

Rockex Mining Corporation

(An development stage company)

Condensed Interim Financial Statements
For the nine-month period ended September 30, 2014
(Stated in Canadian Dollars)
(Unaudited)

**MANAGEMENT'S RESPONSIBILITY FOR UNAUDITED
CONDENSED INTERIM FINANCIAL REPORTING**

The accompanying unaudited condensed interim financial statements of Rockex Mining Corporation (the "Corporation") are the responsibility of the management and Board of Directors of the Corporation.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

The Corporation maintains systems of internal controls that are designed by management to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and to produce reliable accounting records for financial reporting purposes.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Corporation and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Corporation. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Corporation for issuance to the shareholders.

Management recognizes its responsibility for conducting the Corporation's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Edward Yew" (signed)
Chief Executive Officer

"Sam Garofalo" (signed)
Chief Financial Officer

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Rockex Mining Corporation
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Stated in Canadian Dollars-Unaudited)

As at	Note	September 30, 2014	December 31, 2013
		\$	\$
ASSETS			
Current			
Cash and cash equivalents	4	15,678	75,288
Other receivables		13,413	53,945
Prepays and deposits		23,687	16,383
		52,778	145,616
Non-current			
Equipment, net	5	16,746	19,698
Exploration and evaluation assets	6	18,096,619	18,161,555
Total assets		18,166,143	18,326,869
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	7	361,061	458,121
Non-current liabilities			
Accrued liabilities	7	-	68,750
Promissory notes	7	88,358	88,358
Deferred tax liability		1,576,534	1,576,534
		2,025,953	1,733,642
EQUITY			
Share capital	8	21,077,834	21,021,912
Share purchase warrants reserve	8	1,134,612	1,010,737
Share-based payments reserve	8	3,786,945	3,517,298
Deficit		(9,859,201)	(9,414,841)
		16,140,190	16,135,106
Total liabilities and equity		18,166,143	18,326,869

Nature of Business and Going Concern (Note 1), Commitments and Contractual Obligations (Note 14)

These financial statements are authorized for issue by the Board of Directors on November 26, 2014. They are signed on its behalf by:

“Armando Plastino” (signed)

Director

“Pierre Gagné” (signed)

Director

The accompanying notes form an integral part of these unaudited condensed interim financial statements.

Rockex Mining Corporation
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Stated in Canadian Dollars-Unaudited)

For the periods ended	Note	Three Months		Nine Months	
		September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
				\$	\$
REVENUE					
Interest		-	60	-	749
EXPENSES					
Amortization		984	1,231	2,952	3,693
Compliance and regulatory filings		1,596	10,102	8,107	40,596
Management and consulting fees		24,000	30,601	75,000	112,403
General and administrative		16,217	15,159	51,475	86,100
Professional fees		10,000	25,351	31,631	100,127
Promotion and investor relations		2,260	8,425	11,407	34,797
Share-based payments	10	-	34,861	263,788	110,579
		55,057	125,730	444,360	488,295
Loss before the following					
Other income		-	85,500	-	168,490
Loss before income taxes					
Deferred income tax		-	40,170	-	319,056
		-	64,434	-	235,939
Loss and total comprehensive loss for the period					
		55,057	104,604	444,360	554,995
Loss per common share, basic and diluted	12	0.00	0.00	0.00	0.01

The accompanying notes form an integral part of these unaudited condensed interim financial statements.

Rockex Mining Corporation
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Stated in Canadian Dollars-Unaudited)

	Note	Share Capital		Reserves			Total \$
		Number of common shares #	Amount \$	Share purchase warrants reserve \$	Share-based payments reserve \$	Deficit \$	
Balance at January 1, 2013		55,568,436	20,343,895	268,953	3,301,696	(8,649,646)	15,264,898
Loss for the period		-	-	-	-	(554,995)	(554,995)
Shares issued in private placements		7,178,371	325,723	192,298	-	-	518,021
Share issue costs		-	(25,361)	-	-	-	(25,361)
Warrants expired		-	-	(70,474)	70,474	-	-
Share-based payments		-	-	-	110,579	-	110,579
Balance at September 30, 2013		62,746,807	20,644,257	390,777	3,482,749	(9,204,641)	15,313,142
Balance at January 1, 2014		88,500,890	21,021,912	1,010,737	3,517,298	(9,414,841)	16,135,106
Loss for the period		-	-	-	-	(444,360)	(444,360)
Shares issued in private placements		4,641,400	55,922	129,734	-	-	185,656
Warrants expired		-	-	(5,859)	5,859	-	-
Share-based payments		-	-	-	263,788	-	263,788
Balance at September 30, 2014		93,142,290	21,077,834	1,134,612	3,786,945	(9,859,201)	16,140,190

The accompanying notes form an integral part of these unaudited condensed interim financial statements.

