



FINANCIAL STATEMENTS

For the year ended October 31, 2014

(Expressed in Canadian Dollars)

TOWER RESOURCES LTD.
INDEX TO FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Tower Resources Ltd.

We have audited the accompanying financial statements of Tower Resources Ltd., which comprise the statements of financial position as at October 31, 2014 and 2013, and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the 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 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 financial statements.

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



Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Tower Resources Ltd. as at October 31, 2014 and 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Tower Resources Ltd.'s ability to continue as a going concern.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Accountants

February 24, 2015

TOWER RESOURCES LTD.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	October 31, 2014	October 31, 2013
	\$	\$
ASSETS		
Current		
Cash	709,013	852,899
Receivables (Note 3)	33,695	282,794
Prepaid expenses and deposits (Note 14)	22,948	14,577
	<u>765,656</u>	<u>1,150,270</u>
Property and equipment (Note 4)	20,552	16,204
Exploration and evaluation assets (Note 5)	3,507,754	3,591,656
Exploration and evaluation assets - oil and gas (Note 6)	1	1
Reclamation bonds (Note 7)	100,000	100,000
	<u>4,393,963</u>	<u>4,858,131</u>
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current		
Accounts payable and accrued liabilities (Note 8)	114,023	228,652
Flow-through premium liability (Note 9)	-	52,849
	<u>114,023</u>	<u>281,501</u>
Rehabilitation obligation (Note 6)	13,000	13,000
	<u>127,023</u>	<u>294,501</u>
Shareholders' equity		
Share capital (Note 9)	12,915,649	12,160,901
Reserves (Note 9)	665,827	855,940
Deficit	(9,314,536)	(8,453,211)
	<u>4,266,940</u>	<u>4,563,630</u>
	<u>4,393,963</u>	<u>4,858,131</u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

COMMITMENT (Note 14)

SUBSEQUENT EVENTS (Note 16)

Approved and authorized on behalf of the Board:

"Mark Vanry"
Mark Vanry, Director

"Steve Vanry"
Steve Vanry, Director

The accompanying notes are an integral part of these financial statements

TOWER RESOURCES LTD.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the year ended October 31,	
	2014	2013
	\$	\$
Expenses		
Accounting and audit	47,319	58,680
Consulting fees	13,225	27,844
Depreciation	12,240	21,472
Legal fees	9,883	8,294
Management fees	75,000	73,250
Office and miscellaneous	188,212	204,005
Property examination costs	73	19,374
Share-based compensation (Note 9)	59,911	197,776
Transfer agent and filing fees	18,763	17,277
Travel and promotion	5,740	12,862
Wages and salaries	15,161	21,467
	<u>(445,527)</u>	<u>(662,301)</u>
Net oil and gas gain (loss)	347	(6,603)
Interest income	6,546	27,509
Reversal of flow-through premium liability (Note 9)	52,849	332,248
Write-off of exploration and evaluation assets (Note 5)	(725,564)	-
Other income	-	514
	<u>(665,822)</u>	<u>353,668</u>
Loss and comprehensive loss for the year	<u>(1,111,349)</u>	<u>(308,633)</u>
Basic and diluted loss per share	<u>(0.03)</u>	<u>(0.01)</u>
Weighted average number of common shares outstanding	<u>42,622,966</u>	<u>32,935,642</u>

The accompanying notes are an integral part of these financial statements

TOWER RESOURCES LTD.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the year ended October 31,	
	2014	2013
	\$	\$
Cash flows used in operating activities		
Loss for the year	(1,111,349)	(308,633)
Items not affecting cash:		
Depreciation	12,240	21,472
Share-based compensation	59,911	197,776
Reversal of flow-through premium liability	(52,849)	(332,248)
Write-off of exploration and evaluation assets	725,564	-
Changes in non-cash working capital items:		
Receivables	259,166	109,463
Prepaid expenses	(8,371)	10,355
Accounts payable and accrued liabilities	(24,185)	39,483
	<u>(139,873)</u>	<u>(262,332)</u>
Cash flows used in investing activities		
Reclamation bonds	-	(55,000)
Acquisition of equipment	(9,150)	(9,454)
Exploration and evaluation assets expenditures	(734,549)	(1,663,182)
	<u>(743,699)</u>	<u>(1,727,636)</u>
Cash flows from financing activities		
Proceeds from shares issued	750,000	1,760,440
Share issuance costs	(10,314)	(195,027)
	<u>739,686</u>	<u>1,565,413</u>
Decrease in cash	(143,886)	(424,555)
Cash, beginning of year	<u>852,899</u>	<u>1,277,454</u>
Cash, end of year	709,013	852,899
Non-cash transactions		
Shares issued for exploration and evaluation assets acquisition	20,375	74,250
Exploration and evaluation assets expenditures in accounts payable and accrued liabilities at year end	15,190	118,385
Reclassification from reserves to deficit due to cancellation of stock options	31,110	94,553
Reclassification from reserves to deficit due to expiration of stock options	218,914	-
Warrants issued as finder's fees	-	54,268
Recognition of flow through premium liability as part of flow through private placement	-	385,097
BC mineral exploration tax credit included in exploration and evaluation assets	10,067	207,495
Share issue costs in accounts payable and accrued liabilities	5,313	-
Property and equipment in accounts payable and accrued liabilities	7,438	-

