CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

Reader's Note

These consolidated condensed interim financial statements of Strongbow Exploration Inc. ("Strongbow") for the six months ended July 31, 2015 have been prepared by and are the responsibility of Strongbow's management.

Strongbow's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

| | | July 31, 2015 | Ja | nuary 31, 2015 |
|--|----|----------------------|----|----------------------|
| ASSETS | | | | |
| Current | | | | |
| Cash | \$ | 858,158 | \$ | 67,021 |
| Marketable securities (Note 4) | | 14,600 | | 16,400 |
| Receivables (Note 5) | | 20,232 | | 5,135 6,706 |
| Prepaid expenses | | 4,744 | | 0,700 |
| | | 897,734 | | 95,262 |
| Deposits | | 5,000 | | 5,000 |
| Equipment (Note 7) | | 8,116 | | 9,548 |
| Exploration and evaluation assets (Note 8) | | 699,053 | | 605,051 |
| | \$ | 1,609,903 | \$ | 714,861 |
| LIABILITIES Current | | | | |
| Accounts payable and accrued liabilities (Note 6) | \$ | 38,514 | \$ | 38,130 |
| Asset retirement obligation (Note 11) | | 54,397 | | 55,024 |
| | | 92,911 | | 93,154 |
| CAPITAL AND RESERVES | | | | |
| Capital stock (Note 9) | | 28,031,097 | | 26,415,443 |
| C1 1 1 4 | | 4,095,128 (8,925) | | 4,095,128 (7,125) |
| Share-based payment reserve | | (0,923) | | (29,881,739 |
| Share-based payment reserve Investment revaluation reserve Deficit | | (30,600,308) | | (29,001,739 |
| Investment revaluation reserve | _ | (30,600,308) | | 621,707 |

Nature and Continuance of Operations and Going Concern Assumption (Note 1) **Commitments** (Note 13)

| A | approved | and | authorized | on behalf | of the | Board | on Se | ptember | 28, | , 2015: |
|---|----------|-----|------------|-----------|--------|-------|-------|---------|-----|---------|
|---|----------|-----|------------|-----------|--------|-------|-------|---------|-----|---------|

| "D. Grenville Thomas" | Director | "Richard Williams" | Director |
|-----------------------|----------|----------------------|----------|
| B. Grenvine Internets | Director | Techen a 11 titlemis | Director |

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

| | | Three Mon | ths E | nded | | Six Month | ns End | ed |
|---|----|--------------|---------------|-----------|---------------|--------------|--------|-------------|
| | J | uly 31, 2015 | July 31, 2014 | | July 31, 2015 | | Ju | ly 31, 2014 |
| EXPENSES | | | | | | | | |
| Accretion (Note 11) | \$ | 160 | \$ | 148 | \$ | 254 | \$ | 431 |
| Advertising and promotion | | 22,663 | | 6,722 | | 23,563 | | 7,418 |
| Depreciation (Note 7) | | 716 | | 1,023 | | 1,432 | | 2,046 |
| Insurance | | 2,858 | | 3,955 | | 5,624 | | 7,781 |
| Office, miscellaneous and rent | | 1,041 | | 12,694 | | 1,722 | | 15,165 |
| Professional fees | | (1,593) | | 12,074 | | 31,159 | | 17,810 |
| Generative exploration costs | | 23,833 | | 8,282 | | 24,354 | | 7,848 |
| Regulatory and filing fees | | 6,519 | | 4,084 | | 13,204 | | 13,448 |
| Salaries and benefits | | 11,000 | | 97 | | 11,000 | | 186 |
| | _ | (67,197) | | (49,079) | | (112,312) | | (72,133) |
| OTHER INCOME AND EXPENSES | | | | | | | | |
| Foreign exchange gain (loss) | | (1,575) | | 38 | | (1,206) | | (261) |
| Write-off of exploration and evaluation assets | | (605,051) | | - | | (605,051) | | - |
| Interest income | | - | | 15 | | - | | 15 |
| Gain on sale of investments | | - | | 68,358 | | - | | 68,358 |
| Cost recovery | _ | <u>-</u> | | <u>-</u> | | _ | | 5,050 |
| Income (loss) for the period | | (673,823) | | 19,332 | | (718,569) | | 1,029 |
| Unrealized gain (loss) on marketable securities and investments | _ | 2,200 | | (64,802) | | (1,800) | | (48,534) |
| Comprehensive loss for the period | \$ | (671,623) | \$ | (45,470) | \$ | (720,369) | \$ | (47,505) |
| Basic and diluted loss per share | \$ | (0.06) | \$ | (0.00) | \$ | (0.07) | \$ | (0.00) |
| Weighted average number of common shares outstanding | | 10,542,477 | | 9,107,716 | | 9,836,976 | | 9,107,716 |

