SPRUCE RIDGE RESOURCES LTD.

FINANCIAL STATEMENTS

Three Months Ended July 31, 2015

(Unaudited and Prepared by Management)

SPRUCE RIDGE RESOURCES LTD.

NOTICE OF NO AUDIT REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

"John Ryan"

John Ryan
President and Chief Executive Officer

September 28, 2015

SPRUCE RIDGE RESOURCES LTD.
Statements of Financial Position

	Notes	As at July 31 2015	As at April 30 2015
		$	$
Assets			
Current			
Cash		187	586
HST receivable	3	143	4,235
Other receivable	3	3,559	3,051
Security deposit	5	59,953	32,718
Marketable securities	4	9,317	10,795
Prepaid expenses	5	1,415	2,404
		74,574	53,789
Exploration and evaluation assets	6	1,129,550	1,129,550
Property and equipment, net	8	143,795	147,633
Total Assets		1,347,919	1,330,972
Liabilities			
Current			
Accounts payable and accrued liabilities	9	201,100	171,848
Due to director	10, 12	384,579	374,429
		585,679	546,277
Shareholders' Equity			
Share capital	11(b)	9,106,377	9,106,377
Warrants	11(c)	-	6,028
Contributed surplus	11(d)(e)	3,218,023	3,211,995
Deficit		(11,562,160)	(11,539,705)
Total Shareholders' Equity		762,240	784,695
Total Liabilities and Shareholders' Equity		1,347,919	1,330,972
Nature of operations and going concern	1		

Approved by the Board on September 28, 2015

Signed: "John A. Ryan" Signed: "Marc Askenasi"

SPRUCE RIDGE RESOURCES LTD.

Statements of Loss and Comprehensive Loss

For the three months ended July 31,	2015	2014
	$	$
Expenses		
Management fee	9,000	9,000
Amortization	3,837	4,602
Exploration expenses (Note 7)	2,500	1,575
Professional fees	5,250	4,500
Office and general	46	809
Investor and shareholder relations	613	884
Property expenses	1,337	481
Travel	45	64
	22,628	21,915
Net operating loss before other income	(22,628)	(21,915)
Rental income	1,650	5,550
Marketable securities - fair value adjustment	(1,478)	1,224
Net loss and comprehensive loss	(22,456)	(15,141)
Net loss per share	(0.000)	(0.000)
Weighted average outstanding shares	49,716,122	49,716,122

The accompanying notes are an integral part of these financial statements

SPRUCE RIDGE RESOURCES LTD.
Statements of Changes in Equity

	July 31, 2015 $	July 31, 2014 $
Share Capital		
Balance - Beginning of year	9,106,377	9,106,377
	-	-
Balance - End of period	9,106,377	9,106,377
Warrants		
Balance - Beginning of year	6,028	298,011
Warrants expired	(6,028)	(133,236)
Balance - End of period	-	164,775
Contributed Surplus		
Balance - Beginning of year	3,211,995	2,920,012
Warrants expired	6,028	133,236
Balance - End of period	3,218,023	3,053,248
Deficit		
Balance - Beginning of year	(11,539,705)	(11,444,464)
Loss for the year	(22,456)	(15,141)
Balance - End of period	(11,562,161)	(11,459,605)
Total Shareholders' Equity	762,239	864,796

The Company did not have any Accumulated Other Comprehensive Income/Loss during the year.

SPRUCE RIDGE RESOURCES LTD.
Statements of Cash Flow

For the three months ended July 31,	2015	2014
	$	$
Operating activities		
Net loss for the year	(22,456)	(15,141)
Add back / Deduct non cash expenses		
Amortization	3,837	4,602
Marketable securities - fair value adjustment	1,479	(1,224)
Total Non Cash Expenses	5,316	3,378
Changes in non-cash balances		
GST/HST receivable and other receivable	3,584	35,943
Security deposit	(27,235)	-
Prepaid expenses	989	1,004
Accounts payable and accrued liabilities	29,253	10,996
Changes in Operating Activities	6,591	47,943
Total cash generated from (used in) used in Operating Activities	(10,549)	36,180
Financing activities		
Advance from director	10,150	(38,500)
Total cash (used in) provided by financing activities	10,150	(38,500)
(Decrease) increase in cash	(399)	(2,320)
Cash at the beginning of the year	586	2,399
Cash at the end of the year	187	79

