AMERICAN MANGANESE INC.

Consolidated Financial Statements

Years ended July 31, 2015 and 2014

(Expressed in Canadian dollars)

DeVISSER GRAY LLP
CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of American Manganese Inc.

We have audited the accompanying consolidated financial statements of American Manganese Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at July 31, 2015 and 2014 and the consolidated statements of loss and comprehensive loss, cash flows, and changes in equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of American Manganese Inc. and its subsidiaries as at July 30, 2015 and 2014 and their financial performance and their cash flows for the years ended July 30, 2015 and 2014 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

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

De Visser Gray LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
November 30, 2015

AMERICAN MANGANESE INC.

Consolidated Statements of Financial Position
As at July 31, 2015 and July 31, 2014
(Expressed in Canadian dollars, unless specifically indicated otherwise)

		July 31, 2015		July 31, 2014
Assets				
Current				
Cash and cash equivalents	**$**	**2,200**	$	3,339
Amounts receivable (Note 6)		**31,575**		30,051
Marketable securities (Note 8d)		**52,700**		-
Prepaid expenses		**1,048**		500
		87,523		33,890
Non-current				
Equipment		**-**		45
Reclamation deposits		**39,808**		35,583
Exploration and evaluation assets (Note 8)		**5,733,425**		9,940,327
Total assets	**$**	**5,860,756**	$	10,009,845
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 6)	**$**	**789,969**	$	705,855
Payable to related party (Note 7b)		**114,808**		55,079
Total liabilities		**904,777**		760,934
Equity				
Share capital (Note 9)		**23,897,993**		23,866,278
Share-based payments reserve		**3,535,273**		3,535,273
Warrants reserve		**2,997,040**		2,997,040
Accumulated other comprehensive income		**2,417,756**		624,041
Deficit		**(27,892,083)**		(21,773,721)
Total equity		**4,955,979**		9,248,911
Total liabilities and equity	**$**	**5,860,756**	$	10,009,845

Nature and Continuance of Operations (Note 1)
Commitments (Note 14)

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

Approved on behalf of the Board of Directors and authorized for issue on November 30, 2015

Larry W Reaugh Director *Michael MacLeod* Director

AMERICAN MANGANESE INC.

Consolidated Statements of Comprehensive Loss
For the years ended July 31, 2015 and 2014
(Expressed in Canadian dollars, unless specifically indicated otherwise)

		2015		2014
Expenses				
Administration (Note 10)	$	168,463	$	285,208
Loss from operations		**168,463**		**285,208**
Finance income		(122)		(364)
Gain on sale of marketable securities		(5,503)		-
Gain on sale of property		(17,290)		-
Other income		(7,348)		-
Impairment of mineral properties		5,980,135		187,047
Loss on foreign exchange		27		1,389
Loss for the year		**6,118,362**		**473,280**
Other comprehensive income				
Foreign currency gain on translation of subsidiary		(1,756,315)		(526,149)
Unrealized gain on marketable securities		(37,400)		-
Other comprehensive income for the year		**(1,793,715)**		**(526,149)**
Total comprehensive income (loss) for the year	**$**	**(4,324,647)**	**$**	**52,869**
Basic and diluted loss per share	**$**	**(0.05)**	**$**	**(0.00)**
Weighted average number of shares outstanding (basic and diluted)		**112,634,647**		**111,492,547**

AMERICAN MANGANESE INC.

Consolidated Statements of Changes in Equity
For the years ended July 31, 2015 and 2014
(Expressed in Canadian dollars, unless specifically indicated otherwise)

	Number of shares (Note 9)	Share capital (Note 9)	Share-based payments reserve (Note 9)	Warrants reserve (Note 9)	Deficit (Note 9)	Accumulated other comprehensive income (loss) (Note 9)	Total equity
Balance, July 31, 2013	**111,492,547**	**23,866,278**	**3,531,683**	**2,997,040**	**(21,300,441)**	**97,892**	**9,192,452**
Share-based compensation	-	-	3,590	-	-	-	3,590
Loss for the year	-	-	-	-	(473,280)	-	(473,280)
Other comprehensive income for the year	-	-	-	-	-	526,149	526,149
Balance, July 31, 2014	**111,492,547**	**$ 23,866,278**	**$ 3,535,273**	**$ 2,997,040**	**$ (21,773,721)**	**$ 624,041**	**$ 9,248,911**
Issued pursuant to private placements	**1,233,333**	**37,000**	**-**	**-**	**-**	**-**	**37,000**
Cost of share issuance	**-**	**(5,285)**	**-**	**-**	**-**	**-**	**(5,285)**
Loss for the year	**-**	**-**	**-**	**-**	**(6,118,362)**	**-**	**(6,118,362)**
Other comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**1,793,715**	**1,793,715**
Balance, July 31, 2015	**112,725,880**	**$ 23,897,993**	**$ 3,535,273**	**$ 2,997,040**	**$ (27,892,083)**	**$ 2,417,756**	**$ 4,955,979**

AMERICAN MANGANESE INC.

Consolidated Statements of Cash Flows
For the years ended July 31, 2015 and 2014
(Expressed in Canadian dollars, unless specifically indicated otherwise)

	2015	2014
Cash flows from (used in) operating activities		
Loss for the year	$ (6,118,362)	$ (473,280)
Items not affecting cash:		
Amortization	45	11
Impairment of mineral properties	5,980,135	187,047
Stock based compensation	-	3,590
Gain on sale of marketable securities	(5,503)	-
Other income	7,348	-
Gain on sale of property	(17,290)	-
Net changes in non-cash working capital items related to operations:		
Amounts receivable	(1,524)	17,379
Prepaid expenses	(548)	250
Accounts payable and accrued liabilities	57,063	29,502
Payable to related party	59,729	-
Net cash used in operating activities	(38,907)	(235,501)
Cash flows from (used in) investing activities		
Proceeds from sale of marketable securities	8,203	-
Exploration and evaluation expenditures	(2,152)	(28,228)
BCMETC refund received	-	21,844
Net cash from (used in) investing activities	6,051	(6,384)
Cash flows from financing activities		
Advances from related parties	-	192,329
Net proceeds from issuance of shares	31,715	-
Net cash from financing activities	31,715	192,329
Effect of foreign exchange rates on cash and cash equivalents	2	(1,501)
Change in cash and cash equivalents	(1,139)	(51,057)

1. Nature and Continuance of Operations

American Manganese Inc. (the "Company") was incorporated under the laws of British Columbia on July 8, 1987, and is a publicly traded company with its shares listed on the TSX Venture Exchange trading under the symbol "AMY". The Company is principally engaged in the acquisition, exploration and development of interests in mineral resource projects in British Columbia, Canada and Arizona, USA. To date, the Company has not generated any revenues and is considered to be in the exploration stage.