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

| | | For the Six Months Ende | | | |
|---|----|-------------------------|----|--------------|--|
| | | July 31, 2015 | Ju | ıly 31, 2014 | |
| | | | | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | | |
| Income (loss) for the period | 9 | \$ (718,569) | \$ | 1,029 | |
| Items not involving cash: | | | | | |
| Accretion | | 254 | | 431 | |
| Depreciation | | 1,432 | | 2,046 | |
| Generative exploration costs | | (880) | | (7,320) | |
| Gain on sale of investments | | - | | (68,358) | |
| Write-off of exploration and evaluation assets | | 605,051 | | - | |
| Changes in non-cash working capital items: | | | | | |
| Increase in receivables | | (5,097) | | (1,553) | |
| Decrease in prepaid expenses | | 1,962 | | 13,725 | |
| Increase in accounts payable and accrued liabilities | | 384 | | 20,058 | |
| Net cash used in operating activities | | (115,463) | | (39,942) | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | | |
| Expenditures to reduce asset retirement obligation | | _ | | (45,581) | |
| Property acquisition expenses | | (49,053) | | - | |
| Proceeds from sale of investments | | <u>-</u> | | 103,848 | |
| Net cash provided by (used in) investing activities | | (49,053) | | 58,267 | |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | | |
| Common shares issued - private placement financing (Note 9) | | 990,000 | | _ | |
| Share issue costs | _ | (34,347) | | <u>-</u> | |
| Net cash provided by financing activities | | 955,653 | | <u>-</u> | |
| | | | | | |
| Change in cash during the period | | 791,137 | | 18,325 | |
| Cash beginning of the period | _ | 67,021 | | 101,408 | |
| Cash end of the period | \$ | 858,158 | \$ | 119,733 | |
| | | | | | |
| Cash paid during the period for interest | \$ | - | \$ | | |
| Cash paid during the period for income taxes | \$ | - | \$ | | |

Supplemental disclosure with respect to cash flows (Note 12)

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY July 31, 2015

(Unaudited – Prepared by Management) (Expressed in Canadian dollars)

| | Capital | Stock | Reserves | | | | |
|---|------------|--------------|---------------------|----|-----------------------|----------------|--------------|
| | Number of | | Share-based payment | re | vestment valuation | | m . 1 |
| | shares | Amount | reserve | | reserve | Deficit | Total |
| Balance at January 31, 2014 | 9,107,716 | \$26,415,443 | \$ 4,095,128 | \$ | 49,809 | \$(29,834,246) | \$ 726,134 |
| Share consolidation (rounding) Unrealized gain on marketable securities and | (22) | - | - | | - | - | - |
| investments | - | - | - | | (48,534) | - | (48,534) |
| Loss for the period | - | - | - | | - | 1,029 | 1,029 |
| Balance at July 31, 2014 | 9,107,694 | \$26,415,443 | \$ 4,095,128 | \$ | 1,275 | \$(29,833,217) | \$ 678,629 |
| | | | | | | | |
| Balance at January 31, 2015 | 9,107,694 | \$26,415,443 | \$ 4,095,128 | \$ | (7,125) | \$(29,881,739) | \$ 621,707 |
| Private placement | 10,000,000 | 1,000,000 | - | | - | - | 1,000,000 |
| Share issue costs | - | (34,346) | - | | - | - | (34,346) |
| Property option agreement | 6,500,000 | 650,000 | - | | - | - | 650,000 |
| Unrealized loss on marketable securities | - | - | - | | (1,800) | - | (1,800) |
| Loss for the period | - | - | - | | - | (718,569) | (718,569) |
| Balance at July 31, 2015 | 25,607,694 | \$28,031,097 | \$ 4,095,128 | \$ | (8,925) | \$(30,600,308) | \$ 1,516,992 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN ASSUMPTION

Strongbow Exploration Inc. (the "Company") is incorporated federally under the laws of the Canada Business Corporations Act ("CBCA").

The consolidated condensed interim financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company. The Company trades on the TSX Venture Exchange ("TSX-V"), (TSX-V – SBW) and its head office is located at Suite 960 - 789 West Pender Street, Vancouver, BC, Canada V6C 1H2. The Company has one subsidiary, Strongbow Alaska, Inc. which is incorporated under the laws of Alaska, USA.