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

TOWER RESOURCES LTD.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	<u>Number of Shares Issued</u>	<u>Capital Stock</u> \$	<u>Reserves</u> \$	<u>Deficit</u> \$	<u>Total Shareholders' Equity</u> \$
Balance at October 31, 2012	27,756,933	10,960,603	698,449	(8,239,131)	3,419,921
Issuance of shares	5,501,375	1,375,343	-	-	1,375,343
Share issuance costs	-	(195,027)	-	-	(195,027)
Shares issued for exploration and evaluation assets	375,000	74,250	-	-	74,250
Agent's warrants issued for private placement	-	(54,268)	54,268	-	-
Stock options cancelled	-	-	(94,553)	94,553	-
Share-based compensation	-	-	197,776	-	197,776
Loss for the year	-	-	-	(308,633)	(308,633)
Balance at October 31, 2013	33,633,308	12,160,901	855,940	(8,453,211)	4,563,630
Issuance of shares	15,000,000	750,000	-	-	750,000
Share issuance costs	-	(15,627)	-	-	(15,627)
Shares issued for exploration and evaluation assets	425,000	20,375	-	-	20,375
Stock options expired	-	-	(218,914)	218,914	-
Stock options cancelled	-	-	(31,110)	31,110	-
Share-based compensation	-	-	59,911	-	59,911
Loss for the year	-	-	-	(1,111,349)	(1,111,349)
Balance at October 31, 2014	49,058,308	12,915,649	665,827	(9,314,536)	4,266,940

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of operations

Tower Resources Ltd. (“the Company”) is incorporated under the laws of British Columbia, Canada. The Company trades on the TSX Venture Exchange (“TSX-V”) under the symbol TWR. The Company’s head office, principal address and registered and records office is located at 912 – 1112 West Pender Street, Vancouver, BC V6E 4J6.

Going concern

The Company’s principal business activities include the acquisition and exploration of exploration and evaluation assets domiciled in Canada. The Company has not yet determined whether any of these exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and/or to achieve profitable operations. These financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The continuance of the Company’s operations is dependent on obtaining sufficient additional financing in order to realize the recoverability of the Company’s investments in exploration and evaluation assets, which is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. Management closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur. Management estimates it will require additional financing within the next twelve months. Accordingly, these material uncertainties may cast significant doubt upon the entity’s ability to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements.

Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These financial statements were authorized by the audit committee and board of directors of the Company on February 24, 2015.

Basis of presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Functional currency

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The reporting currency of the Company is the Canadian dollar.

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the valuation of share-based compensation and income taxes.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessment of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred.

Costs directly related to the acquisition and exploration of exploration and evaluation assets are capitalized once the legal rights to explore the exploration and evaluation assets are acquired or obtained. When the technical and commercial viability of a mineral resource has been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets within property and equipment, and depreciated using the units of production method on commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

Acquisition costs include the cash or other consideration and the assigned value of shares issued, if any, on the acquisition of exploration and evaluation assets. Costs related to properties acquired under option agreements or joint ventures, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The Company does not accrue estimated future costs of maintaining its exploration and evaluation assets in good standing.

Capitalized costs as reported on the statement of financial position represent costs incurred to date and may not reflect actual, present, or future values. Recovery of carrying value is dependent upon future commercial success or proceeds from disposition of the exploration and evaluation property interests.