The address of the Company's corporate office and principal place of business is Unit 2 – 17942 55th Avenue, Surrey, British Columbia, Canada, V3S 6C8.

These consolidated financial statements comprise the financial statements of American Manganese Inc. and its wholly owned subsidiary, Rocher Manganese Inc., incorporated in the state of Nevada, USA.

The business of exploring and developing mineral resource properties involves a high degree of risk, and there can be no assurance that planned exploration and development programs will result in profitable mining operations. The recoverability of amounts shown for capitalized exploration and development costs is dependent on the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such properties at a profit. Changes in future conditions could require material write-downs of the carrying values of exploration and evaluation interests.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and may be affected by undetected defects.

The consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue to realize its assets and discharge its liabilities in the normal course of operations. If the going concern assumption was not appropriate for these financial statements, then potentially material adjustments may be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used.

Management estimates that the Company will have adequate funds to meet its corporate, administrative and other obligations during the upcoming July 31, 2016 year-end. The Company has financed its exploration activities and operations through equity issuances and expects to continue to do so to the extent such instruments are issuable under terms acceptable to the Company until such time as its operations provide positive cash flows. However, to continue such exploration activities and operations, additional funding will need to be raised. While the Company has been successful in raising financing in the past, there is no guarantee that the Company will be able to do so in the future.

1. Nature and Continuance of Operations *(continued)*

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable value of its assets may decline materially from current estimates and the Company will be required to re-evaluate its plans for expenditures and allocate its resources in a matter that both the Board of Directors and senior management deem to be in Company's best interest. Such a plan may result in significant deviations from the Company's original plans for operations and main business purpose.

As of July 31, 2015 and July 31, 2014, the Company reported the following:

		July 31, 2015		July 31, 2014
Comprehensive income (loss) for the year	$	(4,324,647)	$	52,869
Deficit		(27,892,083)		(21,773,721)
Working capital deficiency	$	(817,254)	$	(727,044)

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue operating as a going concern. These consolidated financial statements do not display effect of adjustments, which could be material, to carrying values or classifications of assets and liabilities, which may be required, should the Company be unable to continue operating as a going concern.

2. Basis of Presentation

a) Statement of compliance

These consolidated financial statements were authorized for issue by the Board of Directors on November 30, 2015 and have been prepared in accordance with and in full compliance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements are stated in Canadian dollars and were prepared under the historical cost convention, except for share-based payment transactions (Note 9e).

b) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the parent Company's functional currency. The functional currency of the Company's subsidiary is the United States dollar ("USD"). The accounts of the subsidiary have been translated to the Canadian dollar in accordance with Note 3(b).

c) Critical accounting estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated

2. Basis of Presentation *(continued)*

and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Key sources of estimation uncertainty

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are as follows:

(i) Measurement and recoverability of the carrying value of exploration and evaluation assets

The Company makes certain estimates and assumptions regarding the recoverability of the carrying values of exploration and evaluation assets. These assumptions are changed when conditions exist that indicate the carrying value may be impaired, at which time an impairment loss is recorded. Management is required to review the carrying value of its exploration and evaluation assets for potential impairment.

Evaluating the recoverability during the exploration and evaluation phase requires judgments in determining whether future economic benefits from future exploitation, sale or otherwise are likely. Evaluation may be more complex where activities have not yet reached a stage which permits a reasonable assessment of the existence of reserves or resources.

As such, it requires management make certain estimates and assumptions about future events or circumstances, but not limited to, the interpretation of geological, geophysical an seismic data, the Company's financial ability to continue exploration and evaluation activities and the impact of the current and future mining processes for potential reserves.

The determination of historical costs applicable to the carrying value of residual exploration property interests, subsequent to their partial impairment or abandonment, is subject to significant estimation uncertainty.

Critical judgements in applying accounting policies

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

(ii) Going Concern

The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances (see Note 1).

2. Basis of Presentation *(continued)*

(iii) Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently, to all periods presented in these consolidated financial statements and have been applied consistently by the Company and its subsidiary.

a) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned and controlled subsidiary as described in Note 1. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company transactions and balances have been eliminated upon consolidation.

b) Foreign currency

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the consolidated statements of comprehensive loss.

Assets and liabilities of the subsidiary with a functional currency in US dollars are translated at the period end rates of exchange, and the results of its operations are translated at average rates of exchange for the period. The resulting translation adjustments are included in other comprehensive income and cumulatively within accumulated other comprehensive income.

c) Cash and cash equivalents

Cash and cash equivalents include short-term investments that are readily convertible into cash with original maturities of three months or less.

3. Significant Accounting Policies *(continued)*

d) Reclamation deposit

The Company maintains cash deposits, as required by regulatory bodies, as assurance for the funding of decommissioning costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled, and are therefore classified as long term assets.

e) Research and development

Expenditures on research activities undertaken to develop a hydrometallurgical process to extract and recover high purity manganese from lower grade domestic resources within North American are expensed as incurred. Development expenditures are expensed in the period incurred unless the project meets certain strict accounting criteria for deferral and amortization. No development expenditures have met the criteria for deferral to date.

f) Government assistance

The Company is in receipt of funding from the National Research Council of Canadian Industrial Research Assistance Program ("NRC-IRAP") to continue the research and development of its hydrometallurgical process. Funds received under the NRC-IRAP program are credited to research and development expenses in the statement of operations.

The Company is eligible for a refundable tax credit related to eligible exploration expenditures conducted in certain regions of British Columbia. The refundable mining exploration tax credits are recorded as government assistance against exploration and evaluation assets at fair value when there is reasonable assurance that they will be received.

