ADVANCE GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS

May 31, 2013

(Expressed in Canadian dollars)

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Advance Gold Corp.:

We have audited the accompanying consolidated financial statements of Advance Gold Corp., which comprise the consolidated statements of financial position as at May 31, 2013 and 2012, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence that we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Advance Gold Corp. as at May 31, 2013 and 2012, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describe certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS

Vancouver, Canada
September 25, 2013

An independent firm associated with
Moore Stephens International Limited
MOORE STEPHENS

ADVANCE GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT May 31, 2013 AND 2012
(Expressed in Canadian Dollars)

	May 31, 2013	May 31, 2012
ASSETS		
Current Assets		
Cash	$ 7,688	$ 215,976
GST receivable	1,672	3,810
Due from related parties (Note 9)	888	-
Prepaid expenses	3,467	3,467
	13,715	223,253
Non-Current Assets		
Equipment (Note 5)	71	89
Exploration and evaluation assets (Statement) (Note 6)	403,946	505,208
	$ 417,732	$ 728,550
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities (Note 7)	$ 29,306	$ 82,796
EQUITY		
Share capital (Note 8)	4,779,872	4,675,591
Share subscription	-	50,000
Reserves (Note 8)	930,001	816,762
Deficit	(5,321,447)	(4,896,599)
	388,426	645,754
	$ 417,732	$ 728,550

Nature and Continuance of Operations (Note 1)
Commitments (Note 10)
Subsequent events (Note 13)

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

ADVANCE GOLD CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
FOR THE YEARS ENDED MAY 31, 2013 AND 2012
(Expressed in Canadian Dollars)

		May 31, 2013		May 31, 2012
Operating expenses				
Advertising and promotion	$	4,254	$	5,974
Amortization of equipment		18		22
Consulting fees (Note 9)		7,448		2,000
Impairment of mineral property (Note 6)		168,459		144,249
Interest, bank charges and foreign exchange loss		3,318		1,903
Management fees (Note 9)		60,000		63,000
Office and sundry (recovery)		2,693		8,091
Professional fees		45,430		36,677
Property investigation		1,888		8,330
Rent and telephone (Note 9)		5,259		8,311
Stock based compensation (Note 8)		79,931		6,172
Transfer agent and filing fees		17,259		16,031
Wages and benefits (Note 9)		28,891		41,863
Loss and Comprehensive loss for the year	$	(424,848)	$	(342,623)
Basic and diluted loss per common share	$	(0.01)	$	(0.01)
Weighted average number of common shares outstanding - basic and diluted		36,224,162		29,047,017

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

ADVANCE GOLD CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED MAY 31, 2013 AND 2012
(Expressed in Canadian Dollars)

	Number Of Common Shares	Share Capital	Share Subscriptions	Stock Option Reserve	Warrant Reserve	Deficit	Total Equity
Balance at May 31, 2012	34,806,696	$ 4,675,591	$ 50,000	$ 338,949	$ 477,813	$ (4,896,599)	$ 645,754
Comprehensive loss	-	-	-	-	-	(424,848)	(424,848)
Private placement	2,875,000	143,750	(50,000)	-	-	-	93,750
Share issuance costs	-	(6,161)	-	-	-	-	(6,161)
Allocated to warrants on the issue of shares for cash	-	(33,308)	-	-	33,308	-	-
Stock-based compensation	-	-	-	79,931	-	-	79,931
Balance at May 31, 2013	37,681,696	$ 4,779,872	$ -	$ 418,880	$ 511,121	$ (5,321,447)	$ 388,426
Balance at May 31, 2011	24,116,402	$ 4,305,469	$ -	$ 332,777	$ 329,517	$ (4,553,976)	$ 413,787
Comprehensive loss	-	-	-	-	-	(342,623)	(342,623)
Share subscription received			50,000				50,000
Private placement	10,190,294	509,515	-	-	-	-	509,515
Share issuance costs		(11,097)					(11,097)
Shares issued for mineral property	500,000	20,000	-	-	-	-	20,000
Stock-based compensation	-	-	-	6,172			6,172
Allocated to warrants on the issue of shares for cash	-	(148,296)	-	-	148,296	-	-
Balance at May 31, 2012	34,806,696	$ 4,675,591	$ 50,000	$ 338,949	$ 477,813	$ (4,896,599)	$ 645,754