Management evaluates each property on a reporting period basis or as events and circumstances warrant, and makes a determination based on exploration activity and results, estimated future cash flows and availability of funding as to which costs are capitalized or charged as impairment charges. Write-downs due to impairment in value are charged to profit or loss.

Exploration and evaluation assets, where future cash flows are not reasonably determinable, are evaluated for impairment based on results of exploration work, management's intentions and determination of the extent to which future exploration programs are warranted and likely to be funded.

General exploration costs not related to specific properties and general administrative expenses are charged to profit or loss in the year in which they are incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration and environmental obligations

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

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

Changes in the net present value, excluding changes in amount and timing of the Company's estimates of reclamation costs, are charged to profit or loss for the period. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

For the years presented, the Company recorded a rehabilitation obligation of \$13,000 in relation to its oil and gas exploration and evaluation assets. The Company estimates that it has no significant restoration and environmental obligations related to its exploration and evaluation assets.

Equipment

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

Depreciation for equipment is calculated using the declining balance method at the following annual rates:

Computer hardware	50%
Computer software	100%
Equipment and furniture	20%

An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of equipment is composed of major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and diluted earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similarly to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the years presented, this calculation proved to be anti-dilutive.

Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of common shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are assigned a value based on the residual value, if any, and included in reserves.

Warrants that are issued as payment for agency fee or other transactions costs are accounted for as share-based payments.

Share-based compensation

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods using the graded vesting method. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve. The fair value of options and compensatory warrants is determined using the Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The Company transfers the value of cancelled and expired unexercised vested stock options and compensatory warrants to deficit or share capital from reserves on the date of expiration, based on the nature of the item.

Impairment of non-financial assets

The carrying amount of the Company's assets (which include property and equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of an asset is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to depreciation and are tested annually for impairment.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Company classifies cash as fair value through profit or loss.

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 carried at amortized cost using the effective interest method less any provision for impairment. The Company classifies its receivables as loans and receivables.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment. The Company classifies its reclamation bonds as held-to-maturity investments.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after 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

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method, and includes accounts payable and accrued liabilities.

For the years presented, the Company did not have any derivative financial assets or liabilities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Costs related to issuances not completed will be recorded as deferred financing costs if the completion of the transaction is considered likely; otherwise they are expensed as incurred.

Income taxes

Current income tax:

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

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Flow-through shares:

On the issuance of flow-through shares, any premium received in excess of the closing market price of the Company's common shares is initially recorded as a flow-through premium liability and included as a liability. Upon related expenditures being incurred, the Company proportionately derecognizes the liability and recognizes the offsetting amount in profit or loss.

The Company indemnifies the subscribers of flow-through shares against certain tax related amounts that become due related to their flow-through subscriptions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

New or revised accounting standards not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended October 31, 2014 and have not been applied in preparing these financial statements. The Company does not expect there to be any changes as a result of the new or revised standards which will be effective to the Company's financial statements for the year ending October 31, 2015 or later:

- a. IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is tentatively effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.
- b. IAS 32 – Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules. The amendments are effective for annual periods beginning on or after January 1, 2014.
- c. IAS 36 – Impairment of Assets: Clarifies disclosure requirements regarding measurement of the recoverable amount of impaired assets. The overall effect of the amendments is to reduce the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarify the disclosures required, and to introduce an explicit requirement to disclose the discount rate used in determining impairment where recoverable amount is determined using a present value technique. The amendment is effective for annual periods beginning on or after January 1, 2014.

3. RECEIVABLES

	October 31, 2014	October 31, 2013
	\$	\$
Sales tax recoverable	16,966	45,857
BC mining exploration tax credit	10,067	208,008
Interest receivable	4,384	11,301
Other receivable	2,278	17,628
	33,695	282,794

TOWER RESOURCES LTD.
Notes to Financial Statements
For the year ended October 31, 2014
(Expressed in Canadian Dollars)

4. PROPERTY AND EQUIPMENT

	Computer hardware	Computer software	Equipment and furniture	Total
	\$	\$	\$	\$
Cost:				
At October 31, 2012	14,135	23,875	10,701	48,711
Additions	1,784	7,670	-	9,454
At October 31, 2013	15,919	31,545	10,701	58,165
Additions	3,150	6,000	7,438	16,588
At October 31, 2014	19,069	37,545	18,139	74,753
Depreciation:				
At October 31, 2012	7,480	11,938	1,071	20,489
Charge for the year	3,773	15,773	1,926	21,472
At October 31, 2013	11,253	27,711	2,997	41,961
Charge for the year	3,120	6,835	2,285	12,240
At October 31, 2014	14,373	34,546	5,282	54,201
Net book value:				
At October 31, 2013	4,666	3,834	7,704	16,204
At October 31, 2014	4,696	2,999	12,857	20,552

