

WPC RESOURCES INC.
(An Exploration Stage Company)

Financial Statements
May 31, 2010 and 2009

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WPC RESOURCES INC.
(An Exploration Stage Company)
Balance Sheets
As at May 31, 2010 and November 30, 2009

	May 31, 2010	November 30, 2009
Assets		
Current		
Cash and cash equivalents	\$ 714,753	\$ 302,440
Other receivable	600,000	-
GST receivable	7,142	1,225
Prepaid expenses	59,212	43,908
	1,381,107	347,573
Resource Properties (notes 5 and 11)	222,502	221,302
	\$ 1,603,609	\$ 568,875
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 10,577	\$ 18,511
Shareholders' Equity		
Capital Stock (note 8)	1,929,794	635,006
Obligation to issue shares (note 9)	-	80,000
Deficit	(336,762)	(164,642)
	1,593,032	550,364
	\$ 1,603,609	\$ 568,875

Approved by the Board:

"Crichy Clarke"
..... Director
Crichy Clarke

"Al Fabbro"
..... Director
Al Fabbro

WPC RESOURCES INC.
(An Exploration Stage Company)
Statements of Operations and Deficit
For the Three-and six-month Periods Ended May 31, 2010 and 2009

	Three-Month Period		Six-Month Period	
	Ended May 31,		Ended May 31,	
	2010	2009	2010	2009
Expenses				
Professional fees	\$ 24,955	\$ 25,980	\$ 45,888	\$ 28,980
Filing fees	26,345	-	44,976	-
Consulting fees	10,447	-	20,894	-
Shareholder relations	7,053	-	12,053	-
Management fees	10,000	-	10,000	-
Director fees	10,000	-	10,000	-
Office expenses	4,244	3,000	8,134	6,000
Travel & entertainment	3,637	-	7,661	-
Rent	3,000	3,000	6,000	6,000
Transfer agent fees	6,099	-	6,099	-
Bank charges	27	493	415	629
Loss Before Other Item	105,807	32,473	172,120	41,609
Other Item				
Interest revenue	-	(3,259)	-	(3,259)
Net Loss for Period	105,807	29,214	172,120	38,350
Deficit, Beginning of Period	230,955	51,627	164,642	42,491
Deficit, End of Period	\$ 336,762	\$ 80,841	\$ 336,762	\$ 80,841
Loss Per Share	\$ 0.006	\$ -	\$ 0.01	\$ -
Weighted Average Number of				
Common Shares Outstanding	17,251,842	-	17,251,842	-

WPC RESOURCES INC.
(An Exploration Stage Company)
Statements of Cash Flows
For the Three-and six-month Periods Ended May 31, 2010 and 2009

	Three-Month Period Ended May 31,		Six-Month Period Ended May 31,	
	2010	2009	2010	2009
Operating Activities				
Net loss	\$ (105,807)	\$ (29,214)	\$ (172,120)	\$ (38,350)
Changes in non-cash working capital				
Accounts receivable	(603,688)	(201,063)	(605,917)	(195,829)
Prepaid expenses	(15,304)	-	(15,304)	-
Accounts payable and accrued liabilities	(6,018)	9,815	(7,934)	9,815
	(625,010)	(191,248)	(629,155)	(186,014)
Cash Used in Operating Activities	(730,817)	(220,462)	(801,275)	(224,364)
Investing Activities				
Expenditures on resource properties	(1,200)	-	(1,200)	(1,097)
Cash Used in Investing Activities	(1,200)	-	(1,200)	(1,097)
Financing Activities				
Shares issued for cash (net)	1,214,788	-	1,214,788	-
Share subscriptions received	-	-	-	(30,000)
Cash Provided by Financing Activities	1,214,788	-	1,214,788	(30,000)
Change in Cash	482,771	(220,462)	412,313	(255,461)
Cash, Beginning of Period	231,982	472,799	302,440	507,798
Cash, End of Period	714,753	252,337	714,753	252,337
Supplemental Cash Flow Information				
Shares issued for services	\$ -	\$ -	\$ -	\$ -
Shares issued for property	\$ 80,000	\$ -	\$ 80,000	\$ -