General exploration and evaluation expenditures incurred prior to acquiring the legal right to explore are charged to the consolidated statements of comprehensive loss as incurred.

g) Exploration and evaluation assets

The Company's exploration and evaluation assets relate to mineral rights acquired and exploration and evaluation expenditures capitalized in respect of projects that are at the exploration/pre-development stage, which are incurred subsequent to the acquisition of the legal right to explore.

No amortization charge is recognized in respect of exploration and evaluation assets. These assets are transferred to mine development when they are determined to meet certain technical feasibility and commercial viability thresholds as determined by management.

Exploration and evaluation expenditure in the relevant area of interest comprises costs which are directly attributable to:

3. Significant Accounting Policies *(continued)*

- Drilling and related costs;
- Professional / technical fees;
- Surveying, geological and geotechnical;
- Land maintenance;
- Sampling and storage; and
- Mineral claims and permits.

Exploration and evaluation expenditures related to an area of interest where the Company has tenure are initially capitalized as incurred and are recorded at cost less impairment.

Exploration and evaluation expenditures also include the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operations activities in the relevant area of interest.

All capitalized exploration and evaluation expenditures are assessed during each financial reporting period for impairment if facts and circumstances indicate that impairment may exist under IFRS 6 or IAS 36. In circumstances where a property is abandoned, the cumulative capitalized costs relating to that property are written off in the period.

h) Equipment

Equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use, along with borrowing costs and the future cost of dismantling and removing the asset. Such costs include the cost of replacing part of the plant and equipment, significant overhauls, and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection or overhaul is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. The carrying amount of the replaced part is derecognized. All other repair and maintenance costs are recognized in the statement of comprehensive loss as incurred.

Depreciation is calculated on the declining balance basis to recognize the cost less estimated residual value over the estimated useful lives of the assets, at rates ranging from 20% - 100%.

3. Significant Accounting Policies *(continued)*

Residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. When parts of an item of equipment have different useful lives, they are accounted for as separate major components.

i) Impairment of non-financial assets

Non-financial assets are evaluated at the end of each reporting period by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets, where the recoverable amount of the CGU is the greater of the CGU's fair value less costs to sell and its 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 current market assessments to the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive loss.

j) Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the consolidated statements of comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

3. Significant Accounting Policies *(continued)*

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on the difference between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities:

- are generally recognized for all taxable temporary differences;
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future; and
- are not recognized on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets:

- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of an asset to be recovered.

k) Loss per share

Basic loss per share is calculated by dividing profit or loss attributable to ordinary equity holders (numerator) by the weighted average number of ordinary shares outstanding (denominator) during the period. The denominator is calculated by adjusting the shares issued at the beginning of the period by the number of shares bought back during the period, multiplied by a time-weighting factor.

Diluted loss per share would be calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential units. The effects of anti-dilutive potential units are ignored in calculating loss per share. All options and warrants are considered anti-dilutive when the Company is in a loss position.

3. Significant Accounting Policies *(continued)*

l) Segmented reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's President and CEO to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company manages its business on the basis of one reportable segment under two geographic regions, being Canada and the United States ("USA").

m) Share-based payments

The Company has an equity settled share purchase stock option plan that is described in Note 12. Share-based payments to employees are measured at the fair value of the instruments issued at the grant date using the Black-Scholes pricing model, and are expensed over the vesting period, which is the period over which all of the specific vesting conditions are satisfied. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period.

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 offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital.

The Share-based payments fair value is determined using an estimated forfeiture rate. Compensation ultimately recognized is revised in subsequent periods to reflect final grant amounts.

n) Decommissioning liabilities

The Company records a liability for the reclamation of its exploration and evaluation interests based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate, and the liability is recognized at the time the environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The fair value of the provision for closure and reclamation liabilities is estimated using expected cash flows, based on engineering and environmental reports prepared by third party industry specialists, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for accretion of the discounted obligation and any changes in the amount or timing

3. Significant Accounting Policies *(continued)*

of the underlying future cash flows. Significant judgments and estimates are involved in forming expectations of the amount and timing of future site closure and reclamation cash flows. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the provision at the reporting date.

o) Share capital

The Company records proceeds from share issuances net of issuance costs. Shares issued for consideration other than cash are valued at the quoted price on the date the agreement to issue the shares was reached.

p) Financial instruments

(i) Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

Fair value through profit or loss

Financial assets at fair value through profit or loss are initially recognized at fair value with changes in fair value recorded through the consolidated statements of comprehensive loss. Cash and cash equivalents and short-term investment are included in this category of financial assets.

Available-for-sale financial assets

Available-for-sale financial assets are financial assets that are designated as available for sale and that are not classified in any of the other categories. Subsequent to initial recognition at fair value, they are measured at fair value and changes therein are recognized in accumulated other comprehensive income and presented within equity in accumulated other comprehensive income (loss). When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. Marketable securities are included in this category of financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date, and are carried at amortized cost, using the effective interest method, less any impairment. Loans and receivables are comprised of amounts receivable, receivable from related parties, project advances and reclamation deposits.

3. Significant Accounting Policies *(continued)*

Impairment of financial assets

All financial assets except for those 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 any objective evidence indicating that one or more events have had a negative impact on the estimated future cash flows of that asset. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

An impairment loss in respect of a financial assets measured at amortized cost is calculated as the difference between its carrying amount and the net present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale asset is calculated by reference to its fair value and any amounts in other comprehensive income are transferred to earnings.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets are de-recognized when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

Gains or losses related to impairment or de-recognition are recognized in the statement of comprehensive loss in the period in which they occur. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

(ii) Financial liabilities

The Company classifies its financial liabilities as other financial liabilities. Management determines the classification of its financial liabilities at initial recognition. Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the statement of comprehensive loss over the period to maturity using the effective interest method. Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Other financial liabilities include accounts payable and accrued liabilities.

(iii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issuance costs.