TOWER RESOURCES LTD.
Notes to Financial Statements
For the year ended October 31, 2014
(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

	JD	Baez	Waterloo	Rabbit North	Total
	\$	\$	\$	\$	\$
Balance, October 31, 2012	1,583,579	73,911	457,370	-	2,114,860
Acquisition costs	91,031	856	-	40,000	131,887
Deferred costs					
Assays	62,662	560	6,455	1,921	71,598
Consulting services	23,398	28,767	9,059	-	61,224
Drilling	273,154	-	-	-	273,154
Equipment rental	6,239	860	830	4,449	12,378
Field supplies	69,703	27,012	1,609	10,276	108,600
Food	1,884	1,588	315	4,277	8,064
Geologist	267,837	101,699	23,780	178,259	571,575
Site development	65,427	-	3,184	-	68,611
Helicopter	59,018	-	-	236,280	295,298
Travel	29,927	1,854	403	827	33,011
Vehicle	14,680	18,085	3,540	12,586	48,891
Total costs incurred during the year	964,960	181,281	49,175	488,875	1,684,291
B.C. mining exploration tax credit recoverable	(172,650)	(6,937)	(27,908)	-	(207,495)
Balance, October 31, 2013	2,375,889	248,255	478,637	488,875	3,591,656
Acquisition costs	48,375	-	768	56,470	105,613
Deferred costs					
Assays	-	-	-	13,502	13,502
Consulting services	2,500	-	-	252,187	254,687
Equipment rental	-	-	-	321	321
Field supplies	3,099	-	-	3,780	6,879
Food (recovery)	(220)	-	-	6,033	5,813
Geologist	-	-	-	210,996	210,996
Site development	3,810	-	-	-	3,810
Travel (recovery)	(3,343)	-	-	13,201	9,858
Vehicle (recovery)	(524)	-	-	40,774	40,250
Total costs incurred during the year	53,697	-	768	597,264	651,729
B.C. mineral exploration tax credit recoverable	(7,973)	(1,646)	(448)	-	(10,067)
Write-off of exploration and evaluation assets	-	(246,608)	(478,956)	-	(725,564)
Balance, October 31, 2014	2,421,613	1	1	1,086,139	3,507,754

5. EXPLORATION AND EVALUATION ASSETS (continued)

JD PROPERTY

On September 7, 2011 (later amended on January 28, 2015 - Note 16), the Company entered into an option agreement to acquire the JD gold - silver property, comprised of certain mineral claims, located in the Omineca mining division of British Columbia. Under the terms of the agreement, the Company may acquire a 100% interest in the property by making cash payments of \$200,000, issuing 1,875,000 common shares over a 6-year period, in addition to funding aggregate exploration expenditures of \$5,000,000 over a total 84-month period as follows:

<i>Date</i>	<i>Cash Payments</i>	<i>Number of Shares</i>	<i>Work Commitment</i>
	\$		\$
September 26, 2011 (<i>issued</i>)	-	125,000	-
November 15, 2011 (<i>incurred</i>)	-	-	60,000
September 1, 2012 (<i>incurred</i>)	-	-	60,000
December 16, 2012 (<i>paid, issued, and incurred – Note 9</i>)	45,000	150,000	80,000
December 16, 2013 (<i>paid, issued and incurred – Note 9</i>)	40,000	200,000	500,000
December 11, 2014 (<i>paid, issued and incurred subsequently – Note 16</i>)	20,000	350,000	1,000,000
December 11, 2015	40,000	350,000	-
December 11, 2016	55,000	350,000	1,500,000
December 11, 2017	-	350,000	-
December 11, 2018	-	-	1,800,000

The option agreement is subject to a 2% net smelter return royalty (“NSR”), 1% of which can be purchased by the Company for \$3,000,000. The Company will be responsible to file the related cash-in-lieu or assessment work documentation with the Province of British Columbia. Once the Company has earned the 100% interest, it will pay an advance royalty of \$40,000 per year until it commences commercial production.