Rockex Mining Corporation
CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Stated in Canadian Dollars-Unaudited)

For the periods ended	Three Months		Nine Months	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
	\$	\$	\$	\$
Cash flows from operating activities				
Comprehensive loss for the period	(55,057)	(104,604)	(444,360)	(554,995)
Adjustments to reconcile loss to net cash used in operating activities:				
Amortization	984	1,231	2,952	3,693
Fair value of stock options	-	34,861	263,788	110,579
Other income – flow-through premium	-	(85,500)	-	(168,490)
Deferred income tax	-	64,434	-	235,939
Shares issued for operating expenses	7,656	-	7,656	-
Changes in non-cash working capital balances:				
Other receivable	(5,449)	31,029	40,532	2,302
Prepaid and deposits	3,318	6,943	(7,304)	(4,485)
Accounts payable and accrued liabilities	(116,845)	169,985	(97,060)	442,818
Total cash inflows (outflows) from operating activities	(165,393)	118,379	(233,796)	67,361
Cash flows from investing activities				
Mineral exploration and evaluation expenditures, net	(2,040)	(269,751)	(3,814)	(1,069,071)
Total cash outflows from investing activities	(2,040)	(269,751)	(3,814)	(1,069,071)
Cash flows from financing activities				
Shares issued in private placements	178,000	121,630	178,000	492,661
Total cash inflows from financing activities	178,000	121,630	178,000	492,661
Total decrease in cash and cash equivalents during the period	10,567	(29,742)	(59,610)	(509,049)
Cash and cash equivalents at beginning of period	5,111	47,320	75,288	526,627
Cash and cash equivalents at end of period	15,678	17,578	15,678	17,578

The accompanying notes form an integral part of these unaudited condensed interim financial statements.

Rockex Mining Corporation

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the nine months ended September 30, 2014 and 2013
(Stated in Canadian Dollars-Unaudited)

1. NATURE OF BUSINESS AND GOING CONCERN

Rockex Mining Corporation (the "Corporation" or "Rockex") was incorporated pursuant to the provisions of the *Alberta Business Corporations Act* on May 29, 1996. On January 24, 2011, the Corporation continued as an Ontario corporation subject to the provisions of the *Business Corporations Act* (Ontario). The Corporation was formerly named Enviropave International Ltd. (until December 20, 2010). The change of name and continuance into Ontario were part of the reorganization of the Corporation which included the reverse take-over of the Corporation by the shareholders of Rockex Limited effective January 1, 2011. The Corporation's shares are listed on the Canadian Securities Exchange, having the trading symbol RXM. The address of the Corporation's corporate office and principal place of business is 580 New Vickers Street, Thunder Bay, Ontario.

On January 1, 2011, the Corporation completed a business transaction with Rockex Limited ("Old Rockex") pursuant to a "three cornered" amalgamation (the "Amalgamation") involving the Corporation, Old Rockex and 1837427 Ontario Inc. ("Subco"), a wholly-owned subsidiary of the Corporation. The Corporation acquired all of the issued and outstanding shares of Old Rockex which amalgamated with Subco to form a new amalgamated corporation which was a wholly-owned subsidiary of the Corporation and also called Rockex Limited. In connection with the Amalgamation, the Corporation issued one common share of the Corporation for each one common share of Old Rockex previously held by the shareholders of Old Rockex. Effective January 1, 2012, the Corporation and its wholly owned subsidiary, Rockex Limited, amalgamated pursuant to the provisions of the *Business Corporations Act* (Ontario) to simplify the Corporation's corporate structure. Effective November 29, 2013 the Corporation's common shares were listed and posted for trading on the Canadian Securities Exchange ("CSE"). The common shares of the Corporation trade under the symbol "RXM".

The Corporation is in the exploration stage and its principal business activity is the exploration and evaluation of mineral properties that it believes contain mineralization that will be economically recoverable in the future. There has been no determination whether the Corporation's interests in mineral properties contain mineral reserves that are economically recoverable.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Corporation's continued existence are dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Corporation to raise additional financing, as necessary, or alternatively, upon the Corporation's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values of its property interests.

Although the Corporation has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation's title. Property title may be subject to unregistered prior agreements, non-compliance with regulatory requirements or aboriginal land claims.

As at September 30, 2014, the Corporation had a working capital deficit of \$308,283 (December 31, 2013; \$312,505), had not yet achieved profitable operations, had accumulated losses of \$9,859,201 (December 31, 2013 - \$9,414,841) and expects to incur further losses in the development of its business, all of which casts substantial doubt on the Corporation's ability to continue as a going concern.

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Corporation be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying audited financial statements.

2. BASIS OF PREPARATION

a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting'. They do not include all of the information and notes required by the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board for full annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2013.

Other than the adoption of new accounting policies described in Note 3, the same accounting policies are used in the preparation of these condensed interim financial statements as for the most recent audited annual financial statements and reflect all the adjustments necessary for fair presentation in accordance with IFRS of the results for the interim periods presented

b) Basis of Measurement

The condensed interim financial statements have been prepared using the measurement basis specified by IFRS for each type of

Rockex Mining Corporation

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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asset, liability, revenue and expense. Measurement basis are more fully described in the accounting policies below.

The condensed interim financial statements are presented in Canadian dollars, which is also the Corporation's functional currency.

The preparation of condensed interim financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Corporation's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the condensed interim financial statements are disclosed in Note 3.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below are adopted for the period ended September 30, 2014 and have been applied consistently to all years presented in these condensed interim financial statements.

a) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

b) Mineral Exploration and Evaluation Expenditures

Pre-exploration Costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities are expensed in the year in which they occur.

The Corporation may occasionally enter into arrangements, whereby the Corporation will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Corporation. The Corporation does not record any expenditures made by the transferee. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Corporation, with any excess cash accounted for as a gain on disposal. When a project is deemed to no longer have commercially viable prospects to the Corporation, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

The Corporation assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Corporation currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

c) Equipment

Recognition and Measurement

On initial recognition, equipment is recorded at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Corporation, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses.

When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) of

Rockex Mining Corporation

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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equipment.

Subsequent Costs

The cost of replacing part of an item of equipment is recognized in the carrying amount of the equipment if it is probable that the future economic benefits embodied within the part will flow to the Corporation and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of equipment are recognized in profit or loss as incurred.