1. Nature of operations and going concern

Spruce Ridge Resources Ltd. ("**Spruce**" or the "**Company**") is a public company listed on the TSX Venture Exchange (TSXV-SHL) and operating under the laws of the Province of Ontario. The Company is an exploration-stage company that is in the process of exploring its mineral properties located in Canada and the United States of America and has not yet determined whether these properties contain reserves that are economically recoverable. The Company's registered head office is located at 7735 Leslie Road West, Puslinch, Ontario, N0B 2J0.

These interim financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future, which is at least, but not limited to, one year from April 30, 2015. At July 31, 2015, the Company has not generated any revenues from operations, has an accumulated deficit of $11,562,160 (April 30, 2015 - $11,539,705) and has working capital deficiency of $511,105 (April 30, 2015 - working capital deficiency $492,488). The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient funds and continue to obtain sufficient capital from investors to meet its current and future obligations. The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt as to the appropriateness of the going concern assumption. There is no assurance that the Company's funding initiatives will continue to be successful and these interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

2. Summary of significant accounting policies

Statement of compliance
These interim financial statements have been prepared in accordance with IFRS using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Company operates in one segment defined as the cash generating unit ("CGU") which is North America. These interim financial statements were authorized for issue by the Board of Directors on September 28, 2015.

Basis of presentation
The interim financial statements have been prepared on the historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value. The comparative figures presented in these financial statements are in accordance with IFRS.

Basis of measurement
These interim financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value.

Foreign currency translation
The functional currency, as determined by management, of Spruce Ridge is the Canadian dollar. For the purpose of the financial statements, the results and financial position are reported in Canadian dollars.

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in the statement of loss and comprehensive loss. Non monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Financial instruments
All financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

2. Summary of significant accounting policies (Continued)

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

a) Financial assets and liabilities at fair value through profit or loss ("FVTPL"): A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Derivatives are also included in this category unless they are designated as hedges. Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in the Statements of Loss and Comprehensive Loss. Gains and losses arising from changes in fair value are presented in the Statements of Loss and Comprehensive Loss within other gains and losses in the period in which they arise.

Financial assets and liabilities at fair value through profit or loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the reporting date, which is classified as non-current.

b) Available-for-sale investments: Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories. Available-for-sale investments are recognized initially at fair value plus transaction costs and are subsequently carried at fair value. Gains or losses arising from changes in fair value are recognized in other comprehensive loss. Available-for-sale investments are classified as non-current, unless the investment matures within twelve months, or management expects to dispose of them within twelve months. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from accumulated other comprehensive loss to the Statements of Loss and Comprehensive Loss and are included in other gains and losses.

c) Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at the amount expected to be received, less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

d) Other financial liabilities: Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest and any transaction costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are derecognized when the obligations are discharged, cancelled or expired.

The Company's financial instruments consist of the following:

Financial assets:	Classification:
Cash	FVTPL
GST/HST receivable, other receivable	Loans and receivables
Investment in securities	FVTPL
Security deposit	Loans and receivables

Financial liabilities	Classification:
Bank overdraft	FVTPL
Accounts payable and accrued liabilities	Other financial liabilities
Due to director	Other financial liabilities

<u>Cash and cash equivalents</u>
Cash and cash equivalents consists of cash on hand, cash held in a financial institution or investments having a maturity of ninety days or less at acquisition, that are readily convertible to the contracted amounts of cash. Cash and equivalents are classified as FVTPL and measured at fair value.

2. Summary of significant accounting policies (Continued)

Impairment of financial assets
At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss, as follows:

a) Financial assets carried at amortized cost: The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

b) Available-for-sale financial assets: The impairment loss is the difference between the original cost of the asset and its fair value at the measurement date, less any impairment losses previously recognized in the Statements of Loss and Comprehensive Loss. This amount represents the cumulative loss in accumulated other comprehensive loss that is reclassified to net loss.

c) Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and can be related objectively to an event occurring after the impairment was recognized. Impairment losses on available-for-sale equity instruments are not reversed.