3. Significant Accounting Policies *(continued)*

q) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the statement of comprehensive loss.

r) Share purchase warrants

The Company has adopted the Black Scholes Valuation model with respect to the measurement of warrants issued as private placement units. This method allocates the proceeds received based on the fair value of the warrants, with any remaining value greater than the warrant's fair value being allocated to the common shares. The fair value attributed to the warrants is recorded as contributed surplus. When warrants are exercised, the value is transferred from contributed surplus to capital stock. If the warrants expire unexercised, the related amount remains in contributed surplus.

4. Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

The following IFRS standards were adopted by the Company during the year ended July 31, 2015:

a) IFRS 10 – Consolidated Financial Statements

IFRS 10, 'Consolidated Financial Statements' was issued in May 2011 and will supersede the consolidation requirements in SIC-12 'Consolidation – Special Purpose Entities' and IAS 27 'Consolidated and Separate Financial Statements' effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard also provides additional guidance to assist in the determination of control where this is difficult to assess. The Company is currently assessing the impact of this standard.

b) IFRS 11 – Joint Arrangements

IFRS 11, 'Joint Arrangements' was issued in May 2011 and will supersede existing IAS 31, 'Joint Ventures' effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 11 provides for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard also eliminates the option to account for jointly controlled entities using the proportionate consolidation method. The Company does not expect this standard to have a significant impact on the financial statements.

c) IFRS 12 – Disclosure of Interests in Other Entities

IFRS 12, 'Disclosure of Interests in Other Entities' was issued in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company does not expect this standard to have a significant impact on the financial statements.

d) IFRS 13 – Fair Value Measurement

IFRS 13, 'Fair Value Measurement' was issued in May 2011 and sets out in a single IFRS a framework for measuring fair value. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This definition of fair value emphasizes that fair value is a market-based measurement, not an entity-specific measurement. In addition, IFRS 13 also requires specific disclosures about fair value measurement. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company is currently assessing the impact of this standard.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

4. Recent Accounting Pronouncements *(continued)*

Future Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

a) IFRS 9 – Financial Instruments

IFRS 9, 'Financial Instruments' was issued in November 2009 as the first step in its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied for fiscal years beginning on or after January 1, 2015, with early adoption permitted. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for classifying and measuring financial liabilities, de-recognition of financial instruments, impairment and hedge accounting. The Company is currently assessing the impact of this standard.

5. Cash and cash equivalents

Cash and cash equivalents is comprised of cash at banks and on hand. Cash at banks earn interest at floating rates based on daily bank deposit rates.

6. Amounts Receivable and Accounts Payable & Accrued Liabilities

Amounts receivable are all current and include the following:

	July 31, 2015	July 31, 2014
GST/HST receivable	**$ 31,575**	$ 30,051
	$ 31,575	$ 30,051

Accounts payable & accrued liabilities include the following:

	July 31, 2015	July 31, 2014
Trade Payables	**$ 378,950**	$ 293,034
Accrued Severance	**396,019**	396,019
Other Accruals	**15,000**	16,802
	$ 789,969	$ 705,855

During the year ended July 31, 2013 the Company accrued severance payable to directors, officers and management of the Company (Note 7b).

(Expressed in Canadian dollars, unless specifically indicated otherwise)

7. Related Party Transactions

a) Investment in subsidiaries

The wholly owned subsidiary of the Company has been incorporated in the USA and is included in these consolidated financial statements as disclosed in Note 1.

b) Transactions with related parties

At July 31, 2015, $90,186 (2014 - $55,079) is payable to the CEO and a director of the Company for accrued salary, as well as $24,622 (2014 - $24,622) payable to a director of the Company for consulting fees. The amounts are non-interest bearing, unsecured and has no fixed terms of repayment.

In October 2012, the Company terminated all employment contracts due to budgetary and financial constraint. The Company calculated severance compensation based on employment contract and length of service as per British Columbia Employment Standards Act. During the fiscal year ended July 31, 2013 the Company recorded compensation liabilities in the amount of $396,019, the balance of which is included in accounts payable and accrued liabilities.

c) Compensation of key management personnel

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's Executive Leadership Team. The Executive Leadership Team consists of the CEO and President, a Director and Chief Operating Officer.

Total compensation expense for key management personnel and the composition thereof, is as follows:

	Fiscal Year Ended July 31, 2015	Fiscal Year Ended July 31, 2014
Short term benefits	$ 60,000	$ 82,368

(Expressed in Canadian dollars, unless specifically indicated otherwise)

8. Exploration and Evaluation Assets

Rocher Deboule property, British Columbia	Balance July 31, 2013	Expenditures/ (Recovery)/ (Impairment)	Translation adjustments	Balance July 31, 2014	Expenditures/ (Recovery)/ (Impairment)	Translation adjustments	Balance July 31, 2015
Acquisition and staking	$ 164,452	$ -	$ -	$ 164,452	-	$ -	$ 164,452
Assays & analysis	73,767	-	-	73,767	-	-	73,767
Camp & supplies	59,504	-	-	59,504	-	-	59,504
Drilling	146,826	-	-	146,826	-	-	146,826
Freight & transport	-	-	-	-	-	-	-
Geological and geophysical	555,647	-	-	555,647	-	-	555,647
Geologist travel and accommodation	21,197	-	-	21,197	-	-	21,197
Freight and transport	97,638	-	-	97,638	-	-	97,638
BC Mining Exploration Tax Credits	(258,594)	(21,844)	-	(280,438)	-	-	(280,438)
	$ 860,438	$ (21,844)	$ -	$ 838,594	-	$ -	$ 838,593
Lonnie property British Columbia							
Acquisition and staking	$ 54,121	$ -	$ -	$ 54,121	-	$ -	$ 54,121
Assays & analysis	4,528	-	-	4,528	-	-	4,528
Drilling	60,073	-	-	60,073	-	-	60,073
Geological and geophysical	45,915	-	-	45,915	-	-	45,915
Geologist travel and accommodation	186	-	-	186	-	-	186
Mineral property option	(56,000)	-	-	(56,000)	-	-	(56,000)
BC Mining Exploration Tax Credits	(28,480)	-	-	(28,480)	-	-	(28,480)
	$ 80,343	$ -	$ -	$ 80,343	-	$ -	$ 80,343
Silica Property Bristish Columbia							
Acquisition and staking	$ -	$ 710	$ -	$ 710	(710)	$ -	$ -
	$ -	$ 710	$ -	$ 710	(710)	$ -	$ -
Phosphate property Bristish Columbia							
Acquisition and staking	$ -	$ 2,767	$ -	$ 2,767	-	$ -	$ 2,767
Impairment	-	-	-	-	(2,767)	-	(2,767)
	$ -	$ 2,767	$ -	$ 2,767	(2,767)	$ -	$ -
Zeolite property Bristish Columbia							
Acquisition and staking	$ -	$ 74	$ -	$ 74	-	$ -	$ 74
Impairment	-	-	-	-	(74)	-	(74)
	$ -	$ 74	$ -	$ 74	(74)	$	$ -
Artillery Peak property Arizona							
Acquisition and staking	$ 2,476,880	$ 24,679	$ 150,994	$ 2,652,553	-	$ 521,315	$ 3,173,868
Assays & analysis	324,837	-	19,751	344,588	2,152	67,792	414,532
Drilling	2,443,479	-	148,572	2,592,051	-	509,424	3,101,475
Equipment and rentals	9,273	-	565	9,838	-	1,932	11,770
Hydrometallurgical and patent development	3,793,065	-	230,632	4,023,697	-	790,791	4,814,488
Geologist travel and accommodation	180,985	-	11,004	191,989	-	37,732	229,721
Property maintenance	31,883	-	1,939	33,822	-	6,647	40,469
Other fieldwork	3,670	-	224	3,894	-	765	4,659
Impairment	(610,335)	(187,047)	(37,209)	(834,591)	(5,977,294)	(164,609)	(6,976,494)
	$ 8,653,737	$ (162,368)	$ 526,472	$ 9,017,841	(5,975,142)	$ 1,771,789	$ 4,814,488
Total	**$ 9,594,517**	**$ (180,661)**	**$ 526,472**	**$ 9,940,327**	**(5,978,693)**	**$ 1,771,789**	**$ 5,733,423**