WPC RESOURCES INC.
(An Exploration Stage Company)
Statement of Resource Property Interest
For the Period Ended May 31, 2010

Exploration:

	Quest Lake Property	Total
Balance, November 30, 2007	\$ 105,908	\$ 105,908
Exploration costs:		
Staking and recording	11,818	11,818
Assay and recording	1,802	1,802
Consulting	18,000	18,000
Geophysics	79,705	79,705
Helicopter	2,041	2,041
Site personnel	350	350
Travel	581	581
Total additions during year	114,297	114,297
Balance, November 30, 2008	220,205	220,205
Exploration costs:		
Staking and recording	537	537
Consulting	560	560
Total additions during year	1,097	1,097
Balance, November 30, 2009	221,302	221,302
Exploration costs:		
Geological consulting	1,200	1,200
Balance, May 31, 2010	\$ 222,502	\$ 222,502

During the summer of 2007, the Company undertook an exploration program at an approximate cost of \$15,000, which consisted of the collection of 54 grab samples from several of the old trenches on the Property, and in May of 2008, it completed a 420 line-km airborne magnetic and GEOTEM™ survey at an approximate cost of \$100,000.

WPC RESOURCES INC.
(An Exploration Stage Company)
Notes to Financial Statements
For the Three-and six-month Periods Ended May 31, 2010 and 2009

1. OPERATIONS

WPC Resources Inc. (the "Company") was incorporated under the laws of British Columbia on April 13, 2007. The Company's principal business is the acquisition, exploration and development of resource property interests. On February 12, 2010, the Company filed its final prospectus with the TSX Venture Exchange and received TSX approval on April 19, 2010. On April 20, 2010, the Company's common shares began trading on the TSX Venture Exchange under the symbol WPQ.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the Company being able to satisfy its liabilities as they become due and to obtain the necessary financing to complete the exploration for and development of its resource property interests, the attainment of profitable mining operations or the receipt of proceeds from the disposition of its resource property interests. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going concern.

The Company reported a net loss of \$172,120 for the six-month period ended May 31, 2010 (2009 - \$38,350) and has an accumulated deficit of \$336,762 as at May 31, 2010 (November 2009 - \$164,642). At May 31, 2010, the Company had \$714,753 in cash available to meet its liabilities as they become due and continue exploring its resource property interests in the next year. The Company relies on financing through the issuance of additional shares of its common stock until such time as it achieves sustained profitability through profitable mining operations, or the receipt of proceeds from the disposition of its resource property interests. There are no assurances that the Company will be able to raise sufficient funds to continue exploration of its resource property interests.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and are stated in Canadian dollars, which is the Company's functional currency.

(b) Cash and cash equivalents

Cash and cash equivalents is comprised of cash and highly liquid short-term investments maturing within three months from the original dates of acquisition that can be converted at any time to known amounts of cash with no significant price risk.

(c) Interest income

Interest income derived from cash and cash equivalents and short-term investments is recognized on an accrual basis as earned at the stated rate of interest.

WPC RESOURCES INC.
(An Exploration Stage Company)
Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and losses carried forward. Future tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets is limited to the amount of the benefit that is more likely than not to be realized.

(e) Resource property interests

The Company defers all costs related to investments in resource property interests on a property-by-property basis. Such costs include resource property acquisition costs and exploration expenditures, net of any recoveries. Costs are deferred until such time as the extent of mineralization has been determined and resource property interests are either developed, the property is sold or the Company's mineral rights are allowed to lapse.

All deferred costs are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount (as estimated by quantifiable evidence of an economic geological resource or reserve or by reference to option or joint venture expenditure commitments) or when, in the Company's assessment, it will be unable to sell the property for an amount greater than the deferred costs, the property is written down for the impairment in value.