Property and Equipment
Equipment is recorded at cost, less accumulated amortization and accumulated impairment loss. Amortization is provided using the declining balance method using the following rate:

Buildings	10%
Exploration equipment	20%
Office equipment	20%
Trucks	30%

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for property and equipment and any changes arising from the assessment are applied by the Company prospectively.

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

Exploration and evaluation assets
Acquisition costs related to exploration properties are capitalized as exploration and evaluation assets at fair value at the time the legal right to explore the property has been acquired. The acquisition costs are written off when an exploration and evaluation asset is disposed of through sale or abandonment.

Exploration and evaluation expenditures incurred on exploration properties are expensed until such time that a future economic benefit is more likely to be realized than not by the establishment of ore resources. Exploration and evaluation expenditures incurred subsequent to the establishment of commercially viable and technically feasible gold resources on a property are capitalized as an exploration and evaluation asset. Exploration and evaluation assets are not depreciated until the properties are in commercial production.

Farm-out
The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral property interest, as consideration, for an agreement by transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral property interest given up by the Company, with any excess cash accounted for as a gain on disposal.

Provisions
A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company has no material provisions at July 31, 2015 and April 30, 2015.

2. Summary of significant accounting policies (Continued)

Decommissioning or restoration provision
The Company records the fair value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation, and re-vegetation of affected areas.

The estimated fair value of a liability, and corresponding increase in the related property, is reported in the year in which it is incurred and when a reasonable estimate of fair value can be made. The fair value is the amount at which that liability could be settled in a current transaction between willing parties, that is, other than in a forced or liquidation transaction and, in the absence of observable market transactions, is determined as the present value of expected cash flows. The Company subsequently allocates the cost to expense using a systematic and rational method over its useful life, and records the accretion of the liability as a charge to the Statements of Loss and Comprehensive Loss.

As the Company has not commenced construction and development of any mining operations, it does not have any provisions for decommissioning or restoration costs.

Impairment of non-financial asset
At each reporting date of the statements of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimate the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statements of Loss and Comprehensive Loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, 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 cash-generating unit) in prior years.

Flow-through shares
The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. Pursuant to the terms of flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the flow-through subscribers at an agreed upon date.

Flow-through shares are reported at issue price. If the flow-through shares are issued at a premium to the market price of non-flow through or hard dollar shares at the date of announcement, such premium or excess proceeds is reported as a liability on the Statements of financial position. The subsequent renunciation of such qualifying expenditures incurred by the Company in favor of the flow-through subscribers is reported as a reduction in the ‘deferred premium on flow-through shares’ liability on the Statements of Financial Position and a corresponding reduction in deferred tax expense on the Statements of Loss and Comprehensive Loss.

Share based compensation transactions

Stock options
The fair value of stock options granted to directors, officers, and employees is measured at grant date using the Black-Scholes valuation model using assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares, expected forfeitures and expected life of the options. The fair value of this share-based payment is recognized as a charge to the Statements of Loss and Comprehensive Loss with a corresponding credit to shareholders’ equity on the Statements of Financial Position.

The fair value of stock options, subject to a vesting schedule, is recognized using the accelerated method and is measured using Black Scholes and assumptions at the time of vesting. The applicable fair values of any stock options which are exercised are transferred from contributed surplus to capital stock. Management is required to estimate

2. Summary of significant accounting policies (Continued)

forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

Share-based payments to non-employees
Share-based payments granted to non-employees are measured at the fair value of the goods or services received. In the event the Company cannot reasonably estimate the fair value of goods or services received, the transaction is recorded at the estimated value of the underlying equity instrument, measured at the date the Company obtains the goods or the counterparty renders the service. Management is required to estimate forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

Loss per common share
Basic loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period, including contingently issuable shares which are included when the conditions necessary for the issuance have been met. Diluted earnings per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. In periods where the Company reports a loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive and therefore basic and diluted loss per share are the same.

Segment disclosures
The Company operates in North America in the acquisition and exploration of mineral properties.