8. Exploration and Evaluation Assets *(continued)*

a) Rocher Deboule property, British Columbia

The Rocher Deboule property consists of mineral claims covering approximately 10,230 hectares near New Hazelton, British Columbia. The Company initially acquired four staked claims consisting of 1,325 hectares in May 2011, and expanded the area of the property through additional staking. The Company owns a 100% interest in the Rocher Deboule property.

b) Lonnie property, British Columbia

The Lonnie property is a niobium exploration property which covers approximately 3,477 hectares in the Omineca mining division of British Columbia. The Company initially staked mineral claims covering an area of approximately 692 hectares. In October 2007, the Company acquired additional claims covering approximately 2,735 hectares at a cost of $10,000 and 100,000 shares of the Company.

In May 2011, the Company entered into an option agreement with Echelon Petroleum Corp. (formerly Rara Terra Capital Corp.) (“Echelon”) where Echelon has the right to earn a 60% interest in the Lonnie property in exchange for a cash payment of $60,000 ($24,603 paid) and issuance of 285,000 common shares of Echelon (150,000 received). To acquire the 60% interest, Echelon must also spend $500,000 in exploration expenditures on the property.

In 2012, the Company and Echelon agreed to amend the amount due on the first anniversary from $20,000 to $4,603 in light of the additional costs incurred by Echelon in exploring the property during the year.

In April, 2013 Echelon terminated the option agreement and transferred all claim blocks to the Company. The Company owns a 100% interest in the property.

c) Phosphate property , British Columbia

In February 2014, the Company acquired by staking two claim blocks totaling approximately 1581 hectares (3906 acres) in the Ft. Steele Mining Division, located 11.5 km north of Sparwood, BC.

During fiscal 2015 the Company allowed the claims to lapse and wrote-off the balance of mineral property expenditures which had been capitalized in the amount of $2,767.

8. Exploration and Evaluation Assets *(continued)*

d) Silica property , British Columbia

In April 2014, Company acquired by staking the Koot mineral claims located approximately four kilometers east-southeast of Canal Flats, British Columbia, Canada in the Golden Mining Division.

In March 2015, MGX Minerals Inc. acquired the Company's 100-per-cent interest in 166 contiguous hectares covering a known high-purity silica prospect. In connection with the acquisition, MGX issued 100,000 common shares to AMY at a value of $18,000 and granted the Company and Andris Kikauka (a director of the Company) each 0.5% net smelter return royalties on any future production

During the year the Company sold 15,000 of these shares and at July 31, 2015 holds 85,000 of them at an estimated fair value of $52,700.

e) Zeolite property , British Columbia

In May 2014, the Company has acquired by staking the Bromley Creek Zeolite property. The property is located 350 meters northeast of Bromley Creek, 100 meters southeast of Highway 3, and 5.5 kilometres southeast of Princeton BC.

During the fiscal year ended July 31, 2015 the Company wrote off the balance of mineral property expenditures which had been capitalized in the amount of $74.

f) Artillery Peak project, Arizona, USA

The Artillery Peak project currently comprises of 9 unpatented mineral claims covering approximately 180 acres.

The project also previously included 640 acres of patented surface right that were purchased by the Company in 2011. The other claims were acquired pursuant to the agreements described below.

During the year ended July 31, 2015 the Company has decided to suspend current exploration on the Artillery Peak Property and has dropped a significant portion of its land holdings. Accordingly, it has written off a total of $5,977,294 in deferred costs in recognition of a probable impairment of value. The residual balance is based on an estimate of the cumulative hydrometallurgical and related exploration costs incurred in connection with the patented technology which has been developed by the Company.

8. Exploration and Evaluation Assets *(continued)*

(i) Purchase agreement with Primus Resources, L.C.

Pursuant to the purchase agreement dated May 31, 2007, the Company purchased 90 unpatented lode claims from Primus Resources, L.C. for $96,000 USD and 1,000,000 common shares of the Company. The purchase agreement also provides for a 2% NSR royalty in favour of the vendors. The Company has the right to repurchase 1% of the NSR for $2,000,000 USD. During the comparative year, the Company dropped 20 unpatented lode mining claims and as of July 31, 2014, the Company owns 70 unpatented lode mining claims.