On April 11, 2012, the Company entered into an option agreement to acquire a 100% interest in the Belle property located in the Omineca mining division of British Columbia adjoining the Company’s JD property. Under the terms of the option agreement, the Company may acquire a 100% interest in the property by making a cash payment of \$14,000 and issuing 150,000 common shares of the Company as follows:

<i>Date</i>	<i>Cash Payments</i>	<i>Number of Shares</i>
	\$	
April 23, 2012 (<i>paid and issued</i>)	14,000	25,000
April 23, 2013 (<i>issued – Note 9</i>)	-	25,000
April 23, 2014 (<i>issued – Note 9</i>)	-	25,000
April 23, 2015	-	25,000
April 23, 2016	-	50,000

The agreement is subject to a 2% NSR, of which 1% can be purchased by the Company for \$2,000,000.

BAEZ PROPERTY

This property is located in British Columbia and was acquired for nominal staking costs.

During the year ended October 31, 2014, the Company suspended exploration activity related to this property and accordingly, management decided to write-down the property to \$1 as at October 31, 2014.

5. EXPLORATION AND EVALUATION ASSETS (continued)

WATERLOO PROPERTY

On October 18, 2011, the Company entered into an option agreement to acquire the Waterloo property, comprised of certain mineral claims, located in the Osoyoos mining division of British Columbia. Under the terms of the option agreement, the Company may acquire a 75% interest in the property by making cash payments of \$70,000 and issuing 400,000 common shares to the vendor, in addition to funding aggregate exploration expenditures of \$2,000,000 over a total 42-month period as follows:

<i>Date</i>	<i>Cash Payments</i>	<i>Number of Shares</i>	<i>Work Commitment</i>
	\$		\$
December 23, 2011 (<i>paid and issued</i>)	45,000	400,000	-
December 23, 2012 (<i>paid and incurred</i>)	25,000	-	100,000
May 13, 2014	-	-	700,000
May 13, 2015	-	-	1,200,000

The option agreement is subject to a 2% NSR, of which 1% can be purchased by the Company for \$3,000,000. Upon completing and delivering a Feasibility Study, the Company will be deemed to have exercised the second option and to have earned an additional 25% Interest (for an aggregate 100% interest).

Once the Company has earned the 100% interest, it will pay an advance royalty of \$40,000 per year until it commences commercial production.

The Company did not meet the work commitment of \$700,000 due on or before May 13, 2014; however, the Company is currently in discussion with the optionor to have this work commitment extended. As at October 31, 2014, management wrote-down the property to \$1 due to the Company's failure to meet the above work commitment.

The Vice-President of Exploration of the Company has an interest in the vendor.

RABBIT NORTH PROPERTY

On July 11, 2013, the Company entered into an option agreement to acquire the Rabbit North property, comprised of certain mineral claims, located in the Kamloops mining division of British Columbia. The option agreement was approved by TSX-V on July 24, 2013. Under the terms of the option agreement, the Company may acquire a 100% interest in the property by making cash payments of \$170,000 and issuing 1,000,000 common shares over 4-year period, in addition to funding aggregate exploration expenditures of \$2,000,000 over a total 60-month period as follows:

<i>Date</i>	<i>Cash Payments</i>	<i>Number of Shares</i>	<i>Work Commitment</i>
	\$		\$
June 6, 2013 (<i>paid</i>)	5,000	-	-
August 7, 2013 (<i>paid and issued – Note 9</i>)	5,000	200,000	-
July 24, 2014 (<i>paid, issued and incurred – Note 9</i>)	20,000	200,000	150,000
July 24, 2015	30,000	200,000	-
July 24, 2016	50,000	200,000	600,000
July 24, 2017	60,000	200,000	-
July 24, 2018	-	-	1,250,000

The option agreement is subject to a 3% NSR, of which 2% can be purchased by the Company for \$3,500,000.

6. EXPLORATION AND EVALUATION ASSETS - OIL AND GAS

	October 31, 2014 and 2013	
	Acquisition Costs	
Poplar Winstar Strachan	\$	1

POPLAR WINSTAR STRACHAN

On December 4, 2006, the Company entered into an agreement to participate in the Winstar Strachan 8-10-38-10 W5M well in the West Central area of Alberta. The Company paid \$300,000 to earn an equalization interest of approximately 1.2367 %. During the year ended October 31, 2009, the Company wrote down the value of the property to the estimated recoverable amount of \$1.