The Company's principal business activity is the acquisition and exploration of exploration and evaluation assets. To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage.

The Company is in the process of acquiring and exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the financing necessary to complete the development of its exploration and evaluation assets and upon future profitable production.

These consolidated condensed interim financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. However, the Company has sustained substantial losses from operations since inception and has no current source of revenue. Continued operations of the Company and further exploration on the remaining exploration and evaluation assets is dependent on the Company's ability to complete additional equity financings or generate profitable operations in the future. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

As at July 31, 2015, the Company had current assets of \$897,734 to settle current liabilities of \$38,514. Although the Company has positive working capital of \$859,220 as at July 31, 2015, the Company may be required to delay discretionary expenditures if additional financing cannot be obtained on reasonable terms. Failure to obtain additional financing may result in the loss of some or all of the Company's exploration and evaluation assets (Note 8).

On July 24, 2015, the Company completed the acquisition of two tin properties in Alaska, previously announced in March 2015, along with a unit private placement for gross proceeds of \$1,000,000 (Note 9). As a result of these transactions, Osisko Gold Royalties Ltd. became a control person of the Company, as defined by the policies of the TSX Venture Exchange (Note 8).

BASIS OF PRESENTATION

Statement of Compliance

These consolidated condensed interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34") using the same accounting policies and methods of application as the audited consolidated financial statements of the Company for the year ended January 31, 2015. These consolidated condensed interim financial statements do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual audited consolidated financial statements and accordingly should be read in conjunction with the Company's annual audited consolidated financial statements for the year ending January 31, 2015 prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

The policies applied in these consolidated condensed interim financial statements are based on IFRS issued and outstanding as of September 28, 2015, the date the Board of Directors approved the statements.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

BASIS OF PRESENTATION – Continued

Adoption of New IFRS Pronouncements

The adoption of IFRS 7 - Financial Instruments did not have an effect on the Company's financial statements. Disclosures (amendments) are effective for annual periods beginning on or after January 1, 2015.

New Standards Not Yet Adopted

- IFRS 9, Financial Instruments (tentative adoption date January 1, 2018) introduces new requirements for the classification and measurement of financial assets and liabilities.
- IFRS 14, Regulatory Deferral Accounts is effective for annual periods beginning on or after January 1, 2016.
- IFRS 15, Revenue from Contracts with Customers is effective for annual periods beginning on or after January 1, 2017.

The Company is currently assessing the impact of these new and amended accounting standards on its consolidated financial statements. The impact is not expected to have a material impact on the statements of financial position or results of operations.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, marketable securities, receivables, and accounts payable and accrued liabilities. Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair values due to their immediate or short-term maturity. Marketable securities are recorded at fair value based on the quoted market prices in active markets at the statement of financial position date, which is consistent with level 1 of the fair value hierarchy.

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk, liquidity risk, foreign currency risk, and equity market risk. The Company's objective with respect to risk management is to minimize potential adverse effects on the Company's financial performance. The Board of Directors provides direction and guidance to management with respect to risk management. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist primarily of sales tax receivables due from the federal government and receivables from companies with which the Company has exploration agreements or options. The maximum exposure to credit risk at the reporting date is the carrying value of the Company's receivables and cash.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. The risk that the Company will realize a loss as a result of a decline in the fair value of any short-term investment included in cash is limited because these investments, although readily convertible into cash, are generally held to maturity.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - Continued

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise the funds required through future equity financings, asset sales, exploration option agreements, or a combination thereof. The Company has no regular cash flow from its operating activities. The Company manages its liquidity risk by forecasting cash flow requirements for its planned exploration and corporate activities, and anticipating investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of annual budgets and significant expenditures and commitments. Failure to realize additional funding, as required, could result in the delay or indefinite postponement of further exploration and development of the Company's properties, and could result in the Company being unable to meet the continued listing requirements of the TSX-V. On July 24, 2015, the Company completed a non-brokered private placement financing of ten million units for gross proceeds of \$1,000,000 (Note 9). As at July 31, 2015, the Company had current assets of \$897,734 to settle current liabilities of \$38.514.