Gains and Losses

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within other income in profit or loss.

Amortization

Amortization is recognized in profit or loss and is provided on the declining balance basis at the rate below.

Equipment	20%
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Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

d) Impairment of Non-Financial Assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Corporation has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to the profit or loss, except to the extent it reverses gains previously recognized in other comprehensive loss/income.

e) Financial Instruments

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade-date basis. The Corporation's accounting policy for each category is as follows:

Loan and Receivables

These assets are non-derivative financial assets resulting from the transfer of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in the profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets that are either classified as held for trading or that meet certain conditions and are designated at fair value through profit or loss upon initial recognition. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of derivative financial instruments are determined by reference to active market transactions or using a valuation technique where no active market exists.

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Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities other than loans and receivables. Investments are classified as held-to-maturity if the Corporation has the intention and ability to hold them until maturity.

Held-to-maturity investments are measured subsequently at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-For-Sale

Non-derivative financial assets not included in the above categories are classified as available-for-sale. Available-for-sale investments are carried at fair value with changes in fair value recognized in accumulated other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.

Purchases and sales of available-for-sale financial assets are recognized on a trade-date basis. On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss.

Impairment of Financial Assets

At each reporting date the Corporation assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial Liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred, and are comprised of trade payables and accrued liabilities. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Trade and other payables represent liabilities for goods and services provided to the Corporation prior to the end of the period which are unpaid. Trade payable amounts are unsecured and are usually payable within 30 days of recognition.

f) Provisions

Rehabilitation Provision

The Corporation may be subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Corporation records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks. Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

Other Provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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g) Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income or where they relate to items recognized in equity or other comprehensive income/loss they are recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those amounts where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Corporation reassesses recognized and unrecognized deferred tax assets. The Corporation recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered and derecognizes previously recognized deferred tax assets to the extent that it has become probable that future taxable profit will not allow the deferred tax asset to be recovered.

h) Equity

Financial instruments issued by the Corporation are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Corporation's common shares, share purchase warrants reserve, share-based payments reserve and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Flow-through Shares

The Corporation will from time to time issue flow-through common shares to finance a significant portion of its exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Corporation bifurcates the flow-through share proceeds into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred and renounced, the Corporation derecognizes the liability on a pro rata basis and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

The amount of proceeds received from the issuance of flow-through shares must be used for Canadian resource property exploration expenditures within a two-year period.

The Corporation may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Earnings / Loss Per Share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Corporation by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

i) Share-based Payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of loss and comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value of the shares issued is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

All equity-settled share-based payments are reflected in share-based payments reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payments reserve is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Corporation immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

j) Recent Accounting Pronouncements

The accounting policies adopted in the preparation of these financial statements have been prepared on the basis of all IFRS and interpretations effective as at December 31, 2013.

Accounting standards issued and effective January 1, 2013

The following standards were applied for the years beginning on or after January 1, 2013 and had no effect on the Corporation's financial performance:

- IFRS 7, Financial Instruments: Disclosures (amended 2011)
- IFRS 10, Consolidated Financial Statements
- IFRS 11, Joint Arrangements
- IFRS 12, Disclosure of Interests in Other Entities
- IFRS 13, Fair Value Measurement
- IAS 19, Employee Benefits (amended 2011)
- IAS 27, Separate Financial Statements (amended 2011)
- IAS 28, Investments in Associates (amended 2011)
- IFRIC 20, Stripping Costs in the Production Phase of a Mine (amended 2011)

The additional required disclosures of applying the above standards were incorporated in the notes of these financial statements.

Accounting standards issued and effective January 1, 2014

The Corporation has not applied the following revised or new IFRS that have been issued but were not yet effective at December 31, 2013. These accounting standards are not expected to have a significant effect on the Corporation's accounting policies or financial statements:

- IAS 32, Financial Instruments: Presentation clarifies the application of offsetting rules and requires additional disclosure on financial instruments subject to netting arrangements.
- IAS 36, Impairment of Assets modifies some of the disclosure requirements regarding the recoverable amount of non-financial assets.
- IFRIC 21, Levies provides guidance on when to recognize a liability for a levy imposed by a government, other than those levies within the scope of the other standards.

Accounting standards issued and effective for annual periods beginning on or after July 1, 2014

The Corporation is currently assessing the impact that the following changes to accounting standards will have on the financial statements:

- IFRS 2, Share-based Payments clarifies the definition of a vesting condition and separately defines performance and service conditions.

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- IFRS 3, Business Combinations requires that an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as a financial liability or as equity on the basis of definitions of IAS 32 and additionally clarifies that IFRS 3 does not apply to the formation of any joint arrangement and that the scope exemption only applies in the financial statements of the joint arrangement itself
- IFRS 8, Operations Segments requires disclosure of the judgments made by management in aggregating operating segments, and a reconciliation of segment assets to the total assets when segment assets are reported.
- IFRS 13, Fair Value Measurement clarifies that the portfolio exception in IFRS 13, which allows fair measurement as a group of financial assets and liabilities on a net basis, applies to all contracts within the scope of IAS 39 or IFRS 9.
- IAS 19, Employee Benefits clarifies the requirements that relate to how contributions from employees or third parties that are linked to service should be attributed to periods of service.
- IAS 24, Related Party Disclosures requires a reporting entity to include as a related party, an entity that provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Accounting standards issued and effective January 1, 2015

The Corporation is currently assessing the impact that the following changes to accounting standards will have on the financial statements:

- IFRS 7, Financial Instruments Disclosures requires new disclosures resulting from amendments to IFRS 9.
- IFRS 9, Financial Instruments introduces new requirements for the classification and measurement of financial assets and liabilities.

k) Business Combinations

For business combinations occurring since January 1, 2010, the requirements of IFRS 3 have been applied. The consideration transferred by the Corporation to obtain control of a subsidiary is calculated as the sum of the fair values of assets transferred, liabilities incurred and the equity interests issued by the Corporation. Acquisition costs are expensed as incurred.