Rehabilitation obligations of \$13,000 have been recorded based on the Company's proportionate share of obligations estimated by the operators of the properties. The estimated values of the obligations have not been discounted as they are immaterial and an estimate of the timing of the future cash flows is not determinable.

7. RECLAMATION BONDS

In relation to the JD, Waterloo, Baez and Rabbit North properties, the Company has posted reclamation bonds totalling \$100,000 (2013 - \$100,000).

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	October 31, 2014	October 31, 2013
	\$	\$
Accounts payable	41,231	140,527
Accrued liabilities	33,000	38,000
Due to related parties (Note 10)	39,792	50,125
	114,023	228,652

9. SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

In December 2012, the Company issued 150,000 common shares valued at \$40,500 pursuant to the JD property option agreement (Note 5).

In December 2012, the Company completed a private placement of 5,501,375 flow-through units at a price of \$0.32 per unit for gross proceeds of \$1,760,440. Each unit is comprised of one flow-through common share and one-half of one common share purchase warrant which entitled the holder to purchase one additional common share of the Company for \$0.40 up to December 6, 2014. The flow-through units had an associated flow-through premium liability of \$385,097 on issuance of which \$nil remains as at October 31, 2014 (2013 - \$52,849). The Company incurred commissions and expenses of \$195,027 related to this financing. In connection with this private placement, the Company issued 342,825 agent warrants which were valued at \$54,268 using the Black-Scholes option pricing model.

9. SHARE CAPITAL AND RESERVES (continued)

In April 2013, the Company issued 25,000 common shares valued at \$3,750 pursuant to the Belle property option agreement (Note 5).

In July 2013, the Company issued 200,000 common shares valued at \$30,000 pursuant to the Rabbit North property option agreement (Note 5).

In January 2014, the Company issued 200,000 common shares valued at \$6,000 pursuant to the JD property option agreement (Note 5).

In April 2014, the Company issued 25,000 common shares valued at \$2,375 pursuant to the Belle property option agreement (Note 5).

In April 2014, the Company completed a non-brokered private placement of 15,000,000 units at a price of \$0.05 per unit for net proceeds of \$734,373, net of share issue costs of \$15,627. Each unit is comprised of one common share and one-half share purchase warrant with each whole warrant entitling the holder to purchase one additional common share of the Company for \$0.10 per share up to April 1, 2016. The Company may accelerate the expiry date of the warrants to within 30 days if the common shares of the Company close at over \$0.20 for 10 consecutive trading days and gives notice of the same in writing to the holder of the warrants.

In July 2014, the Company issued 200,000 common shares valued at \$12,000 pursuant to the Rabbit North property option agreement (Note 5).

Stock options

On November 19, 2010, the Company adopted an incentive stock option plan (the “Plan”). The Plan provides that the aggregate number of shares of the Company’s capital stock issuable pursuant to options granted under the Plan may not exceed ten percent of the issued and outstanding common shares of the Company at the time an option is granted. Options granted under the Plan will have a maximum term of five years. The exercise price of options granted under the Plan shall be set by the Board of Directors on the effective date of the option and will not be less than the Discounted Market Price as defined by the TSX-V. Vesting of the options shall be at the discretion of the Board of Directors.

During the year ended October 31, 2014, the Company granted 950,000 (2013 – 450,000) incentive stock options with a fair value of \$44,414 (2013 - \$56,384) using the Black-Scholes option pricing model. The Company expensed \$59,911 (2013 - \$197,776) as share-based compensation which was the value of stock options vested during the year.

During the year ended October 31, 2014, 743,750 (2013 – 300,000) incentive stock options expired or were cancelled, and accordingly \$250,024 (2013 - \$94,553) was reversed from reserves to deficit.

The fair value of options granted is estimated on the grant date using the Black-Scholes option pricing model using the following variables:

	For the year ended October 31,	
	2014	2013
Risk-free interest rate	1.74%	1.24%
Expected option life in years	5 years	5 years
Expected stock price volatility	183%	186%
Expected forfeiture rate	0%	0%

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9. SHARE CAPITAL AND RESERVES (continued)

Stock options (continued)

A summary of stock options activities are as follows:

	<u>Number of options</u>	<u>Weighted average exercise price</u>
		\$
Outstanding at October 31, 2012	2,743,750	0.35
Granted	450,000	0.13
Cancelled	(300,000)	0.35
Outstanding at October 31, 2013	<u>2,893,750</u>	0.32
Granted	950,000	0.06
Expired	(643,750)	0.40
Cancelled	(100,000)	0.35
Outstanding at October 31, 2014	<u>3,100,000</u>	0.23