Foreign Currency Risk

The Company has exposure to foreign currency risk through its exploration and evaluation assets in the United States however, the majority of its current assets and current liabilities are denominated in Canadian dollars. In July 2015, the Company completed an acquisition of two mineral properties in Alaska, U.S.A. To the extent that the Company has U.S. dollar denominated assets, liabilities or expenses, the Company will be affected by changes in exchange rates between the Canadian dollar and the U.S. dollar. The Company does not presently invest in foreign currency contracts to mitigate this risk. It is management's opinion that the Company is not exposed to significant foreign currency risk as at and for the six months ended July 31, 2015.

Equity market risk

The Company is exposed to equity price risk arising from its marketable securities, which are classified as available for sale. The Company plans to sell its marketable securities as market conditions permit, or as is required to finance the Company's operations from time-to-time.

MARKETABLE SECURITIES

The Company holds 295,000 common shares in three TSX-V listed companies (January 31, 2015 – 295,000 common shares).

| | | Jul | y 31, 2015 | | | Ja | anuary 31, 201 | 15 | |
|--------------------------|--------------|-----|------------|-----|----------|--------------|----------------|------|----------|
| | | U | nrealized | Fai | r Market | | Unrealized | Fair | r Market |
| | Cost | | Loss* | | Value** | Cost | Loss* | | Value |
| Various public companies | \$ 23,525 | \$ | (8,925) | \$ | 14,600 | \$ 23,525 | \$ (7,125) | \$ | 16,400 |

^{*}before deferred taxes

^{**}Includes 200,000 common shares (fair market value of \$13,000) of Westhaven Ventures Inc. ("Westhaven"), a company with a common director.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

5. RECEIVABLES

| | July 31, 2015 | January 31, 2015 |
|---------------------------|---------------|------------------|
| HST/GST receivables | \$ 5,590 | \$ 844 |
| Other receivables | 10,000 | - |
| Related party receivables | 4,642 | 4,291 |
| Total | \$ 20,232 | \$ 5,135 |

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | Jı | uly 31, 2015 | Janua | ry 31, 2015 |
|---------------------------------------|----|------------------|-------|-----------------|
| Trade payables Accrued liabilities | \$ | 13,175 25,339 | \$ | 9,630 28,500 |
| Total | \$ | 38,514 | \$ | 38,130 |

7. EQUIPMENT

| | Computer quipment |
|--|----------------------|
| Cost | |
| As at January 31, 2015 | \$ 48,588 |
| Additions | - |
| Disposals | - |
| As at January 31, 2015 and July 31, 2015 | \$ 48,588 |
| Accumulated Depreciation | |
| As at January 31, 2014 | \$ (34,948) |
| Charge for the year | (4,092) |
| As at January 31, 2015 | \$ (39,040) |
| Charge for the period | (1,432) |
| As at July 31, 2015 | \$ (40,472) |
| Net book value | |
| As at January 31, 2015 | \$ 9,548 |
| As at July 31, 2015 | \$ 8,116 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

EXPLORATION AND EVALUATION ASSETS

| | January 31, 2015 | Expended During the Period | Write-off of Costs and Recoveries | July 31, 2015 |
|---|--|----------------------------------|--|------------------|
| Tin Properties, Alaska, USA Acquisition costs | \$ | \$ 699,053 | | \$ 699,053 |
| Gold and Base Metal Properties, British Columbia Exploration costs Acquisition costs Geological and assays Office and salaries Retirement costs | 33,764 44,467 66,942 456,278 3,600 | - - - - - | (33,764) (44,467) (66,942) (456,278) (3,600) | - - - - |
| | 605,051 | | (605,051) | - |
| | \$ 605,051 | \$ 699,053 | \$ (605,051) | \$ 699,053 |

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing.

Sleitat and Coal Creek Tin Properties, Alaska, U.S.A.

On July 24, 2015, Strongbow acquired the Sleitat and Coal Creek tin properties in Alaska (collectively, the "Properties") subject to the terms of a property purchase agreement (the "Agreement") with Osisko Gold Royalties Ltd. ("Osisko") and Mr. R. Netolitzky, and their respective wholly-owned companies, Brett Alaska Resources Inc. ("Brett") and Thor Gold Alaska, Inc. ("Thor"). Thor held a 20% undivided interest in the Sleitat property and Brett held an 80% undivided interest in the Sleitat property and a 100% interest in the Coal Creek property. Mr. Netolitzky is a director of Strongbow and is therefore non-arm's length to Strongbow. Strongbow acquired the Properties for total consideration of 6,500,000 common shares of Strongbow allocated as to 5,000,000 common shares to Brett and 1,500,000 common shares to Thor, and a 2% NSR royalty on the Properties. The NSR royalty is allocated 1.75% to Brett and 0.25% to Thor. The common shares were issued at \$0.10 per share for a value of \$650,000. In addition, property acquisition costs of \$49,053 were incurred.