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

ADVANCE GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED MAY 31, 2013 AND 2012
(Expressed in Canadian Dollars)

	May 31, 2013	May 31, 2012
Cash Provided By (Used For):		
Operating Activities		
Net loss for the year	$ (424,848)	$ (342,623)
Items not requiring cash:		
Amortization	18	22
Impairment of mineral property	168,459	144,249
Stock based compensation	79,931	6,172
Change in non-cash working capital items:		
GST receivable	2,138	6,442
Due from related parties	(888)	-
Accounts payable and accrued liabilities	(53,490)	(78,058)
Cash used in operating activities	(228,680)	(263,796)
Investing Activities		
Deferred exploration expenditures paid	(168,547)	(81,934)
Acquisition costs reimbursed	101,350	-
Cash used in investing activities	(67,197)	(81,934)
Financing Activities		
Issuance of common shares for cash	93,750	559,515
Payment of share issuance costs	(6,161)	(11,097)
Cash provided by financing activities	87,589	548,418
Increase (decrease) in cash	(208,288)	202,688
Cash , beginning of year	215,976	13,288
Cash , end of year	$ 7,688	$ 215,976

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

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

	May 31, 2012	Acquisition Costs (Reimbursements)	Exploration and evaluation expenditures (Reimbursements)	Impairment	May 31, 2013
Kakamega property, Kenya	$ 505,208	$ (101,350)	$ 88	$ -	$ 403,946
Singida Property, Tanzania	-	230	61,670	(61,900)	-
Ngira Migori Property, Kenya	-	-	83,516	(83,516)	-
Nyakagwe Property, Tanzania	-	-	23,043	(23,043)	-
	$ 505,208	$ (101,120)	$ 168,317	$ (168,459)	$ 403,946

	May 31, 2011	Acquisition Costs (Reimbursements)	Exploration and evaluation expenditures (Reimbursements)	Impairment	May 31, 2012
Kakamega property, Kenya	$ 507,522	$ -	$ (2,314)	$ -	$ 505,208
Singida Property, Tanzania	-	70,000	74,248	(144,248)	-
Ngira Migori Property, Kenya	1	-	-	(1)	-
	$ 507,523	$ 70,000	$ 71,934	$ (144,249)	$ 505,208

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

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

	May 31, 2013	May 31, 2012
Kakamega Property		
Opening balance	$ 51,980	$ 54,294
Administration	88	-
Reimbursement	(52,056)	(2,314)
Ending balance	12	51,980
Singida Property		
Opening balance	-	-
Administration	602	172
Camp	5,899	7,545
Consultant	-	9,746
Geological	43,626	29,766
Field supplies	70	409
Geochemical	3,903	8,286
Surveys and mapping	-	1,913
Technical/field staff	150	7,093
Transportation	219	102
Vehicle	6,207	9,072
Travel	994	144
Impairment (Note 6)	(61,670)	(74,248)
Ending balance	-	-
Ngira Migori Property		
Opening balance	-	-
Administration	4,044	-
Camp	6,562	-
Geological	70,444	-
Field supplies	19	-
Prepaid	662	-
Technical/field staff	296	-
Transportation	289	-
Vehicle	1,200	-
Impairment (Note 6)	(83,516)	
Ending balance	-	-
Nyakagwe Property		
Opening balance	-	-
Geochemical	23,043	-
Impairment (Note 6)	(23,043)	-
Ending balance	-	-
	$ 12	$ 51,980

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

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 #1100 – 235 First Avenue, Kamloops, British Columbia V2C 3J4.

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 May 31, 2013 the Company had a deficit of $5,321,477. The ability of the Company to continue as a 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 consolidated financial statements for year ended May 31, 2013 were authorized for issue by the Board of Directors of the Company on September 25, 2013.

Statement of compliance

These consolidated financial statements have been prepared in accordance 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").

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 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 FVPTL.

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 assts 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 receivable 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 is 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.

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 May 31, 2013 and 2012, 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

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 May 31, 2013 and 2012.

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 the 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 loss.

Income taxes

Current income tax assets and liabilities 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.