The Corporation recognizes identifiable assets acquired and liabilities assumed in the business combination regardless of whether they have been previously recognized in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are measured at their acquisition-date fair values.

l) Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Corporation's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Critical judgments in applying the Corporation's accounting policies

The most significant critical judgment that members of management have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognized in the financial statements is the policy on exploration and evaluation assets. In particular, management is required to assess exploration and evaluation assets for impairment. As part of this assessment, management must make an assessment as to whether there are indicators of impairment. If there are indicators, management performs an impairment test on the major assets within this balance.

The recoverability of exploration and evaluation assets is dependent on a number of factors common to the natural resource sector. These include the extent to which the Corporation can continue to renew its exploration and future development licenses with local authorities, establish economically recoverable reserves on its properties, the ability of the Corporation to obtain necessary financing to complete the development of such reserves and future profitable production or proceeds from the disposition thereof. The Corporation will use the evaluation work of professional geologists, geophysicists and engineers for estimates in determining whether to commence mining and processing. These estimates generally rely on scientific and economic assumptions, which in some instances may not be correct, and could result in the expenditure of substantial amounts of money on a deposit before it can be determined whether or not the deposit contains economically recoverable mineralization.

Key sources of estimation uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

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There are tax matters for which the ultimate tax determination is uncertain. While management believes the provision for income taxes is adequate, these amounts are subject to measurement uncertainty. Adjustments required, if any, to these provisions will be reflected in the period where it is determined that adjustments are warranted.

The Black-Scholes Option Pricing Model was developed for use in estimating the fair value of traded options which were fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Corporation's stock options and warrants have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 9.

4. CASH AND CASH EQUIVALENTS

Cash at banks earns interest at floating rates based on daily bank deposit rates.

	September 30, 2014	December 31, 2013
	\$	\$
General operating purposes	15,678	75,288
Flow-through proceeds purposes	-	-
Total	15,678	75,288

5. EQUIPMENT

	Equipment
	\$
Cost	
Balance at January 1, 2013	57,475
Additions	-
Disposals	-
Balance at December 31, 2013	57,475
Additions	-
Disposals	-
Balance at September 30, 2014	57,475
Depreciation and impairment losses	
Balance at January 1, 2013	32,852
Depreciation for the year	4,925
Disposals	-
Balance at December 31, 2013	37,777
Depreciation for the period	2,952
Disposals	-
Balance at September 30, 2014	40,729
Carrying amounts	
At December 31, 2013	19,698
At September 30, 2014	16,746

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6. EXPLORATION AND EVALUATION ASSETS

	Lake St. Joseph Iron Project
	\$
Balance at January 1, 2013	16,973,625
Exploration costs	912,930
Advance royalty payments	275,000
Balance at December 31, 2013	18,161,555
Exploration costs	3,814
Advance royalty payments-reversal	(68,750)
Balance at September 30, 2014	18,096,619

Western Lake St. Joseph Iron Project

The Western Lake St. Joseph Iron Project consists of 13 contiguous mining claims (2,592 ha) in the Patricia Mining Division of Ontario which are centered on the Eagle, Wolf and Fish Islands in Lake St. Joseph. On May 30, 2008, the Corporation entered into a purchase agreement with a director (the "Vendor") to acquire a 100% right, title and interest in and to certain mineral properties in Lake St. Joseph. For this acquisition, the Corporation paid \$90,000, representing the approximate amount of staking and related costs incurred by the Vendor, issued 20,000,000 common shares at a price of \$0.50 per share, and reserved certain royalties, including the obligation for payment of advance royalties of \$250,000 per year commencing in 2012 (see Commitments and Contractual Obligations Note 14 and Subsequent Events Note 15(b) regarding the temporary suspension of the advance royalty obligations). A 2.0% Net Smelter Return Royalty (the "NSR") is payable to the Vendor on any minerals other than iron produced from the property. A 2.0% gross sale royalty (the "Royalty") is payable to the Vendor on the gross sales proceeds of any and all minerals mined and processed from the property for their iron content. Subsequent to completion of the acquisition, the Corporation acquired core samples and written results of mineral testing and core sampling conducted on the property by former owners for \$nil consideration.

On May 16, 2011, the Corporation purchased 100% of the right, title and interest in certain properties comprised of surface rights in the Trist Lake Area in exchange for a cash payment of \$15,000.

East Soules Bay Property

The East Soules Bay Property consists of 3 contiguous mining claims (160 ha) and 19 non-contiguous mining claims (544 ha) staked in March 2013 near the eastern end of Lake St. Joseph, approximately 40 kilometers east of the Corporation's Western Lake St. Joseph Iron Project. These claims were acquired by staking this property. Subsequent to staking, the Corporation acquired core samples and written results of mineral testing and core sampling conducted on the East Soules Bay Property by the former owners of the mineral claims, now owned by Rockex, for \$nil consideration.