Income taxes
Income taxes are calculated using the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for timing differences between the tax and accounting basis of assets and liabilities, and for the recognition of accumulated capital and non-capital losses, which in the opinion of management, are more likely than not to be realized before expiry.

Deferred tax assets and liabilities are measured at the tax rates that are expected to be in effect in the period when the asset is expected to be realized or the liability is expected to be settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period and are disclosed as non-current. The effect on deferred income tax assets and liabilities resulting from a change in enacted tax rates is included in income in the year in which the change is enacted or substantively enacted.

Revenue recognition
Rental income from property and/or equipment is allocated to income, when collection is reasonably assured, on the first date of rental and monthly thereafter until termination. Income from the option of exploration properties is recognized when received. Investment income from marketable securities is recognized when received.

Comprehensive income
Comprehensive income is the change in equity (net assets) of the Company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes to equity during a year except those resulting from investments by owners and distributions to owners. Comprehensive income is comprised of net income for the period and other comprehensive income. This standard requires certain gains and losses that would otherwise be recorded as part of net earnings to be presented in "other comprehensive income" until it is considered appropriate to recognize into net earnings.

The Company had no comprehensive income or loss transactions, other than its net loss, presented in the Statements of Loss and Comprehensive Loss, nor has the Company accumulated other comprehensive income during the periods that have been presented.

Related party transactions
Parties are considered related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions, or is a member of the key management personnel of the reporting entity. Parties are also considered related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between said parties. Such transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

2. Summary of significant accounting policies (Continued)

Significant judgments in applying accounting policies and key sources of estimation uncertainty
Many of the amounts included in the Interim Financial Statements require management to make judgments and/or estimates. These judgments and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. Actual results may differ from the amounts included in the Audited Financial Statements. Areas of significant judgment and estimates affecting the amounts recognized in the unaudited condensed interim financial statements include:

a) Exploration and evaluation assets
The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the Statements of Loss and Comprehensive Loss in the period when the new information becomes available. The carrying value of these assets is detailed in Note 6.

b) Valuation of share-based payments
The Company records all share based payments and warrants using the fair value method. The Company uses the Black-Scholes model to determine the fair value of stock options, warrants and broker warrants. The main factor affecting the estimates of the fair value of stock options, warrants, broker warrants and compensation options is the stock price expected volatility used. The Company currently estimates the expected volatility of its common shares based on comparable information derived from the trading history of guideline public companies which are in a similar situation to the Company taking into consideration the expected life of the options.

c) The estimated useful lives and residual values of equipment and the measurement of depreciation expense
Management estimates the useful lives of equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's equipment in the future.

Leased assets
Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Company (a "finance lease"), the asset is treated as if it had been purchased outright. The amount initially recognized as an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability. Lease payments are analyzed between capital and interest. The interest element is charged to the Statements of Loss and Comprehensive Loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

Where substantially all of the risks and rewards incidental to ownership are not transferred to the Company (an "operating lease"), the total rentals payable under the lease are charged to the Statements of Loss and Comprehensive Loss on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognized as a reduction of the rental expense over the lease term on a straight-line basis.

Future Accounting Changes

The following has not yet been adopted and is being evaluated to determine its impact on the Company.

(i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this pronouncement.

2. Summary of significant accounting policies (Continued)

(ii) IFRS 11 – Joint Arrangements (“IFRS 11”) was amended in May 2014 to require business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption is permitted. The Company is currently assessing the impact of this pronouncement.

(iii) IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption is permitted. The Company is currently assessing the impact of this pronouncement.

3. Accounts Receivable

The Company’s receivables arise from two main sources: Harmonized Sales Tax (“HST”) receivable due from Canadian government taxation authorities and trade accounts receivable. These are broken down as follows:

	July 31, 2015 $	April 30, 2015 $
HST receivable	143	4,235
Accounts receivable	3,559	3,051
Total	3,702	7,286

4. Marketable securities

At July 31, 2015 and April 30, 2015, the Company held marketable securities as follows:

July 31, 2015	Number of Shares	Cost	Fair Value
Cash			$79
Cerro Grande Mining Corp	26,150	$20,593	392
Delta Uranium	400,000	19,000	-
Firstgold Corp	260,000	72,650	-
Poet	2,120	1,908	2,628
Americas Silver Corporation (formerly Scorpio Mining Inc.)	33,600	63,763	6,216
		$177,914	**$9,317**

