accounts payable	305	-
	\$ 1,584	\$ 5,318

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**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity.

**Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year is anticipated to be through equity financing and future loan facilities, and potential joint venture agreements.

Cash on hand at November 30, 2013 is insufficient to fund the Company's operational needs for the next 12 months.

**5. Equipment**

	<b>November 30, 2013</b>		
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net Book Value</b>
Furniture and equipment	\$ 501	\$ 438	\$ 63
	<b>November 30, 2012</b>		
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net Book Value</b>
Furniture and equipment	\$ 501	\$ 420	\$ 81

**6. Exploration and Evaluation Assets**

**(a) Kakamega Properties, Kenya:**

The Company has applied for and was granted an Exclusive Prospecting License ("EPL") to cover the former Rosterman Mine and surrounding areas in Kenya. In addition, the Company has two other licenses in the immediate area. The licenses are currently in good standing until October 1, 2014.

In order to maintain the licenses the Company is required to incur a minimum of Kenya Shillings ("KES") 5,000,000 (Canadian \$60,000) in exploration expenditures per year for each license. The Company is also obligated to pay KES 10,000 (Canadian \$120) for all areas operated under pilot mining.

On April 20, 2011, the Company entered into an option and joint venture agreement with Aviva Corporation Ltd. ("Aviva"). Under the terms of the agreement, Aviva has the right to earn at least a 75% interest in the Kakamega Properties. The agreement is subject to due diligence and the Company obtaining approval of the agreement from the Commissioner of Mines and Geology of Kenya. The agreement became effective on July 21, 2011, when these two conditions had been fulfilled (the "Effective Date").

To earn a 51% interest in the properties, Aviva must:

- Incur a minimum of US\$100,000 in exploration expenditures on the properties within 12 months of the effective date (completed);
- Make a US\$100,000 cash payment to the Company within 15 days of date that the initial US\$100,000 exploration expenditures are ratified (received June 30, 2012); and
- Incur a further US\$500,000 in exploration expenditures on the properties within 24 months of date that the initial US\$100,000 exploration expenditures are ratified.

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Once Aviva has exercised their option to earn a 51% interest in the Kakamega Properties, a joint venture may be formed at the discretion of the parties who will hold the licenses. Should this election be adopted, all revenues, costs, assets and liabilities arising from the joint venture will be shared by the Company and Aviva in accordance with their percentage interests in the properties.

Alternatively, should the 51% election be earned, to earn an additional 24% interest in the Kakamega Properties, Aviva must:

- Incur an additional US\$1,000,000 in exploration expenditures on the properties within 24 months of earning a 51% interest.

Once Aviva has obtained a 75% interest, the Company may elect to participate as to its 25% share of all revenues, costs, assets and liabilities arising from the election to joint venture or, alternatively, elect to dilute their interest to 10% after which Aviva may convert the Company's interest in the property to a 3% net smelter royalty.

On July 23, 2012, it was announced that African Barrick Gold Plc, a subsidiary of Barrick Gold Corporation, would be purchasing all of Aviva's Kenyan gold and base metals assets, which includes the option and joint venture agreement with the Company. The purchase required the approval of Aviva's shareholders and the Kenyan Competition authority, which was obtained.

**(b) Singida Property, Tanzania:**

On January 10, 2012, the Company entered into a mining option agreement with Azania Resources BVI Ltd and its subsidiary, Azania Resources (Tanzania) Ltd (collectively "Azania"), pursuant to which Azania has granted the Company an option (the "Option") to acquire a 100% interest in PL 6266/2009 (the "Property"), which consists of one claim located in the Singida region of Tanzania. The agreement was approved by the Exchange on February 10, 2012 ("Approval Date")

In consideration of the grant of the Option, the Company will pay Azania \$50,000 (\$10,000 paid and \$40,000 accrued at May 31, 2012) and issue to Azania 500,000 common shares (issued with a fair value of \$20,000). In order to maintain and exercise the option, the Company must (1) by the first of the approval date issue to Azania an additional 1,000,000 common shares of the Company and incur expenses on the Property as required by the applicable government or regulatory authorities and (2) by the third anniversary of the Approval Date, issue to Azania an additional 1,500,000 common shares of the Company. On June 04, 2012 and August 08, 2012, the Company paid \$20,267 to Azania. During the year ended May 31, 2013, the option was terminated and total impairment of \$61,900 was recorded.

**(c) Ngira Migori Property, Kenya:**

Pursuant to an agreement dated September 11, 2007 and amended and restated on August 6, 2009, the Company has an option to acquire up to an 85% interest in the Ngira Migori Property (the "Option"), which encompasses 320 km<sup>2</sup> area in the Migori area of Kenya.