(ii) Mining lease and option agreement with David Huffman

Pursuant to a further mining lease and option to purchase agreement dated July 15, 2008, the Company agreed to lease an additional 19 patented claims and four unpatented claims from David Huffman for a term of 10 years. The agreement provides for annual payments of $20,000 USD, and the Company has an option to purchase the claims for an initial purchase price of $2,225,000 USD, increasing by 2% each year. The Company must exercise the option to purchase prior to commencing commercial mining operations on the property. At July 31, 2014, the Company has made six of the annual payments, for total lease payments of $120,000 (2011 - $80,000).

At July 31, 2014, the Company terminated this agreement and wrote off an aggregate of $173,354 USD of these payments plus related deferred exploration costs.

(iii) Lease agreement with James Lake, Barton Noone and Peter Noone

Pursuant to the Artillery Peak agreement dated August 1, 2008, the Company acquired a lease over 5 fee simple parcels and 10 patented claims from James Lake, Barton Noone and Peter Noone. The lease has a 10 year initial term and provides for the following payments:

a) $60,000 USD upon execution of the lease agreement (paid);
b) $80,000 USD upon the 1st anniversary of the lease agreement (paid);
c) $100,000 USD upon the 2nd anniversary of the lease agreement (paid);
d) $120,000 USD upon the 3rd anniversary of the lease agreement (paid);
e) $140,000 USD upon the 4th anniversary of the lease agreement (paid);
f) $160,000 USD upon the 5th anniversary of the lease agreement (waived and extinguished- see note below);
g) $180,000 USD upon the 6th anniversary of the lease agreement (waived and extinguished- see note below);
h) $200,000 USD upon the 7th and each subsequent anniversary of the lease agreement.

8. Exploration and Evaluation Assets *(continued)*

Payment waiver and extinguishment

In fiscal 2014 James Lake, Barton Noone and Peter Noone agreed to waive and extinguish the required 5th year anniversary and 6th year anniversary payments.

The leased properties are also subject to a royalty of $0.04 USD per pound of manganese, and an NSR royalty of 1.5% on all other minerals. The lease payments described above constitute an advance on any royalty payments due to the lessors. The lease is renewable for up to 8 additional 10 year terms provided that the royalty payments of at least $500,000 USD are made during each preceding term.

During the year ended July 31, 2015 the Company failed to make the required lease payment and the agreement was thereby cancelled and all related identifiable costs were written off.

(iv) Lease agreement with Mack Lake, James Lake and Steven Lake

Pursuant to a lease agreement dated March 15, 2010, the Company leased 3 fee simple parcels and one patented claim from James Lake and Steven Lake. The lease agreement provides for the following annual payments:

a) $21,000 USD upon execution of the lease agreement ($14,000 paid);
b) $27,000 USD upon the 1st anniversary ($18,000 paid);
c) $33,000 USD upon the 2nd anniversary; ($22,000 paid)
d) $39,900 USD upon the 3rd anniversary; ($26,600 paid)
e) $46,500 USD upon the 4th anniversary (waived and extinguished- see note below);
f) $53,100 USD upon the 5th anniversary;
g) $59,700 USD upon the 6th anniversary; and
h) $66,300 USD upon the 7th and each subsequent anniversary.

In fiscal 2014 James Lake and Steven Lake agreed to waive and extinguish the required 4th year anniversary payment.

The leased properties are also subject to a royalty of $0.04 USD per pound of manganese, and an NSR of 1.5% on all other minerals. The lease payments described above constitute an advance on any royalty payments due to the lessors. The lease is renewable for additional 10 year terms provided that the advance royalty payments described above continue to be made.

The lease agreement for this property was signed by only two of the three property owners. As a result, the Company had paid only two thirds of the above payments. Should an agreement not be reached with the third property owner, one third of net profits relating to minerals extracted from this property would be payable to the third property owner.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

8. Exploration and Evaluation Assets *(continued)*

During the year ended July 31, 2015 the Company failed to make the required lease payment and the agreement was thereby cancelled and the related identifiable costs were written off.

9. Share Capital, Share-Based Payments and Reserves

a) Authorized capital

The authorized share capital consists of an unlimited number of common voting shares without nominal or par value.

b) Issued shares

In August 2014, the Company closed its private placement raising net proceeds of $31,715 by the issuance of 1,233,333 units at a price of $0.03 per unit. Each unit is comprised of one common share of the Company plus a share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.05 per share for a period of three years from the date of issuance.

c) Issued warrants

A summary of the changes in the Company's share purchase warrants during the years ended July 31, 2015 and 2014 are as follows:

	Number of warrants	Weighted average exercise price
Balance outstanding at July 31, 2013	**18,767,635**	**0.33**
Expired/cancelled	(1,990,174)	0.25
Balance outstanding at July 31, 2014	**16,777,461**	**0.35**
Granted	1,233,333	0.05
Expired/cancelled	(16,777,461)	(0.35)
Balance outstanding at July 31, 2015	**1,233,333**	**0.05**

As at July 31, 2015, the following common share purchase warrants were outstanding:

Expiry Date	Number of warrants		Exercise price	Weighted average remaining contractual life (years)
August 27, 2017	1,233,333		0.05	2.08
	1,233,333	$	0.05	2.08

(Expressed in Canadian dollars, unless specifically indicated otherwise)

9. Share Capital, Share-Based Payments and Reserves *(continued)*

d) Broker warrants

In connection with the private placement in August 2014 the Company issued 42,666 broker warrants. Each warrant entitles the holder to purchase one common share at a price of $0.04 per share for a period of three years from the date of issuance.