On May 5, 2011, the Corporation purchased 100% of the right, title and interest in certain properties comprised of surface rights in the East Soules Bay Property area in exchange for a cash payment of \$199,140. On May 20, 2011, an additional mining claim was acquired by staking; the claim covers the same area as the surface rights (108.4 ha) plus and additional area (19.6 ha) to the north.

On November 30, 2013 Rockex sold the surface rights to certain properties to a company controlled by a director of the Corporation for \$250,000, approximately Rockex's costs to acquire those properties from arms length vendors. Rockex retained an option to re-purchase the properties at any time within seven (7) years, during the first two (2) years at the same price plus taxes paid to maintain the properties and thereafter at a price which includes both taxes paid and an increase in the cost base proportionate to the increase in the national consumer price index in Canada from January 1, 2014 to the date of completion of the exercise of the re-purchase option.

Doran Lake Property

The Doran Lake Property consists of 1 mining claim (192 ha) in and along the north shore of Doran Lake, south of the Western Lake St. Joseph Iron Project and west of the East Soules Bay Property. This claim was acquired by staking.

Root Lake Property

The Root Lake Property consists of 5 contiguous mining claims (1,152 ha) 100 kilometres north of Sioux Lookout near the central part of the Western Lake St. Joseph, west of the Western Lake St. Joseph Iron Project. These claims were acquired by staking.

North Spirit Lake Property

On September 14, 2012, the Corporation acquired 8 contiguous mining claims (1,536 ha) 170 km northeast of Red Lake in the Bucket Lake and Hewett Lake Townships. These claims were acquired by staking.

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Mineral testing and core sampling acquired

In 2009, the Corporation was provided core samples and written results of mineral testing and core sampling conducted on the Eagle Island Property in Lake St. Joseph by the former owners of the unpatented mineral exploration claims, now owned by Rockex, for \$nil consideration. An independent review of the samples and test results estimates the current cost of completing the same level of sampling and testing today would be approximately \$8,675,000, plus or minus 30%. It is reasonably possible that this current value estimate could differ from the original costs by a material amount due to the difference in technologies used today to undertake similar work.

In addition, the Corporation was provided core samples and written results of mineral testing and core sampling conducted on the East Soules Bay Property by the former owners of the mineral claims, now owned by Rockex, for \$nil consideration.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES, PROMISSORY NOTES AND FLOW-THROUGH PREMIUM

	September 30, 2014	December 31, 2013
Accounts Payable and Accrued Liabilities		
Current Liabilities	\$	\$
Trade payables	338,561	423,979
Payroll related liabilities	-	18,724
Accrued liabilities	22,500	15,418
	361,061	458,121
Non-Current Liabilities		
Accrued liabilities	-	68,750
Promissory Notes		
Trade payables	66,857	66,857
Payroll related liabilities	21,501	21,501
Accrued liabilities	-	-
	88,358	88,358
Flow-through Premium Liability		
Flow-through premium	-	-

Promissory Notes

The Corporation signed agreements with a number of its creditors effective September 30, 2013, to convert \$1,048,522 of accounts payable owed by Rockex into long-term obligations with maturity dates in January 2015, subject to extensions for an additional year to January 2016. On November 26, 2013, the Corporation issued 24,004,083 units to creditors in settlement of \$960,164 of debt, leaving \$88,358 of such promissory notes outstanding. Such creditors have the right to tender such obligations in whole or in part in financings proposed by the Corporation.

Flow-through Premium Liability

Premium on Flow-through Share Issuances

A flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, is recognized as a liability. As at December 31, 2013, the liability decreased by \$201,740 resulting in a nil balance.

There were no flow-through shares issued during the period ended September 30, 2014 and the year ended December 31, 2013 accordingly; no flow-through premium was accrued.

8. SHARE CAPITAL AND RESERVES

a) Share Capital

The Corporation is authorized to issue an unlimited number of common shares, an unlimited number of first preferred shares, an unlimited number of second preferred shares and an unlimited number of special shares, issuable in series. Only common shares (and no other class or series of shares) have been issued.

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The following is a summary of changes in common share capital for the nine months ended September 30, 2014 and 2013:

	Number of Shares	Issue Price	Amount
	#	\$	\$
Balance at January 1, 2013	55,568,436		20,343,895
Shares issued in private placements	4,928,371	0.08	394,270
Shares issued in private placements	2,250,000	0.055	123,750
Shares issued in private placements	1,750,000	0.04	70,000
Shares issued for services rendered	12,597,833	0.04	503,914
Shares issued for advance royalty *	11,406,250	0.04	456,250
Warrants issued with shares, proceeds reallocated	-	-	(812,258)
Share issue costs	-	-	(57,909)
Balance at December 31, 2013	88,500,890		21,021,912
Shares issued in private placements	4,450,000	0.04	178,000
Shares issued for services rendered	191,400	0.04	7,656
Warrants issued with shares, proceeds reallocated	-	-	(129,734)
Balance at September 30, 2014	93,142,290		21,077,834

* These shares are held in escrow until certain conditions are met, such as change in control.

Quarter ended September 30, 2014

On July 8, 2014 the Corporation completed a non-brokered private placement consisting of the issue and sale of 4,641,400 units at a price of \$0.04 per unit for aggregate gross proceeds of \$185,656. Each unit was comprised of one common share of the Corporation and one transferable warrant of the Corporation. Each warrant entitles the holder to purchase one common share at a price of \$0.05 per share at any time within 6 months after the issuance of the units, or \$0.075 per share at any time within 6 to 12 months after the issuance of the units, or \$0.10 per share thereafter until expiry of the warrants 48 months after the issuance of the units.