Deferred taxes are determined using the asset and 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 amortized over the estimated useful lives of the assets. Changes in the estimated useful lives could significantly increase or decrease the amount of amortization 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.

Income taxes

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make estimates 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.

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 May 31, 2013 and 2012 management had determined that no reclassification of exploration and evaluation assets was required.

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.

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 2012 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 May 31, 2013 and 2012:

	May 31, 2013		
	Level 1	Level 2	Level 3
Cash	$ 7,688	$ -	$ -

	May 31, 2012		
	Level 1	Level 2	Level 3
Cash	$ 215,976	$ -	$ -

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 receivable consists 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 May 31, 2013 and 2012 is as follows:

	May 31, 2013	**May 31, 2012**
Cash	$ 5,318	$ 14,300
Accounts payable	-	(14,606)
	$ 5,318	$ (306)

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 May 31, 2013 is not sufficient to fund the Company's operational needs for the next 12 months.

5. Equipment

	May 31, 2013		
	Cost	**Accumulated Amortization**	**Net Book Value**
Furniture and equipment	$ 501	$ 430	$ 71

	May 31, 2012		
	Cost	**Accumulated Amortization**	**Net Book Value**
Furniture and equipment	$ 501	$ 412	$ 89

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.

Once Aviva has exercised its 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 “Anzania”), 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 anniversary 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, 2012, the Company determined that it would not pursue further exploration work on this property and therefore wrote-off the carrying value to $Nil, resulting in impairment of $144,248. 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^2 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, 2012, 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 the year.

(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 the year.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

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

		May 31, 2013		May 31, 2012
Trade payables	$	4,440	$	19,628
Accrued liabilities		21,100		61,788
Due to related parties (Note 9)		3,766		1,380
	$	29,306	$	82,796

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 May 31, 2013, 343,000 (2012 – 686,000) common shares are subject to an escrow agreement in accordance with Exchange policy 5.4. On July 30, 2013, 171,500 shares were released and the remaining 171,500 will be released on January 30, 2014.

(c) Issued Share Capital

2013 Share Issuances:

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 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.

2012 Share Issuances:

On September 19, 2011, the Company closed the first tranche of a non-brokered private placement of 4,250,000 units (the "Units") at a price of $0.05 per Unit for gross proceeds of $212,500. Each Unit is comprised of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.10 per share until September 19, 2013, subject to accelerated expiry in certain circumstances. Of the $212,500 proceeds, $75,193 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 126.0%; a risk-free interest rate of 0.93%; and an expected dividend yield rate of nil. The Company incurred share issuance costs of $5,235 in connection with this financing.

On October 25, 2011, the Company closed the second and final tranche, which consisted of 2,940,294 units (the “Units”) at a price of $0.05 per Unit for gross proceeds of $147,015. Each Unit is comprised of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.10 per share until October 25, 2013, subject to accelerated expiry in certain circumstances. Of the $147,015 proceeds, $49,155 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 year; a volatility of 127.37%; a risk-free interest rate of 0.99%; and an expected dividend yield rate of nil. The Company incurred share issuance costs of $2,767 in connection with this financing.

On February 13, 2012, the Company issued to Azania 500,000 common shares with a fair value of $0.04 per share for a total of $20,000 for the mining option agreement to acquire a 100% interest in the Singida Property (Note 6).

On May 25, 2012 the Company closed the first tranche of a non-brokered private placement, this first tranche consisting of 3,000,000 units (the "Units") at a per Unit price of $0.05 for gross proceeds of $150,000. 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 May 25, 2014, subject to accelerated expiry in certain circumstances. Of the $150,000 proceeds, $23,948 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 year; 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 $3,095 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 August 15, 2012, the Company granted 2,390,000 stock options. The options have an exercise price of $0.10 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. The fair value was determined using the Black-Scholes Option Pricing Model with the following assumptions: expected life of 5 years; a volatility of141%; 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 years ended May 31, 2013 and 2012 is as follows:

	May 31, 2013		May 31, 2012	
	Number Outstanding	**Weighted Average Exercise Price**	**Number Outstanding**	**Weighted Average Exercise Price**
Outstanding, beginning	1,807,500	$ 0.25	1,557,500	$ 0.27
Granted	2,390,000	0.10	250,000	- 0.10
Exercised	-	-	-	- -
Cancelled/Expired	(1,410,000)	(0.28)	-	- -
Outstanding, ending	2,787,500	$ 0.10	1,807,500	$ 0.25