A summary of the changes in the Company's broker warrants during the years ended July 31, 2015 and 2014 are as follows:

	Number of warrants	Weighted average exercise price
Balance outstanding at July 31, 2013	**-**	**-**
Balance outstanding at July 31, 2014	**-**	**-**
Granted	42,666	0.05
Balance outstanding at July 31, 2015	**42,666**	**0.05**

As at July 31, 2015, the following broker warrants were outstanding:

Expiry Date	Number of warrants		Exercise price	Weighted average remaining contractual life (years)
August 27, 2017	42,666		0.05	2.08
	42,666	$	0.05	2.08

e) Share-based payments

The Company has adopted an incentive stock option plan, as amended, under the rules of the TSX-V pursuant to which it is authorized to grant stock options to executive officers, directors, employees and consultants, enabling them to acquire up to 13,708,155 shares of the Company. Under the stock option plan, the option exercise price of any option granted shall not be less than the discounted market price of the Company's common shares. If options are granted within 90 days of a distribution by prospectus, the minimum exercise price per share is the greater of the discounted market price and the share price paid by investors pursuant to the distribution. For the purposes of the stock option plan, the discounted market price is calculated in accordance with the policies of the TSX-V at the time of the grant of the options. The options may be granted for a maximum term of 5 years and vest 25% on the date of grant and 25% every 6 months thereafter for 18 months. No individual may hold options to purchase common shares of the Company exceeding 5% of the total number of common shares outstanding. Pursuant to the policies of the

(Expressed in Canadian dollars, unless specifically indicated otherwise)

9. Share Capital, Share-Based Payments and Reserves *(continued)*

TSX-V, shares issued upon the exercise of options are restricted from trading during the 4 month period subsequent to the exercise of options.

Stock option transactions for the year ended July 31, 2015 and 2014 are as follow:

	Number of options		Weighted average exercise price
Balance outstanding as at July 31, 2013	**10,641,567**	**$**	**0.33**
Expired/cancelled	(2,571,234)	$	(0.12)
Balance outstanding as at July 31, 2014	**8,070,333**	**$**	**0.40**
Expired/cancelled	(2,609,000)	$	(0.20)
Balance outstanding as at July 31, 2015	**5,461,333**	**$**	**0.49**

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

Expiry date	Number of options		Exercise price	Weighted average remaining contractual life (years)
*November 1, 2015	533,333		0.26	0.02
August 1, 2016	4,228,000		0.58	0.78
June 29, 2017	700,000		0.10	0.25
	5,461,333	$	0.49	1.05

* subsequently expired unexercised

During the year ended July 31, 2015 2,609,000 options expired unexercised.

f) Share-based payments reserve

The share-based payments reserve is used to recognize the fair value of share options granted to employees, including key management personnel, as part of their remuneration. When options are subsequently exercised, the fair value of such options in share-based payments reserve is credited to share capital.

g) Warrants reserve

The warrants reserve is used to recognize the fair value of warrants issued. When warrants are subsequently exercised, the fair value of such warrants in warrants reserve is credited to share capital.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

9. Share Capital, Share-Based Payments and Reserves *(continued)*

h) Dilutive common shares

For the year ended July 31, 2015, potentially dilutive common shares relating to relating to share purchase options and warrants outstanding totalling 5,461,333 and 1,233,333, respectively (July 31, 2014 – 8,070,333 and 16,777,461), were not included in the computation of loss per share as the effect would be anti-dilutive.

10. Expenses by Nature

General and administration expenses for the fiscal years ended July 31, 2015 and 2014 consist of the following:

		2015		2014	
Amortization	$	**45**	$	11	$
Bank charges and interest		**10,299**		14,157	
Consulting fees		**-**		2,500	
Filing agent and transfer fees		**5,881**		19,847	
Insurance		**-**		9,167	
Management fees		**18,738**		-	
Office and miscellaneous		**6,940**		12,011	
Office rent and property taxes		**30,294**		65,646	
Professional fees		**27,117**		42,993	
Repairs and maintenance		**300**		2,677	
Shareholder communications		**-**		3,817	
Share-based payments		**-**		3,590	
Telephone		**4,746**		7,170	
Travel		**2,060**		500	
Wages and benefits		**62,044**		101,122	
Total	$	**168,463**	$	285,208	

(Expressed in Canadian dollars, unless specifically indicated otherwise)

11. Loss Per Share

		Loss for the year	Weighted average number of shares		Per share amount
Fiscal year ended July 31, 2015					
Loss attributable to ordinary shareholders	$	6,118,362	112,634,647	$	(0.05)
Fiscal year ended July 31, 2014					
Loss attributable to ordinary shareholders	$	473,280	111,492,547	$	(0.00)

12. Financial Instruments and Financial Risk Management

a) Financial assets and liabilities by category

The Company has designated cash and cash equivalents as fair value through profit or loss, measured at fair value. Changes in the fair values are recorded in net earnings. Amounts receivable, reclamation deposits, and receivable from related parties are designated as loans and receivables, and are measured at amortized cost using the effective interest method. Accounts payable and accrued liabilities are designated as other financial liabilities and are measured initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Management did not identify any material embedded derivatives, which require separate recognition and measurement. The Company had no held-to-maturity financial instruments during the year ended July 31, 2015.

b) Fair value

The fair value of financial instruments is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values are determined by reference to quoted market prices, as appropriate, in the most advantageous market for that instrument to which the Company has immediate access. Where quoted market prices are not available, the Company uses the closing price of the most recent transaction for that instrument. In the absence of an active market, fair values are determined based on prevailing market rates for instruments with similar characteristics. The fair value of current financial instruments approximates their carrying values as long as they are short term in nature or bear interest at market rates.

c) Fair value hierarchy

Financial instruments that are held at fair value are categorized based on a valuation hierarchy which is determined by the valuation methodology utilized:

(Expressed in Canadian dollars, unless specifically indicated otherwise)

12. Financial Instruments and Financial Risk Management *(continued)*

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities.

Cash and cash equivalents, short-term investment and marketable securities are valued using a market approach based upon unadjusted quoted prices for identical assets in an active market obtained from securities exchanges.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels 1 and 2 during the year ended July 31, 2015 and fiscal year ended July 31, 2014:

	Fair value at July 31, 2015		
	Level 1	**Level 2**	**Level 3**
Financial assets			
Cash and cash equivalents	2,200	-	-

	Fair value at July 31, 2014		
	Level 1	**Level 2**	**Level 3**
Financial assets			
Cash and cash equivalents	3,339	-	-

d) Financial risk management

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in response to the Company's activities. Management regularly monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

In the normal course of operations, the Company is exposed to various risks such as interest rate, foreign exchange, credit and liquidity risks. To manage these risks, management determines what activities must be undertaken to minimize potential exposure to risks. The objectives of the Company in managing risks are as follows:

12. Financial Instruments and Financial Risk Management *(continued)*

- Maintaining sound financial condition:
- Financing operations; and
- Ensuring liquidity to all operations.