Year ended December 31, 2013

On November 26, 2013, the Corporation completed a non-brokered private placement consisting of the issue and sale of 25,754,083 units at a price of \$0.04 to accredited investors and bona fide creditors of the Corporation. An aggregate of 24,004,083 units were issued to creditors and related parties in settlement of \$960,164 of debt, services and royalties and an aggregate of 1,750,000 units were issued for gross cash proceeds of \$70,000. Each unit was comprised of one common share of the Corporation and one transferable warrant of the Corporation. Each warrant entitles the holder to purchase one common share at a price of \$0.05 per share at any time within 6 months after the issuance of the units, or \$0.075 per share at any time within 6 to 12 months after the issuance of the units, or \$0.10 per share thereafter until expiry of the warrants 48 months after the issuance of the units.

On August 15, 2013, the Corporation completed a non-brokered private placement consisting of the issue and sale of 2,250,000 units at a price of \$0.055 per unit for aggregate gross proceeds of \$123,750. Insiders of the Corporation subscribed for a total of 900,000 units. Each unit was comprised of one common share of the Corporation and one transferable warrant of the Corporation. Each warrant entitles the holder to purchase one common share at a price of \$0.10 per share at any time within 36 months after the issuance of the units.

On April 17, 2013 and April 23, 2013, the Corporation completed the first and second tranche of a non-brokered private placement consisting of the issue and sale of 4,928,371 units at a price of \$0.08 per unit for aggregate gross proceeds of \$394,270. Each Unit was comprised of one common share of the Corporation and one transferable warrant of the Corporation. Each warrant entitles the holder to purchase one common share at a price of \$0.20 per share at any time within 24 months after the issuance of the units. Officers, directors, consultants, other insiders and their associates subscribed for the maximum amount permissible under the rules of the Toronto Stock Exchange.

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b) Share-based Payment Reserve

The following is a summary of changes in share-based payment reserve:

	Amount
	\$
Balance at January 1, 2013	3,301,696
Stock-based compensation	145,128
Warrants expired	70,474
Balance at December 31, 2013	3,517,298
Stock-based compensation	263,788
Warrants expired	5,859
Balance at September 30, 2014	3,786,945

See Note 9 for outstanding stock options

c) Share Purchase Warrants Reserve

The following is a summary of changes in share purchase warrants reserve:

	Number of Warrants #	Amount \$
Balance at January 1, 2013	4,835,669	268,953
Warrants issued	32,932,454	812,258
Warrants expired	(1,651,800)	(70,474)
Balance December 31, 2013	36,116,323	1,010,737
Warrants issued	4,641,400	129,734
Warrants expired	(184,722)	(5,859)
Balance September 30, 2014	40,573,001	1,134,612

As at September 30, 2014, the Corporation had outstanding warrants as follows:

Number of Warrants	Exercise Price	Expiry
1,319,444	\$0.30	12/21/2014
220,000	\$0.60	07/20/2015
1,459,703	\$0.65	09/19/2015
4,828,371	\$0.20	04/17/2015
100,000	\$0.20	04/23/2015
2,250,000	\$0.10	08/15/2016
25,754,083	\$0.10 ⁽¹⁾	11/25/2017
4,641,400	\$0.10 ⁽²⁾	07/08/2018
Weighted Average	\$0.15	

Note:

(1) Exercisable at \$0.05 until May 25, 2014, at \$0.075 until November 25, 2014 and thereafter at \$0.10 until November 25, 2017

(2) Exercisable at \$0.05 until January 8, 2015, at \$0.075 until July 8, 2015 and thereafter at \$0.10 until July 8, 2018

d) Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Corporation's statement of financial position include Share Purchase Warrants and Share-based payment reserve.

- Contributed Surplus is used to recognize the value of stock option grants prior to exercise.
- Share Purchase Warrants is used to recognize the value of warrant grants prior to exercise.

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9. SHARE-BASED PAYMENTS

a) Option Plan Details

The Corporation has an incentive Stock Option Plan (the "Plan") under which non-transferable options to purchase common shares of the Corporation may be granted to directors, officers, employees or service providers of the Corporation. The terms of the Plan provide that the Directors have the right to grant options to acquire common shares of the Corporation at not less than the closing market price of the shares on the day preceding the grant for terms of up to five years. No amounts are paid or payable by the recipient on receipt of the option, and the options granted are not dependent on any performance-based criteria. The stock option plan provides that the total number of shares which may be issued there under is limited to 10% of the aggregate number of shares outstanding. As at September 30, 2014, the Corporation had 2,889,229 (December 31, 2013 – 5,160,089) options available for issuance.

The following is a summary of changes in options from January 1, 2013 to December 31, 2013:

Grant Date	Expiry Date	Exercise Price	Opening Balance	During the Year			Closing Balance	December 31, 2013	
				Granted	Exercised	Forfeited		Vested and Exercisable	Unvested
01/01/11	01/01/14	\$0.90	40,000	-	-	40,000	40,000	40,000	-
03/14/11	03/14/16	\$1.00	2,885,000	-	-	735,000	2,150,000	2,150,000	-
06/18/12	06/18/17	\$0.30	1,500,000	-	-	-	1,500,000	1,000,000	500,000
11/19/12	11/19/17	\$0.25	100,000	-	-	100,000	-	-	-
			4,525,000	-	-	835,000	3,690,000	3,190,000	500,000
Weighted Average Exercise Price			\$0.75	-	-	\$0.91	\$0.71	\$0.78	\$0.30

The following is a summary of changes in options from January 1, 2014 to September 30, 2014:

Grant Date	Expiry Date	Exercise Price	Opening Balance	During the Period			Closing Balance	September 30, 2014	
				Granted	Exercised	Forfeited		Vested and Exercisable	Unvested
01/01/11	01/01/14	\$0.90	40,000	-	-	40,000	-	-	-
03/14/11	03/14/16	\$1.00	2,150,000	-	-	-	2,150,000	2,150,000	-
06/18/12	06/18/17	\$0.30	1,500,000	-	-	-	1,500,000	1,500,000	-
03/26/14	03/25/19	\$0.10	-	2,775,000	-	-	2,775,000	2,775,000	-
			3,690,000	2,775,000	-	40,000	6,425,000	6,425,000	-
Weighted Average Exercise Price			\$0.71	\$0.10	-	\$0.90	\$0.45	\$0.45	-

b) Fair Value of Options Issued During the Year

The weighted average exercise price at grant-date of options granted during the period ended September 30, 2014 was \$0.10.

Options Issued to Employees

The fair value at grant-date is determined using a option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant-date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The model inputs for options granted in Note 10(a) included:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
06/18/12	06/18/17	\$0.27	\$0.30	1.24%	5 years	97.37%	0.00%
11/19/12	12/19/17	\$0.11	\$0.25	1.35%	5 years	100.48%	0.00%

Options Issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted, using a valuation model.

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The model inputs for options granted in Note 10(a) included:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
02/01/10	02/01/15	\$0.50	\$0.50	2.92%	5 years	94.00%	0.00%
01/01/11	01/01/14	\$0.90	\$0.90	1.97%	3 years	118.70%	0.00%
03/14/11	03/14/16	\$1.00	\$1.00	2.55%	5 years	79.27%	0.00%
05/24/11	05/23/16	\$0.50	\$0.60	2.74%	5 years	75.11%	0.00%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

c) Expenses Arising from Share-based Payment Transactions

Total expenses arising from share-based payment transactions recognized during the period ended September 30, 2014 as part of employee benefit expense were \$72,100 (December 31, 2013: \$145,129).

d) Amounts Capitalized Arising from Share-based Payment Transactions

Total expenses arising from share-based payment transactions that were capitalized during the year as part of exploration and evaluation activities were \$nil (December 31, 2012: \$nil).

10. RELATED PARTY TRANSACTIONS

Certain corporate entities that are related to the Corporation's officers and directors provide consulting and other services to the Corporation. Transactions were conducted in the normal course of operations and are measured at the exchange amounts.

The following is a summary of the Corporation's related party transactions during the period ended September 30, 2014:

a) Legal Fees

Legal fees of \$15,000 incurred in connection with the Corporation's financings as well as general corporate matters (nine-months ended September 30, 2013: \$102,125) were payable to a law firm of which one officer, director and shareholder was a director of the Corporation. On November 26, 2013, \$168,594 worth of common shares were issued to this legal firm to reduce long-term promissory notes to \$nil. At September 30, 2014, \$134,438 (September 30, 2013: \$168,594) owing to this legal firm was included in accounts payable and accrued liabilities.

b) Rental Payments

Rental payments of \$24,714 during the nine-month period ended September 30, 2014 (nine-months ended September 30, 2013: \$24,714) were payable to a company which is controlled by a director of the Corporation. On November 26, 2013, common shares valued at \$9,309 were issued to this company to reduce long-term promissory notes owing to the company to \$nil. At September 30, 2014, \$6,206 (September 30, 2013: \$9,309) owing to this company was included in accounts payable and accrued liabilities.

c) Key Management Compensation

Key management personnel compensation comprised:

	September 30, 2014	September 30, 2013
	\$	\$
Management and consulting fees	75,000	108,799
Share-based payments (stock options)	83,316	110,582
	158,316	219,381

At September 30, 2014, \$21,501 (September 30, 2013: \$66,598 in accounts payable) owing to key management was included in accounts payable and long-term promissory notes. On November 26, 2013, \$68,290 worth of common shares were issued for management and consulting fees to reduce long-term promissory notes owing to the company to \$21,501.

d) Explorations Expenditures

Exploration expenditures of \$nil for the nine-month period ended September 30, 2014 (nine-month period ended September 30, 2013: \$138,451) incurred in connection with the Corporation's expenditure activities were paid to company controlled by a director of the Corporation. At September 30, 2014, \$8,278 (September 30, 2013: \$215,260) was included in accounts payable. On November 26, 2013, \$257,720 worth of common shares were issued for exploration expenditures to reduce long-term promissory notes owing to the company to \$nil.

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e) General and Administrative

General and administrative expenditures of \$nil for the nine-month period ended September 30, 2014 (nine-month period ended September 30, 2013: \$21,360) incurred in connection with the Corporation's general and administrative expenditures were paid to a company controlled by a director of the Corporation. At September 30, 2014, \$nil (September 30, 2013: \$37,335) was included in accounts payable.

f) Advance Royalty

Advance royalty payments of \$nil for the nine-month period ended September 30, 2014 (nine-month period ended September 30, 2013: \$206,250) incurred in connection with the Corporation's properties were payable to one director of the Corporation. On November 26, 2013, \$456,250 of common shares were issued to reduce long-term promissory notes owing to the director to \$nil. At September 30, 2014, \$nil (September 30, 2013: \$456,250 in accounts payable) was included in accrued liabilities.