April 30, 2015	Number of Shares	Cost	Fair Value
Cash	-	-	$79
Cerro Grande Mining Corp	26,150	20,593	1,046
Delta Uranium	400,000	19,000	-
Firstgold Corp	260,000	72,650	-
Poet Technologies	2,120	1,908	3,286
Americas Silver Corporation (formerly Scorpio Mining Inc.)	33,600	63,763	6,384
		$177,914	**$10,795**

5. Prepaid expenses and security deposits

The prepaid expenses and security deposit for the Company are as follows:

	July 31, 2015 $	April 30, 2015 $
Prepaid expenses	1,415	2,404
Security deposit	34,953	32,718

6. Exploration and evaluation assets

As at July 31, 2015		Acquisition costs		
	Opening May 1, 2015 $	Additions (Write downs) $	Adjustment $	Closing July 31, 2015 $
Nora Lake	7,500	-	-	7,500
Viking/Kramer	1,055,000	-	-	1,055,000
Metals Creek	67,050	-	-	67,050
	1,129,550	-	-	1,129,550

As at April 30, 2015		Acquisition costs		
	Opening May 1, 2014 $	Additions (Write downs) $	Adjustment $	Closing April 30, 2015 $
Nora Lake	7,500	-		7,500
Viking/Kramer	705,000	-		1,055,000
Metals Creek	67,050	-		67,050
	1,129,550	-		1,129,550

(a) Crooked Green Property, Pifher Township, Ontario

1% net smelter - The company sold its interest in mining claim units in Pifher Township in 1999 but retained a royalty equal to 1% of the net smelter returns should the property commence commercial production. As at July 31, 2015, commercial production had not commenced.

(b) Nora Lake Property, Ontario

On May 18, 2005, the Company acquired an option to purchase an eighty nine percent (89%) interest in the Nora Lake area, Ontario for consideration of:

i) 50,000 shares (issued)
ii) 50,000 shares on the first anniversary (issued)

(c) Metals Creek Property, Western Newfoundland

On October 8, 2010 the Company acquired an option from Metals Creek Resources Corp. to acquire 100% interest in claim units which are contiguous with the Kramer property and which covers the southern strike extent of Northern Abitibi's Thor Zone. To earn 100% interest, the Company will issue 250,000 common shares with 125,000 shares (issued) to be issued on signing of the agreement and an additional 125,000 shares one year later (issued) and incur $25,000 of exploration expenditures over five years. Metals Creek will retain a 2% NSR on any precious metals and a 100 % interest in the base metal potential.

6. Exploration and evaluation assets (Continued)

(d) Viking Gold Property, Western Newfoundland

On October 17, 2012 the Company acquired an undivided 100% interest in the Viking Gold Project (“Viking”) in Western Newfoundland from Northern Abitibi Mining Corp. (“Northern Abitibi”).

The Company:

(a) paid $50,000 and issued 5,000,000 common shares (Shares issued at a value of $0.12 per share) of the capital stock of the Company (with applicable resale restrictions);

(b) paid $50,000;

(c) Issued 5,000,000 common shares of the capital stock of the Company at a value of $0.05 per common share and paid $50,000 and issued 1,000,000 common shares at a value of $0.05 per share representing 50% of final cash payment.

7. Exploration expenses

The company paid $2,500 to assess the high grade gold resource on the Viking gold property specifically the Thor high grade vein.

8. Property and equipment

Cost	Land	Buildings	Equipment	Office Equipment	Trucks	Total
	$	$	$	$	$	$
Balance, April 30, 2015	40,000	159,000	224,956	9,200	10,000	443,156
Balance, July 31, 2015	**40,000**	**159,000**	**224,956**	**9,200**	**10,000**	**443,156**
Accumulated amortization						
Balance, April 30, 2015	-	95,141	184,959	7,463	7,961	295,524
Amortization	-	1,597	2,000	87	153	3,837
Balance, July 31, 2015	**-**	**96,738**	**186,959**	**7,550**	**8,114**	**299,361**
Net book value						
As at April 30, 2015	40,000	63,859	39,997	1,737	2,040	147,633
Balance, July 31, 2015	**40,000**	**62,262**	**37,997**	**1,650**	**1,886**	**143,795**