In addition to the shares and the NSR royalty, Strongbow has granted Osisko a first right of refusal on the sale of any future royalties on any of its properties. Closing of the acquisition of the Properties and the private placement financing (Note 9) has resulted in Osisko and Brett holding together 7,000,000 shares of Strongbow or 27.3% of the post-closing issued shares of the Company. As a result, Osisko is now considered a 'control person' as defined by the TSX Venture Exchange policies.

Gold and Base Metal Properties, British Columbia

The Company maintains interests in various gold and base metal properties in B.C. in addition to the Shovelnose property described below.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

EXPLORATION AND EVALUATION ASSETS - Continued

Gold and Base Metal Properties, British Columbia - Continued

Shovelnose Property

The Company acquired, by staking, a 100% interest in certain mineral claims comprising the Shovelnose property in October 2005. The Company expanded the Shovelnose property by staking additional mineral claims in November 2008.

In January 2011, the Company signed an option agreement with Westhaven Ventures Inc. ("Westhaven"), whereby Westhaven could earn up to a 70% interest in the Shovelnose property. A director of the Company is also a director of Westhaven. Under the terms of the option agreement, Westhaven could earn an initial 51% interest in the Shovelnose property by i) incurring \$1.5 million in exploration expenditures over a three year period, including a firm commitment to spend \$250,000 in the first year of the agreement (completed), and ii) issuing a total of 300,000 common shares to Strongbow (completed – 100,000 common shares valued at \$10,000 received in fiscal 2014). Within twelve months of having earned its 51% interest in the property, Westhaven would have had the option to earn an additional 19% interest (bringing its total property interest to 70%) by i) issuing an additional 500,000 shares to the Company and ii) incurring an additional \$1.5 million in exploration expenditures.

On June 10, 2014, the Company agreed to extend the terms of the option period during which Westhaven may earn a 51% interest in the Shovelnose property. The original three year agreement was extended to four years. In May 2015, the Company further extended the agreement to five years, to July 20, 2016.

Subsequent to the quarter-end, in September 2015 the Company and Westhaven entered into a property purchase agreement. The Company sold its interest in the Shovelnose property in exchange for two million common shares of Westhaven and a 2% Net Smelter Returns Royalty ("NSR") which can be reduced to 1%, at Westhaven's option, for \$500,000. As at July 31, 2015, the Company wrote-off capitalized exploration and evaluation assets of \$605,051 related to the Shovelnose property.

Other Exploration Properties and Generative Exploration, Canada

Other Properties

The Company maintains a number of mineral claims in British Columbia, Saskatchewan, and the Northwest Territories as part of the Company's generative exploration programs.

CAPITAL AND RESERVES

Authorized Share Capital

At July 31, 2015, the authorized share capital is an unlimited number of common shares without par value. All issued shares are fully paid.

Share issuances

In July 2015, the Company completed a non-brokered private placement of 10,000,000 units at a price of \$0.10 per unit for gross proceeds of \$1,000,000. Each unit consisted of one common share and one half of one common share purchase warrant. Each full warrant entitles the holder to purchase one share of the Company at a price of \$0.20 until July 24, 2017. The common shares issued as part of this private placement and any common shares issued upon exercise of the warrants are subject to a four month hold period which expires November 25, 2015. As part of the private placement, the Company paid cash finders' fees totalling \$19,500. Insiders of the Company participated in this private placement, including a \$200,000 subscription by Osisko.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

9. **CAPITAL AND RESERVES - Continued**

Stock options and warrants

In July 2015, the Company's shareholders approved the Company's Stock Option Plan (the "Plan"), which establishes a rolling number of shares issuable under the plan in the amount of 10% of the Company's issued shares at the date of grant.

Under the terms of the Plan, the exercise price of each stock option granted cannot be less than the market price at the date of grant, less a discount up to 25% in accordance with the policies of the TSX-V. Options granted can have a term up to five years with vesting provisions determined by the directors in accordance with TSX-V policies for Tier 2 Issuers. Typically, the Company has granted stock options at or above the market price on the grant date, with a vesting period of 25% at the date of grant and 25% every six months thereafter.