Temporary Suspension of Advance Royalties

On July 8, 2014 the Corporation signed an agreement with the holder of royalties on the Corporation's Western Lake St. Joseph Project to suspend payment of advance royalties from October 1, 2013 until the earliest of (i) completion of a pre-feasibility study, (ii) a change of control, amalgamation, plan of arrangement, take-over bid or other fundamental change involving Rockex, (iii) completion of a transaction with a strategic investor, or (iv) September 30, 2015. As a result of this agreement, no royalties were accrued for the six-month period ended September 30, 2014.

11. LOSS PER SHARE

Weighted Average Number of Common Shares:

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of common shares used in the calculation of basic earnings per share is as follows:

For the period ended,	Three Months		Nine Months	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Basic weighted-average number of shares outstanding	92,738,690	61,621,807	89,929,013	58,835,979
Diluted weighted-average number of shares outstanding	139,333,091	73,620,542	132,656,731	69,501,992

12. CAPITAL MANAGEMENT

The Corporation manages its capital structure and makes adjustments to it, based on the funds available to the Corporation, in order to support the acquisition, exploration and evaluation of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Corporation's management to sustain future development of the business. The Corporation defines capital to include its shareholders' equity. In order to carry out the planned exploration and pay for administrative costs, the Corporation will spend its existing working capital and raise additional amounts as needed. The Corporation will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable. There were no changes in the Corporation's approach to capital management during the period ended September 30, 2014. The Corporation is not subject to externally imposed capital requirements.

The Corporation considers its capital to be shareholders' equity, which is comprised of share capital, share purchase warrants, share-based payments and deficit, which as at September 30, 2014 totaled \$16,140,190 (December 31, 2013 - \$16,135,106). The Corporation's objective when managing capital is to obtain adequate levels of funding to support its exploration activities, to obtain corporate and administrative functions necessary to support organizational functioning and to obtain sufficient funding to further the identification and exploration of iron deposits.

The Corporation raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Corporation will be able to continue raising equity capital in this manner.

The Corporation invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and short-term guaranteed deposits, all held with major Canadian financial institutions.

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13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value of Financial Instruments

The Corporation's financial instruments are comprised of cash and cash equivalents and other receivables which are measured at amortized cost which approximates fair value. Accounts payable and accrued liabilities are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also approximates fair value.

The Corporation has determined the fair value of its financial instruments as follows:

- i. The carrying values of cash and cash equivalents, other receivables, accounts payable, accrued liabilities and promissory notes, approximate their fair values due to the short-term nature of these instruments.
- ii. Investments are carried at amounts in accordance with the Corporation's accounting policies.

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subjective and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

A summary of the Corporation's risk exposure as it relates to financial instruments is reflected below:

A. Credit Risk

The Corporation is not exposed to major credit risk attributable to customers. Additionally, the majority of the Corporation's cash and cash equivalents are held with a highly rated Canadian financial institution in Canada.

B. Market Risk

i. Interest Rate Risk

The Corporation does not have any interest-bearing debt. The Corporation invests cash surplus to its operational needs in investment-grade short-term deposit certificates issued by the bank where it keeps its Canadian bank accounts. The Corporation periodically assesses the quality of its investments with this bank and is satisfied with the credit rating of the bank and the investment grade of its short-term deposit certificates.

ii. Foreign Currency Risk

The Corporation's exploration and evaluation activities are denominated in Canadian dollars. The Corporation's funds are kept in Canadian dollars with a major Canadian financial institution.

iii. Equity Price Risk

Market risk arises from the possibility that changes in market prices will affect the value of the financial instruments of the Corporation. The Corporation is exposed to fair value fluctuations on its investments, if any. The Corporation's other financial instruments (cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities) are not subject to price risk.

iv. Liquidity Risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2014, the Corporation had current assets of \$52,778 (December 31, 2013 - \$145,616) and current liabilities of \$361,061 (December, 2013 - \$458,121). All of the Corporation's financial liabilities and receivables have contractual maturities of less than 90 days and are subject to normal trade terms. Current working capital deficit of the Corporation is \$308,283 (current working capital deficit at December 31, 2013 - \$312,505).

v. Commodity Price Risk

The price of the common shares in the capital the Corporation ("Share Capital"), its financial results, exploration and evaluation activities have been, or may in the future be, adversely affected by declines in the price of iron ore and its products. Iron ore prices fluctuate widely and are affected by numerous factors beyond the Corporation's control such as the sale or purchase of commodities by various companies, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Corporation's revenues, if any, are expected to be in large part derived

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from mining and sale of iron ore and its products. The effect of these factors on the price of iron ore and its products, and therefore the economic viability of any of the Corporation's exploration projects, cannot accurately be predicted.

14. COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Corporation is committed to paying advance royalties of \$250,000 per year to a director of the Corporation, starting in 2012 and increasing at a rate of 10% per year, payable in monthly installments. The advance royalty payments accrued to September 30, 2013 in the amount of \$456,250 have been settled with 11,406,250 shares and 11,406,250 warrants. To date, the advance royalty payments for the last quarter of 2013 and the first quarter of 2014 were accrued but none was paid. On July 8, 2014, the Corporation signed an agreement with the holder of royalties on the Corporation's Western Lake St. Joseph Project to suspend payment of advance royalties from October 1, 2013 until the earliest of (i) completion of a pre-feasibility study, (ii) a change of control, amalgamation, plan of arrangement, take-over bid or other fundamental change involving Rockex, (iii) completion of a transaction with a strategic investor, or (iv) September 30, 2015. As a result of this agreement, no royalties were accrued for the six-month period ended September 30, 2014 and royalties that were previously accrued for the period October 1, 2013 to March 31, 2014 have been reversed.