9. Accounts payable and accrued liabilities

Payables and accrued liabilities for the Company are as follows:

	July 31, 2015	April 30, 2015
	$	$
Trade payables	126,621	111,618
Due to related parties (Note 12)	384,579	374,429
Accrued liabilities	74,480	60,230
Total	**585,679**	**546,277**

10. Due to Director

The amount due to director is non-interest bearing and has no set terms of repayment

11. Equity Capital and Reserve

(a) **Authorized**
Unlimited common shares without par value

(b) **Issued and outstanding – Common Shares**

	Shares	**Value**
Balance, as at April 30, 2015	49,716,122	$9,106,377
Balance, as at July 31, 2015	**49,716,122**	**$9,106,377**

(c) Warrants

Details of warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, as at April 30, 2015	**166,666**	$0.26
Expired	(166,666)	
Balance, as at July 31, 2015	**-**	-

(d) Stock Options

A summary of the status of outstanding stock options as of July 31, 2015 is presented below.

	Stock Options	Weighted Average Exercise Price
Balance, April 30, 2015	1,650,000	$0.23
Expired	-	-
Balance, as at July 31, 2015	1,650,000	$0.23

The following table summarizes information about stock options outstanding as at July 31, 2015

Number of Options	Exercise Price	Weighted Average Remaining Contractual Life (Years)	Black-Scholes Value	Expiry Date
350,000	$0.35	1.0	$82,390	November 9, 2015
1,300,000	$0.20	2.0	219,256	November 16, 2017
1,650,000			$301,646	

The fair values of the warrants and stock options were estimated on the issuance date using the Black-Scholes pricing model, with the following weighted average assumptions:

Expected dividend yield	0%
Expected annual volatility	82% to 108%
Risk-free interest rate	0.98% to 1.13%
Expected average life	2 and 5 years

11. Equity Capital and Reserve (Continued)

(e) Contributed Surplus

Balance, April 30, 2015	**$3,211,995**
Expired warrants	6,028
Balance, as at July 31, 2015	**$3,218,023**

12. Related Party Transactions

No director fees have been paid to directors.

As at July 31, 2015, $9,000 (2015 - $36,000) was accrued and or charged to a company controlled by the President of the Company for management and accounting services, with $33,900 (2014 - $33,900) remaining in accounts payable and $45,000 (2015 – $36,000) remaining in accrued expenses as at July 31, 2015.

The amount due to director as at July 31, 2015 is $384,579 (2015 - $374,429). The loan is non-interest bearing and has no set terms of repayment.

13. Capital and Financial Risk Management

The Company manages capital, based on its cash and equivalents and ongoing working capital, with an objective of safeguarding the Company's ability to continue as a going concern, maximizing the funds invested into exploration and development activities, exploring and developing gold resources, and considering additional financings which minimize shareholder dilution. There were no changes in the Company's approach to capital management during the period ended July 31, 2015.

The Company's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

The Company manages capital in proportion to risk and manages the exploration and evaluation assets and capital structure based on economic conditions and prevailing gold commodity pricing and trends. The Company relies on equity financings to maintain adequate liquidity to support its ongoing exploration and development activities and ongoing working capital commitments.

Fair Value
The carrying values for primary financial instruments, including cash, HST receivable, other receivables, marketable securities and accounts payable and accrued liabilities approximate fair values due to their short-term maturities. The Company's exposure to potential loss from financial instruments relates primarily to its cash held with Canadian financial institutions.

The fair value of financial instruments that are measured subsequent to initial recognition at their fair value, is measured within a 'fair value hierarchy' which has the following levels:

i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
ii) Level 2: valuation techniques using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
iii) Level 3: valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash and marketable securities are considered Level 1.

There have been no major or significant changes that have had an impact on the overall risk assessment of the Company during the year. The objectives and strategy for the exploration and evaluation asset portfolio remains unchanged.