The Company entered into an option agreement dated August 13, 2009 with Red Rock Resources PLC ("Red Rock") for Red Rock to acquire a 70% interest in the Ngira Migori Property. Red Rock paid the Company US\$20,000 (Canadian \$22,144) upon signing the agreement and was required to incur minimum expenditures of US\$180,000 and drill 1,200 meters before August 13, 2011 and a minimum of 2,400 meters before August 13, 2012. Red Rock was also required to maintain the property in good standing during the option period. The option agreement was terminated in July 2012.

During the year ended May 31, 2011, the Company wrote-down the carrying value of this property to \$1 and at May 31, 2013, the Company wrote-off this property. During the year ended May 31, 2013, the Company incurred \$83,516 in exploration expenditures before the option was terminated; therefore these were written off during this year.

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**(d) Nyakagwe Property, Tanzania:**

The Company acquired, through a contract with Thamani Mines Ltd. ("TML"), 46 Primary Mining Licenses ("PML") from a group of local land owners in the Victoria Gold Fields District. TML also obtained one prospecting license on the Company's behalf in November 2009. The prospecting license and the group of 46 PML's form 3 blocks of contiguous claims, now named the Nyakagwe Project. Under the agreement with TML, TML would explore the property under the Company's management and funding.

The Company wrote-off this property at May 31, 2011. During the year ended May 31, 2013, the Company incurred \$23,043 in exploration expenditures, which were also written off during this year.

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

The Company's accounts payable and accrued liabilities are comprised of the following:

	<b>November 30, 2013</b>	<b>May 31, 2013 (Note 13)</b>
Trade payables	\$ 12,646	\$ 4,440
Accrued liabilities	10,300	21,100
Due to related parties (Note 9)	31,500	3,766
	<b>\$ 54,446</b>	<b>\$ 29,306</b>

**8. SHARE CAPITAL**

**(a) Authorized Share Capital**

Unlimited number of common shares without par value.

Unlimited number of preferred shares at no par value.

**(b) Escrow shares**

At November 30, 2013, 171,500 (May 31, 2013 – 343,000) common shares are subject to an escrow agreement in accordance with Exchange policy 5.4. The remaining 171,500 will be released on January 30, 2014.

**(c) Issued Share Capital**

**2013 Share Issuances:**

On September 10, 2013, the Company closed a non-brokered private placement of 600,000 units at \$0.05 per unit for gross proceeds of \$30,000. Each unit is comprised of one common shares and one share purchase warrant. Each warrant is exercisable at \$0.10 per share until September 10, 2015, subject to accelerated expiry in certain circumstances. Of the \$30,000 proceeds, \$8,012 was allocated to the warrants, being their estimated issue date fair value. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: an expected life of two years; a volatility of 135.2%; a risk-free interest rate of 1.32%; and an expected dividend yield rate of nil. The Company incurred share issue costs of \$2,476 in connection with this financing.

At June 13, 2012, the Company closed the second tranche of a private placement consisting of 1,000,000 units (the "Units") at a per Unit price of \$0.05 for gross proceeds of \$50,000. Each Unit is comprised of one common share of the Company and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.10 per share until June 13, 2014, subject to accelerated expiry in certain circumstances. Of the \$50,000 proceeds, \$8,626 was allocated to the warrants, being their estimated issue date fair value. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: an expected

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life of two years; a volatility of 120.1%; a risk-free interest rate of 1.07%; and an expected dividend yield rate of nil. The Company incurred share issue costs of \$1,442 in connection with this financing.

At January 25, 2013, the Company closed the first tranche of a private placement consisting of 1,000,000 units (the "Units") at a per Unit price of \$0.05 for gross proceeds of \$50,000. Each Unit is comprised of one common share of the Company and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.10 per share until January 25, 2014, subject to accelerated expiry in certain circumstances. Of the \$50,000 proceeds, \$12,861 was allocated to the warrants, being their issue date fair value. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: an expected life of one year; a volatility of 137.85 %; a risk free interest rate of 0.97%; and an expected dividend yield rate of nil. The Company incurred share issue costs of \$2,598 in connection with this financing.

At April 16, 2013, the Company closed the second tranche of a private placement consisting of 875,000 units (the "Units") at a per Unit price of \$0.05 for gross proceeds of \$43,750. Each Unit is comprised of one common share of the Company and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.10 per share until April 16, 2014, subject to accelerated expiry in certain circumstances. Of the \$43,750 proceeds, \$11,821 was allocated to the warrants, being their issue date fair value. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: an expected life of one year; a volatility of 142.18%; a risk free interest rate of 1.14%; and an expected dividend yield rate of nil. The Company incurred share issue costs of \$2,121 in connection with this financing.