As at July 31, 2015 the following stock options and warrants were outstanding:

| | Number of Shares | F | exercise Price | Number Exercisable | Expiry Date |
|----------|---------------------|----|-------------------|-----------------------|---------------------|
| Options | 161,500 | \$ | 2.00 | 161,500 | September 23, 2015* |
| | 7,000 | | 4.20 | 7,000 | December 22, 2015 |
| | 134,000 | | 5.50 | 134,000 | April 29, 2016 |
| Warrants | 5,000,000 | \$ | 0.20 | 5,000,000 | July 24, 2017 |

^{*}Subsequently expired without exercise

Stock option transactions are summarized as follows:

| | | Weighted Average |
|---|------------|---------------------|
| | Number | Exercise |
| | of Options | Price |
| Balance, January 31, 2015 and July 31, 2015 | 302,500 | \$ 3.60 |
| Number of options currently exercisable as at July 31, 2015 | 302,500 | \$ 3.60 |

Share-based compensation

During the six months ended July 31, 2015 and July 31, 2014, the Company granted no stock options and recorded no share-based compensation expense.

Subsequent to the quarter-end, on September 28, 2015, the Company granted 2,220,000 stock options to directors, officers and employees. The stock options are exercisable at a price of \$0.11 per share until September 27, 2020. The options vest 20% on the grant date and 20% on a quarterly basis, becoming fully vested one year from the date of grant.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

10. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties not disclosed elsewhere in these financial statements:

a) Charged rent and technical services of \$351 (July 31, 2014 - \$1,052) to North Arrow, a company with two common directors.

Included in receivables are amounts due from North Arrow totaling \$4,642 (January 31, 2015 - \$4,291) for reimbursement of exploration expenditures and shared administrative expenses paid by the Company on North Arrow's

Key management includes the Company's directors and officers. Compensation awarded to key management was as follows:

| | | Six Months Ended | | | |
|-----------------------|----|------------------|-----|--|--|
| | | July 31, 2014 | | | |
| Salaries and benefits | \$ | 9,500 \$ | Nil | | |
| Total | \$ | 9,500 \$ | Nil | | |

11. ASSET RETIREMENT OBLIGATION

| | Six Mo | nths Ended | Year Ended |
|--|--------|---------------|------------------|
| | J | July 31, 2015 | January 31, 2015 |
| Opening balance | \$ | 55,024 | \$ 106,781 |
| Reduction in asset retirement obligation | | - | (45,581) |
| Accretion | | 254 | 622 |
| Change in estimate | | (881) | (6,798) |
| Ending balance | \$ | 54,397 | \$ 55,024 |

The Company has recorded an asset retirement obligation, which reflects the present value of the estimated amount of undiscounted cash flow required to satisfy the asset retirement obligation in respect of the Nickel King and Dumas Lake properties. The pre-tax market based discount rate at which the estimated cash flows have been discounted to arrive at the obligation was 1.15% and the inflation rate was 2.40%. The undiscounted amount of inflation-adjusted estimated future cash flows is \$55,287.

During the year ended January 31, 2015, the Company paid \$45,581 to remove fuel drums and other materials from the Nickel King property. The change in estimate was recorded as a reduction of generative exploration costs on the consolidated statements of loss and comprehensive loss for the year ending January 31, 2015.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the six months ended July 31, 2015 the significant non-cash transactions were:

- a) the issuance of 6,500,000 common shares with a value of \$650,000 for two property acquisitions (Note 8); and
- b) the recognition of a \$4,000 unrealized loss on marketable securities through the investment revaluation reserve.

During the six months ended July 31, 2014 the significant non-cash transactions were:

- a) the recognition of \$8,250 in unrealized gains on marketable securities;
- b) the reversal of a \$56,784 unrealized gain on investments through the investment revaluation reserve; and
- c) a gain of \$68,358 on the sale of investments.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JULY 31, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

13. COMMITMENTS

As at July 31, 2015, the Company is committed to minimum future lease payments of \$1,052 for office premises through January 31, 2016.

The Company's lease costs may be reduced due to recoveries through sub-leases.

14. SEGMENTED INFORMATION

The Company operates in one business segment, being the exploration and evaluation of mineral properties in Canada and the United States, as follows:

| | Six Months Ending July 31, 2015 | | | Year Ending January 31, 2015 | | | | | |
|-----------------------------------|---------------------------------|--------|----------------------|------------------------------|----|---------|---------------|----|---------|
| | | Canada | United States | Total | | Canada | United States | | Total |
| Exploration and evaluation assets | \$ | - | \$699,053 | \$699,053 | \$ | 605,051 | \$ - | \$ | 605,051 |