The Company's exploration and development activities expose it to the following financial risks:

Credit Risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

13. Capital and Financial Risk Management (Continued)

The Company's exposure to credit risk is concentrated in two specific areas: the credit risk on operating balances including receivables, primarily comprised of HST recoverable, and Cash and equivalents held with Canadian financial institutions. The maximum exposure to credit risk is equal to the carrying values of these financial assets.

The aggregate gross credit risk exposure at April 30, 2015 was $3,889 (April 30, 2015 - $7,872), and was comprised of $3,702 (April 30, 2015 - $7,286) in receivables and $187 (April 30, 2015 - $586) in Cash and equivalents held with Canadian financial institutions with a "AA" credit rating.

Property risk
The Company's significant projects are the Kramer, Viking (acquired from Northern Abitibi Mining Corp.) and Deer Lake properties in Newfoundland, Nora Lake in Ontario, and 50% joint venture with US Silver and Gold Inc. in Montana. Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon these properties. If no additional mineral resource properties are acquired by the Company, any adverse development affecting these properties may have a material adverse effect on the Company's financial condition and results of operations.

Market Risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign currency exchange rates, commodity prices, interest rates and liquidity. A discussion of the Company's primary market risk exposures, and how those exposures are currently managed, follows:

Currency Risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company's financial assets and liabilities and operating costs are principally denominated in Canadian dollars. The Company has historically had insignificant operations in United States ("US") dollars. The Company has no US dollar hedging program due to its minimal exposure to financial gain or loss as a result of foreign exchange movements against the Canadian dollar.

Commodity Price Risk
Commodity prices, and in particular gold spot prices, fluctuate and are affected by factors outside of the Company's control. The current and expected future spot prices have a significant impact on the market sentiment for investment in mineral exploration companies and may impact the Company's ability to raise equity financing for its ongoing working capital requirements.

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. The Company's interest rate risk is minimal as there are no outstanding loans or interest-bearing debts. The Company has not entered into any interest rate swaps or other active interest rate management programs at this time.

Liquidity Risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and working capital obligations as they become due. To manage cash flow requirements, the Company maintains principally all its assets in cash and equivalents.

Sensitivity Analysis
The Company believes that movements of +10% / - 10% (FVTPL) in investments held for trading that are reasonably possible over the next twelve-month period will not have a significant impact on the Company. The Company believes that its cash position and short term investments provide adequate liquidity to meet all of the Company's near-term obligations.

14. Subsequent Event

On February 27, 2015 the Company announced further to our announcement dated February 27, 2015 that it has acquired 100% interest in the Great Burnt Copper Property in Central Newfoundland from Pavey Ark Minerals Inc. ("Pavey Ark"), subject to regulatory approval. The Great Burnt Copper Property consists of one mining lease and 5 mineral exploration licences (156 contiguous claim units) with a total area of 4,065 ha. The Property includes the Great Burnt Copper Deposit, a copper-rich volcanogenic massive sulphide (VMS) deposit, as well as the North Stringer Zone, and the South Pond Copper Deposit, and several exploration targets.

14. Subsequent event (Continued)

P&E Mining Consultants Inc. ("P&E") of Brampton, Ontario completed a NI43-101 Technical Report and Resource Estimate on the Great Burnt Property for Pavey Ark which has been filed on www.sedar.com. The report dated January 12, 2015 and entitled, Technical Report and Resource Estimate on the Great Burnt Copper Property, Central Newfoundland, was prepared by Eugene Puritch, P.Eng., President of P&E, an independent "Qualified Person", for the purposes of NI43-101. P&E has estimated that the Property has Indicated Resources of 441,100 tonnes at 2.50% Cu (24.3 million lbs of Cu) plus Inferred Resources of 829,300 tonnes at 2.11% Cu (38.6 million lbs of Cu) at a 1.0% Cu cut-off. P&E considers that the Great Burnt Copper Property contains a significant copper resource and merits further evaluation. P&E's recommendations include an initial exploration program budgeted at $268,000 comprising re-assaying existing drill core for gold at the South Pond Copper Deposit, 600 m of diamond drilling to test priority targets, initial metallurgical testwork, and a preliminary economic analysis (PEA) to evaluate developing a surface starter pit and underground mining operation on the Property. P&E has identified several exploration targets on the 14-km-long favourable metavolcanic and metasedimentary stratigraphy. In addition to the VMS copper mineralization, the targets include the South Pond Gold Zone that, with the South Pond Copper Deposit, presents over 2 km strike length of near-surface gold-copper mineralization.