**(d) Stock Options**

The Company has a stock option plan ("the Plan") whereby the aggregate number of common shares reserved for issuance pursuant to the Plan and any other share compensation arrangement granted or made available by the Company from time to time shall not exceed in aggregate 3,337,580 common shares (the "Option Plan Shares"), which represents 20% of the Company's common shares issued and outstanding on the date of adoption of the 2008 Plan by the Board of Directors. The number of Option Plan Shares shall be increased or decreased from time to time as required if more or less Option Plan Shares are required to be issued due to any reorganization of the share capital of the Company. The term of any options granted under the Plan will be fixed by the Board of Directors and may not exceed ten years, but so long as the Company remains a "Tier 2" issuer under the policies of the Exchange, options may not exceed a term of five years. The exercise price of options granted under the Plan will be determined by the Board of Directors, provided that it is not less than the lowest price permitted by the Exchange.

Any options granted pursuant to the Plan will terminate within 30 days of the option holder ceasing to act as an Eligible Person pursuant to and as defined in the Plan, unless such cessation is on account of death, disability or termination of employment with cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. The Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Company's shares.

On September 18, 2013, the Company granted 850,000 stock options to directors, officers, and consultants, which are exercisable at \$0.05 per share and expire on September 18, 2018. The options vest one quarter on each of December 18, 2013, March 18, 2014, June 18, 2014, and September 18, 2014. The grant date fair value of the options was determined to be \$21,441, of which \$16,305 has been recognized as stock based compensation for the quarter ended November 30, 2013. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: expected life of 5 years; a volatility of 135%; a risk free interest rate of 2.04%; and a dividend yield of 0%.

On August 15, 2012, the Company granted 2,390,000 stock options. The options have an exercise price of \$0.10 have per share and expire on August 15, 2017. The options vest one quarter on each of November 15, 2012, February 15, 2013, May 15, 2013, and August 15, 2013. The grant date fair value of the options was determined to be \$79,267, of which \$74,272 has been recognized as stock based compensation for the year ended May 31, 2013 and \$4,995 for the six month period

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ended November 30, 2013. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: expected life of 5 years; a volatility of 141%; a risk free interest rate of 1.50%; and a dividend yield of 0%.

On March 1, 2012, the Company granted 250,000 stock options. The options have an exercise price of \$0.10 have per share and expire on March 1, 2017. The options vest one quarter on each of June 1, 2012, September 1, 2012, December 1, 2012 and March 1, 2013. The grant date fair value of the options was determined to be \$11,831, with \$6,172 recognized for the year ended May 31, 2012 and \$5,659 recognized for the year ended May 31, 2013. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: expected life of 5 years; a volatility of 144%; a risk free interest rate of 1.45%; and a dividend yield of 0%.

A summary of stock option activity for the six months ended November 30, 2013 and year ended May 31, 2013 is as follows:

	<b>November 30, 2013</b>		<b>May 31, 2013 (Note 13)</b>	
	<b>Number Outstanding</b>	<b>Weighted Average Exercise Price</b>	<b>Number Outstanding</b>	<b>Weighted Average Exercise Price</b>
Outstanding, beginning	2,787,500	\$ 0.10	1,807,500	\$ 0.25
Granted	850,000	0.10	2,390,000	-
Exercised	-	-	-	-
Cancelled/Expired	(312,500)	(0.10)	(1,410,000)	-
<b>Outstanding, ending</b>	<b>3,325,000</b>	<b>\$ 0.10</b>	<b>2,787,500</b>	<b>\$ 0.10</b>

As at November 30, 2013, the Company had stock options outstanding and exercisable to acquire common shares of the Company as follows:

<b>Expiry Date</b>	<b>Options Outstanding</b>	<b>Options Exercisable</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life(In Years)</b>
January 12, 2014	200,000	200,000	0.10	0.01
March 1, 2017	250,000	250,000	0.10	0.29
August 15, 2017	2,025,000	2,025,000	0.10	2.59
September 18, 2018	850,000	850,000	0.05	0.70
	<b>3,325,000</b>	<b>3,325,000</b>	<b>\$ 0.10</b>	<b>3.58</b>

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**(e) Warrants**

A continuity schedule of outstanding common share purchase warrants for the year ended November 30, 2013 and May 31, 2013 is as follows:

	November 30, 2013		May 31, 2013 (Note 13)	
	Number Outstanding	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price
Outstanding, beginning	11,065,294	\$ 0.10	8,690,294	\$ 0.10
Issued	600,000	0.10	2,375,000	0.10
Expired	(7,190,294)	0.10	-	-
Outstanding, ending	4,475,000	\$ 0.10	11,065,294	\$ 0.10