As at May 31, 2013, the Company had stock options outstanding and exercisable to acquire common shares of the Company as follows:

Expiry Date	**Options Outstanding**	**Options Exercisable**	**Weighted Average Exercise Price**	**Weighted Average Remaining Contractual Life(In Years)**
October 1, 2013	12,500	12,500	$ 0.30	0.01
January 12, 2014	250,000	200,000	0.10	0.05
March 1, 2017	250,000	250,000	0.10	0.33
August 15, 2017	2,275,000	1,706,250	0.10	3.50
	2,787,500	2,218,750	$ 0.10	3.89

(e) Warrants

A continuity schedule of outstanding common share purchase warrants for the year ended May 31, 2013 and 2012 is as follows:

	May 31, 2013		May 31, 2012	
	Number Outstanding	**Weighted Average Exercise Price**	**Number Outstanding**	**Weighted Average Exercise Price**
Outstanding, beginning	8,690,294	$ 0.10	1,575,000	$ 0.15
Issued	2,375,000	0.10	8,690,294	0.10
Expired	-	-	(1,575,000)	0.15
Outstanding, ending	11,065,294	$ 0.10	8,690,294	$ 0.10

As at May 31, 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)
September 19, 2013	4,250,000	$ 0.10	0.11
October 25, 2013	2,940,294	0.10	0.11
May 25, 2014	1,500,000	0.10	0.13
June 13, 2014	500,000	0.10	0.05
January 25, 2014	1,000,000	0.10	0.06
April 16, 2014	875,000	0.10	0.07
	11,065,294	$ 0.10	0.53

(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

Accounts payable and accrued liabilities includes $3,766 (2012 - $1,380) 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.

(b) Management transactions

Management transactions with related parties during the years ended May 31, 2013 and 2012 were as follows:

	May 31, 2013	May 31, 2012
Management fees paid to a company controlled by a director of the Company	$ 60,000	$ 61,250
Rent paid to a company with common management	3,613	6,424
Salaries paid to a former director	19,543	18,499
	$ 83,156	$ 86,173

(c) Compensation to key management during the years ended May 31, 2013 and 2012 are:

		May 31, 2013		**May 31, 2012**
Short-term employee benefits	$	19,543	$	18,499
Stock-based compensation		49,943		6,172
Management fees paid to a company controlled by a director of the Company		60,000		61,250
	$	129,486	$	85,921

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.

12. INCOME TAXES

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

		May 31, 2013		**May 31, 2012**
Statutory tax rate		25%		26.1%
Loss and comprehensive loss for the year	$	(424,848)	$	(342,623)
Expected income tax recovery		(106,212)		(89,425)
Non-deductible expenses and other		28,885		164
Effect of foreign tax rates and tax rate changes		(888)		(90)
Effect of deductible temporary differences not recognized		78,215		89,351
Income tax recovery	$	-	$	-

Significant components of the Company's deferred tax assets as of May 31, 2013 and 2012 are as follows:

		May 31, 2013		**May 31, 2012**
Deferred income tax assets :				
Equipment	$	19	$	29
Exploration and evaluation assets		416,769		427,218
Non-capital losses carry forwards		1,001,296		909,343
Share-issue costs		3,993		7,272
		1,422,077		1,343,862
Valuation allowance		(1,422,077)		(1,343,862)
Deferred income tax assets	$	-	$	-

As at May 31, 2013, the Company has Canadian non-capital losses of $1,794,362, which expire in various years to 2033, 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
	$ 1,794,362

The Company has Canadian cumulative foreign resource expenditures of $1,476,527 available to reduce future taxable income. These expenses have no expiration date.

13. SUBSEQUENT EVENTS

a) On September 10, 2013, the Company closed a non-brokered private placement of 600,000 units (the "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.

b) On September 18, 2013, the Company granted 850,000 stock options to directors, officers, and consultants, which are exercisable at $0.05 per share for a period of five years.

c) On August 29, 2013, 50,000 stock options expired due to termination of an employee on July 31, 2013.