Spruce Ridge will pay $390,000.00 plus issue 200,000 common shares and 300,000 Warrants. Pavey Ark acknowledges the receipt of $25,000 deposit from Spruce Ridge, which Pavey Ark shall apply to payment on account of the purchase price with the balance of $365,000 as a non-convertible loan, with principal and interest at 8% (annually) amortized over 36 months with payments starting August 2015. Pavey Ark will retain a 0.5% Net Smelter Royalty on any production from Mining Lease ML211 and that part of Exploration Licence 21732M that was part of former Exploration Licence 10210M; and a 2% net smelter royalty on any production from the Mineral Exploration Licenses numbered 6682M, 6683M, 9881M, 20961M and that part of 21732M that was not part of former Exploration Licence 10210M. In the event that the loan is paid in full prior to December 31, 2015, the 2% net smelter royalty on and production from the Mineral Exploration Licenses numbered 6682M, 6683M, 9881M, 20961M and that part of 21732M that was not part of former Exploration Licence 10210M will be reduced to 1.5%.

The 200,000 common shares will have a deemed value of $10,000 or $0.05 per share and will be subject to a four month hold from the date of issue. The 300,000 warrants will have an exercise price of $0.10 per common share for a period of five years from the date of issue. The Warrants are subject to the right of the Company to accelerate the exercise period. If after four months and one day from the issuance of the Warrants, common shares of the Company trade at or above CDN $0.15 for a period of 20 consecutive trading days, the Company may notify the warrant holder to exercise the Warrants at a date no later than 30 calendar days after this notification date or forfeit any unexercised warrants at that time.

Shares for Debt

Subject to TSX Venture Exchange approval, the Company will undertake an exchange of existing debt in the amount of $200,000 for 4,000,000 common shares at a deemed price of $0.05 per share to a "non-arm's length" individual, John Ryan, President and Chief Executive Officer of the Company. Mr. Ryan has loaned the Company a total of $424,392 as at the date of this press release pursuant to a non-interest bearing loan which has no set terms of repayment. Pursuant to this debt settlement, the outstanding amount of this loan will be reduced to $224,392, and John Ryan will hold a total of 8,229,722 shares inclusive of the debt settlement shares representing ownership of 15.3% of the 53,716,122 shares of the Company which will be outstanding upon completion of the debt settlement. John Ryan currently owns 4,229,722 shares of the Company and the Company currently has 49,716,122 shares issued and outstanding.

The disinterested directors of the Company have approved this debt settlement and it is subject to Exchange approval. The securities to be issued will be subject to a hold period of four months and one day.

The participation in the debt settlement by a "related party" of the Company, namely, John Ryan, President and Chief Executive Officer, who is an insider of the Company, constitutes a "related party transaction" as such term is defined by Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions ("MI 61-101"), requiring the Company, in the absence of exemptions, to obtain a formal valuation for, and minority

14. Subsequent event (Continued)

shareholder approval of, the “related party transaction”. The Company is relying on the exemptions from the formal valuation and minority approval requirements of MI 61-101 pursuant to which a formal valuation and minority approval are not required in the event that at the time the transaction is agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves interested parties, exceeds 25 per cent of the Company’s market capitalization.

For the purposes of National Instrument 62-103 early warning reporting, the address of Mr. John Ryan is 7735 Leslie Road West, Puslinch, ON N0B 2J0. Prior to the debt settlement, John Ryan held 4,229,722 shares and 500,000 management incentive options. Upon completion of the debt settlement, John Ryan will own 8,229,722 Common Shares representing approximately 15.3% of the 53,716,122 common shares issued and outstanding after the debt settlement, and approximately 16.1% of the issued and outstanding common shares if John Ryan exercises the 500,000 management incentive options held by him. Mr. Ryan acquired the common shares for investment purposes, and has no current intention to increase the beneficial ownership of, or control or direction over, securities of the Company.