As at November 30, 2013 the Company had outstanding share purchase warrants exercisable to acquire common shares of the Company as follows:

Expiry Date	Warrants Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In Years)
May 25, 2014	1,500,000	0.10	0.07
June 13, 2014	500,000	0.10	0.03
January 25, 2014	1,000,000	0.10	0.01
April 16, 2014	875,000	0.10	0.15
September 10, 2015	600,000	0.10	0.42
	4,475,000	\$ 0.10	0.69

**(f) Reserves**

**Stock option reserve**

The stock option reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

**Warrant Reserve**

The warrant reserve records the proceeds allocated to warrants on the issuance of units in private placements until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital.

**Investment Revaluation Reserve**

The investment revaluation reserve records unrealized gains and losses arising on available for sale financial assets, except for impairment losses and foreign exchange gains and losses on monetary items.

**9. RELATED PARTY TRANSACTIONS**

**(a) Related party balances**

Trade payables and accrued liabilities includes \$31,500.00 (May 31, 2013 - \$3,766) payable to a director of the Company and a company controlled by a director of the Company. Due from related parties represents an amount receivable from a company controlled by directors of the Company. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

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(b) Management transactions

Management transactions with related parties during the six months ended November 30, 2013 and 2012 were as follows:

	<b>November 30, 2013</b>	<b>November 30, 2012</b>
Management fees paid to a company controlled by a director of the Company	\$ 30,000	\$ 30,000

(c) Compensation to key management during the six months ended November 30, 2013 and 2012 are:

	<b>November 30, 2013</b>	<b>November 30, 2012</b>
Short-term employee benefits	\$ -	\$ 25,070
Stock-based compensation	21,300	58,177
Management fees paid to a company controlled by a director of the Company	30,000	30,000
	<b>\$ 51,300</b>	<b>\$ 113,247</b>

**10. COMMITMENTS**

The Company has a management services agreement with a company controlled by a director of the Company requiring payments of \$5,000 per month. The agreement is in effect until February 28, 2014 unless terminated earlier in accordance with the provisions of the agreement.

The Company shares its premise with other companies controlled by a director of the Company, and is allocated its proportion of the annual rent.

**11. SEGMENTED INFORMATION**

The Company's operations are all conducted in one industry segment, the exploration and development of exploration and evaluation assets.

The Company's equipment is located in Canada, and the Company's exploration and evaluation assets are located in Kenya and Tanzania.

**12. INCOME TAXES**

A reconciliation of the statutory tax rate to the effective rate for the Company is as follows:

	<b>November 30, 2013</b>	<b>May 31, 2013 (Note 13)</b>
Statutory tax rate	25%	25%
Loss and comprehensive loss for the period	\$ (80,244)	\$ (424,848)
Expected income tax recovery	(20,061)	(106,212)
Non-deductible expenses and other	-	28,885
Effect of foreign tax rates and tax rate changes	-	(888)
Effect of deductible temporary differences not recognized	20,061	78,215
<b>Income tax recovery</b>	<b>\$ -</b>	<b>\$ -</b>

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Significant components of the Company's deferred tax assets as of November 30, 2013 and May 31, 2013 are as follows:

	November 30, 2013	May 31, 2013 (Note 13)
<b>Deferred income tax assets :</b>		
Equipment	\$ 21	\$ 19
Exploration and evaluation assets	416,769	416,769
Non-capital losses carry forwards	1,001,296	1,001,296
Share-issue costs	3,696	3,993
	1,421,782	1,422,077
Unrecognized deferred income tax assets	(1,421,782)	(1,422,077)
<b>Deferred income tax assets</b>	<b>\$ -</b>	<b>\$ -</b>

As at November 30, 2013, the Company has Canadian non-capital losses of \$1,856,979, which expire in various years to 2034, as follows:

Expiry Date	Amount
2015	46,606
2026	61,087
2027	170,664
2028	148,223
2029	301,527
2030	284,640
2031	189,826
2032	238,323
2033	353,466
2034	62,617
	<b>\$ 1,856,979</b>

The Company has Canadian cumulative foreign resource expenditures of \$1,476,638 available to reduce future taxable income. These expenses have no expiration date.

**13. COMPARATIVE FIGURES**

The comparative figures disclosed as at May 31, 2013 in these interim financial statements were subject to an audit engagement.

Certain of the comparative figures in the statement of operations have been reclassified to conform with the financial presentation adopted for in the current period. These changes have no effect on the loss for the prior period disclosed.