The Company has outstanding options entitling the holder to purchase an aggregate of common shares at October 31, 2014 as follows:

<u>Exercise Price</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Expiry Date</u>
\$			
0.35	900,000	900,000	September 29, 2016
0.35	100,000	100,000	December 9, 2016
0.45	50,000	50,000	April 5, 2017
0.30	250,000	250,000	May 24, 2017
0.30	400,000	400,000	October 25, 2017
0.13	450,000	393,750	April 9, 2018
0.05	425,000	212,500	December 17, 2018
0.06	525,000	131,250	July 7, 2019
	<u>3,100,000</u>	<u>2,437,500</u>	

Warrants

In conjunction with the December 2012 financing, the Company issued 2,750,687 warrants related to the flow-through units exercisable into one common share of the Company at a price of \$0.40 for a period of 24 months. The Company also issued 342,825 agent's warrants exercisable at \$0.32 per share for a period of two years. The agent's warrants were valued at \$54,268 calculated using the Black-Scholes option pricing model assuming a life expectancy of two years, a risk free rate of 1.12%, a forfeiture rate of nil, and volatility of 138%.

In conjunction with the April 2014 financing, the Company issued 7,500,000 warrants which are exercisable into one common share of the Company at a price of \$0.10 for a period of 24 months.

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9. SHARE CAPITAL AND RESERVES (continued)

Warrants (continued)

A summary of share purchase warrant activities are as follows:

	<u>Number of warrants</u>	<u>Weighted average exercise price</u>
		\$
Outstanding and exercisable at October 31, 2012	11,700,000	0.40
Issued	<u>3,093,512</u>	0.39
Outstanding and exercisable at October 31, 2013	14,793,512	0.40
Issued	<u>7,500,000</u>	0.10
Outstanding and exercisable at October 31, 2014	<u>22,293,512</u>	0.30

The Company has outstanding warrants entitling the holders to purchase an aggregate of common shares at October 31, 2014 as follows:

<u>Exercise Price</u>	<u>Number Outstanding</u>	<u>Expiry Date</u>
\$		
0.40	4,200,000	***December 1, 2014
0.40	2,750,687	***December 6, 2014
0.32	342,825*	***December 6, 2014
0.40	7,500,000	November 2, 2015
0.10	<u>7,500,000</u>	**April 1, 2016
	<u>22,293,512</u>	

*Agents warrants

** The Company may accelerate the expiry date of these warrants to within 30 days if the common shares close at over \$0.20 for 10 consecutive trading days and gives notice of the same in writing to the holder of the warrants.

***Warrants expired unexercised subsequent to October 31, 2014

10. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the year ended October 31, 2014:

- a) "Office and miscellaneous" includes rent of \$68,416 (2013 - \$83,657) and other office expenses of \$1,772 (2013 - \$3,153) paid or accrued to a company related by common directors and officers.

Summary of key management personnel compensation (includes officers and directors of the Company):

	For the year ended October 31,	
	2014	2013
	\$	\$
Management fees	75,000	73,250
Office and miscellaneous	30,000	30,000
Consulting fees	12,500	24,000
Property examination costs	-	10,000
Exploration and evaluation assets expenditures	122,500	102,750
Share-based compensation	40,417	118,632
	280,417	358,632

Amounts owing to related parties (including key management personnel) included in accounts payable and accrued liabilities total \$39,792 (2013 - \$50,125)

11. SEGMENTED INFORMATION

The Company has one geographic segment, being Canada, and one operating segment, being the acquisition and exploration of exploration and evaluation assets.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, reclamation bonds, and accounts payable and accrued liabilities. The fair value of these financial instruments, other than cash, approximates their carrying values. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's receivables primarily consist of BC mineral exploration tax credit and sales tax recoverable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As of October 31, 2014, the Company held demand deposits with a face value of \$485,000 (2013 - \$925,000). A change in interest rates of 1% would change income by \$4,850 (2013 - \$9,250) per annum.

Foreign currency risk

The Company is not significantly exposed to foreign currency risk on fluctuations related to items that are denominated in a foreign currency.

Price risk

The Company has limited exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

13. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital, options and warrants.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions.