There have been no changes in risks that have arisen or how the Company manages those risks from the prior year or during the year ended July 31, 2015 and 2014.

(i) Interest rate risk

The Company's interest rate risk arises primarily from the interest received on cash and cash equivalents, which is invested on a short term basis to enable adequate liquidity for payment of operational and capital expenditures.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, reclamation deposits and accounts payable and accrued liabilities that are denominated in US dollars. As at July 31, 2015, total net monetary assets and liabilities denominated in US dollars amounted to a net asset of $15 ($20 USD). Sensitivity to a plus or minus 10% change in the foreign exchange rate would affect net loss and comprehensive loss by less than $2 with all other variables remaining constant.

(iii) Commodity price risk

The value of the Company's exploration and evaluation assets are dependent on the price of manganese and the outlook for this mineral. Market prices for these metals historically have fluctuated widely and are affected by numerous factors outside the Company's control, including but not limited to, levels of worldwide production short term changes in supply and demand, industrial and retail demand, as well as certain other factors related specifically to manganese. If manganese prices decline for a prolonged period below the cost of production, it may not be economically feasible to continue towards production.

(iv) Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations and arises principally from trade receivables. The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company limits its exposure to credit risk on cash and short-term investment as these financial instruments are held with major Canadian and international banks, from which management believes the risk of loss to be remote. Amounts receivable consist primarily of harmonized sales tax due from the Federal Government of Canada. Management believes the credit risk concentration with respect to amounts receivable is remote. The carrying amount of financial assets recorded in the financial statements, net of any allowances, represents the Company's maximum exposure to credit risk.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

12. Financial Instruments and Financial Risk Management *(continued)*

(v) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk by maintaining cash and cash equivalents. Liquidity requirements are managed based on expected cash flow to ensure there is capital to meet short term and long term obligations. As disclosed in Note 1, the ability of the Company to continue as a going concern is dependent on many factors. The Company's cash and cash equivalents is primarily invested in bank accounts and guaranteed investment certificates which are cashable on demand.

13. Capital Management

The Company classifies its share capital, share-based payments reserve and warrants reserve as capital, which at July 31, 2015 totalled $30,467,706, (July 31, 2014 - $30,398,591). When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish qualitative 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 properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. 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 appropriate. There were no changes in the Company's approach to capital management during the period ended April 30, 2015 and fiscal year ended July 31, 2014. The Company is not subject to any externally imposed capital requirements.

14. Commitments

During the year ended July 31, 2015 the company entered into a contract for office rent which expires November 30, 2017. The following table summarizes the company's total annual obligations under this agreement:

2016		9,120
2017		3,040
Total	$	12,160

(Expressed in Canadian dollars, unless specifically indicated otherwise)

15. Segmented Information

The Company operates in one segment – the exploration for and development of mineral property interests. Geographic information for the Company is as follows:

	July 31, 2015				July 31, 2014			
		Canada		**USA**		Canada		USA
Current assets	**$**	**87,496**	**$**	**27**	$	33,727	$	163
Non-current assets		**932,937**		**4,840,296**		958,116		9,017,839
Total assets	**$**	**1,020,433**	**$**	**4,840,323**	$	991,843	$	9,018,002
Current liabilities	**$**	**846,536**	**$**	**58,241**	$	730,692	$	30,242
Total liabilities	**$**	**846,536**	**$**	**58,241**	$	730,692	$	30,242

16. Income Taxes

The income tax provision differs from income taxes, which would result from applying the expected tax rate to net loss before income taxes. The difference between the expected income tax expense and the actual income tax provision are summarized as follows:

		2015		2014
Income tax (loss) before income taxes	**$**	**(6,118,362)**	$	(473,280)
Canadian statutory income tax rate		**39.72%**		31.03%
Expected income tax expense (recovery)		**(2,430,213)**		(146,853)
Differences resulting from:				
Non-deductible items		**2,391,601**		71,557
Change in deferred tax assets not recognized		**38,612**		75,296
Provision for income taxes	**$**	**-**	$	-

Deferred income taxes reflect the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes. Deferred tax assets (liabilities) at July 31, 2015 and 2014 are comprised of the following:

(Expressed in Canadian dollars, unless specifically indicated otherwise)

16. Income Taxes *(continued)*

		July 31, 2015		July 31, 2014
Deferred income tax assets - Canada				
Non-capital loss carry forwards	**$**	**3,194,620**	$	3,069,300
Fixed assets		**1,857**		1,407
Financing costs		**2,704**		62,024
Mineral properties		**663,327**		662,065
		3,862,508		3,794,796
Deferred tax asset not recognized		**(3,862,508)**		(3,794,796)
Net deferred tax asset		**-**		-

Deferred income tax assets – US	**July 31, 2015**	July 31, 2014
Non-capital loss carry forwards	**268,800**	209,380
Fixed assets	**-**	-
Mineral properties	**3,039,107**	514,315
	3,307,907	723,695
Deferred tax asset not recognized	**(3,307,907)**	(723,695)
Net deferred tax asset	**-**	-

The Company has non-capital loss carryforwards of approximately $12,640,000 which may be carried forward to apply against deferred year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

2026		96,000
2027		266,000
2028		940,000
2029		1,008,000
2030		1,031,000
2031		2,620,000
2032		4,349,000
2033		1,422,000
2034		555,000
2035		353,000
Total	$	12,640,000

(Expressed in Canadian dollars, unless specifically indicated otherwise)

16. Income Taxes *(continued)*

The Company has net operating loss carryforwards of approximately $672,000 which may be carried forward to apply against deferred year income tax for US tax purposes:

2027	$	6,000
2028		40,000
2029		74,000
2030		71,000
2031		207,000
2032		148,000
2033		75,000
2034		32,000
2035		19,000
Total	$	672,000

Deferred tax assets have not been recognized because at this stage of the Company's development, it is not determinable that deferred taxable profit will be available against which the Company can utilize such deferred income tax assets.

17. Subsequent Events

Subsequent to year-end the Company issued 1.8 million common shares at a price of $0.015 per share to a consultant for services rendered.