14. COMMITMENT

On September 22, 2014, the Company entered into a commercial lease agreement for an office space in Vancouver, B.C. for a term of two years which commenced on October 1, 2014 and expires on September 30, 2016. As at October 31, 2014, a security deposit of \$5,594 was paid and included in prepaid expenses and deposits. The annual lease commitment for 2015 is \$33,566 and 2016 is \$30,769.

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15. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	October 31, 2014	October 31, 2013
	\$	\$
Loss before income taxes	(1,111,349)	(308,633)
Expected income tax recovery at statutory tax rates	(289,000)	(79,000)
Change in statutory rate and other items	33,000	(83,000)
Impact of flow-through shares	63,000	389,000
Share issuance cost	(4,000)	(50,000)
Permanent difference	3,000	(34,000)
Change in unrecognized deductible temporary differences	194,000	(143,000)
Total deferred taxes	-	-

The significant components of the Company's unrecorded deferred tax assets are as follows:

	October 31, 2014	October 31, 2013
	\$	\$
Property and equipment	14,000	11,000
Non-capital losses	770,000	724,000
Allowable capital losses	31,000	31,000
Exploration and evaluation assets	519,000	364,000
Share issuance costs	42,000	52,000
Rehabilitation obligation	3,000	3,000
Total unrecognized deferred tax assets	1,446,000	1,185,000

Tax attributes are subject to review and potential adjustment by tax authorities.

The significant components of the Company's unrecognized temporary differences and unused tax losses are as follows:

	October 31, 2014	Expiry dates	October 31, 2013	Expiry dates
	\$		\$	
Share issuance costs	160,000	2015 to 2018	201,000	2014 to 2017
Allowable capital losses	121,000	No expiry	121,000	No expiry
Property and equipment	54,000	No expiry	42,000	No expiry
Exploration and evaluation assets	1,995,000	No expiry	1,402,000	No expiry
Non-capital losses	2,963,000	2015 to 2034	2,786,000	2014 to 2033
Rehabilitation obligation	13,000	No expiry	13,000	No expiry
	5,306,000		4,565,000	

16. SUBSEQUENT EVENTS

- a. In November 2014, the Company granted 900,000 incentive stock options to officers and directors of the Company at an exercise price of \$0.05 expiring on November 4, 2019.
- b. In December 2014, 7,293,512 share purchase warrants expired unexercised.
- c. In January 2015, the Company and Kaizen Discovery (“Kaizen”) entered into an Exclusivity Agreement as an initial step towards a proposed transaction that would see Kaizen acquire 100% of the outstanding common shares of the Company in an all-share transaction. The exclusivity period will last for 45 days and expires on March 15, 2015 or until the execution of a definitive Arrangement Agreement.

The proposed exchange ratio is 0.232 of a Kaizen common share for each common share of the Company. The exchange ratio implies a value of \$0.065 for each common share of the Company based on a Kaizen share price of \$0.28. If the transaction is entered into and completed on these terms, 11,381,527 new Kaizen shares would be issued to shareholders of the Company, representing approximately 6.7% of the issued and outstanding pro-form Kaizen common shares.

The terms and conditions of the potential plan of arrangement are still being negotiated, and there is no assurance that the transaction will be successfully agreed and concluded. In addition, the final terms and conditions of the arrangement will be subject to approval of the boards of directors of Kaizen and the Company, the shareholders of the Company, as well as the applicable regulatory authorities, including the TSX-V Exchange and the Supreme Court of British Columbia. Both Kaizen and the Company are permitted to not proceed with the transaction if they are not satisfied with their due diligence investigations.

- d. In January 2015, the Company and the optionor agreed to amend the terms of the JD option agreement (Note 5). Under the amended terms, the following commitment changes were made to:
 - o Extend the work commitment of:
 - \$1,500,000 from December 11, 2015 to December 11, 2016; and
 - \$1,800,000 from December 11, 2016 to December 11, 2018;
 - o Change to the cash payment due on or before:
 - December 11, 2014 from \$50,000 to \$20,000;
 - December 11, 2015 from \$65,000 to \$40,000; and
 - December 11, 2016 by making a final cash payment of \$55,000;
 - o Issue the following number of shares:
 - Not less than 350,000 common shares on or before December 11, 2014;
 - 350,000 common shares on or before December 11, 2015;
 - 350,000 common shares on or before December 11, 2016; and
 - An additional 350,000 common shares on or before December 11, 2017.
- e. In January 2015, the Company issued 350,000 common shares in connection with the JD property option agreement (Note 5).