From time to time, the Company may acquire or dispose of a resource property interest pursuant to the terms of an option agreement. As options are exercisable entirely at the discretion of the optionee, option payments are recorded as property costs or recoveries when the payments are made or received.

(f) Use of estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of estimates include the determination of asset retirement obligations ("ARO"), accrued liabilities, the recoverability of resource property interest and the determination of the valuation allowance for future income tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows. Asset retirement obligations.

WPC RESOURCES INC.
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Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Asset retirement obligations

The Company recognizes an estimate of the liability associated with an ARO in the financial statements at the time the liability is incurred. The estimated fair value of the ARO is recorded as a long-term liability, with a corresponding increase in the carrying amount of the related asset. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to earnings in the period. The ARO can also increase or decrease due to changes in the estimates of timing of cash flows or changes in the original estimated undiscounted cost. Actual costs incurred upon settlement of the ARO are charged against the ARO to the extent of the liability recorded. The Company has determined that it has no material AROs as at May 31, 2010 and November 30, 2009.

(h) Financial instruments and comprehensive income

All financial instruments are classified as one of the following: held-to-maturity, loans and receivables, held-for-trading, available-for-sale or other financial liabilities. Financial assets and liabilities held-for-trading are measured at fair value with gains and losses recognized in net income. Financial assets held-to-maturity, loans and receivables, and other financial liabilities are measured at amortized cost using the effective interest method. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) and reported in shareholders' equity. Any financial instrument may be designated as held-for-trading upon initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial instruments that are classified as other than held-for-trading, which are expensed as incurred, are included in the initial carrying value of such instruments.

Comprehensive income (loss) is the overall change in the net assets of the Company for a period, other than changes attributable to transactions with shareholders. It is made up of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) consists of gains and losses affecting shareholders' equity that under GAAP are excluded from net income (loss).

The Company has no items of other comprehensive income or loss in any period presented. Therefore, net loss as presented in the Company's statements of operations equals comprehensive loss.

WPC RESOURCES INC.

(An Exploration Stage Company)

Notes to Financial Statements

For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Future accounting changes

(i) International Financial Reporting Standards ("IFRS")

In 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that the transition to International Financial Reporting Standards ("IFRS") from Canadian GAAP will be effective for fiscal years beginning on or after January 1, 2011 for publicly accountable enterprises. The Company will therefore be required to present IFRS financial statements for its February 28, 2012 interim financial statements. The effective date will require the restatement for comparative purposes of amounts reported by the Company for the interim periods and for the year ended November 30, 2011. The Company is currently evaluating the impacts of the conversion on the Company's financial statements and is considering accounting policy choices available under IFRS.

(ii) Business Combinations

In January 2009, the CICA issued Section 1582, "Business Combinations", Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-Controlling Interests". These sections replace the former Section 1581, "Business Combinations", and Section 1600, "Consolidated Financial Statements", and establish a new section for accounting for a non-controlling interest in a subsidiary.

Sections 1582 and 1602 will require net assets, non-controlling interests and goodwill acquired in a business combination to be recorded at fair value and non-controlling interests will be reported as a component of equity. In addition, the definition of a business is expanded and is described as an integrated set of activities and assets that are capable of being managed to provide a return to investors or economic benefits to owners. Acquisition costs are not part of the consideration and are to be expensed when incurred. Section 1601 establishes standards for the preparation of consolidated financial statements.

These new sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after December 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

WPC RESOURCES INC.
(An Exploration Stage Company)
Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company classifies its cash and cash equivalents as held-for-trading and accounts payable and accrued liabilities as other financial liabilities.

(a) Fair value

The carrying values of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

As the carrying values of the Company's remaining financial instruments approximate their fair values, disclosure is not made of their level in the fair value hierarchy.

(b) Cash equivalents

There are no cash equivalents as of May 31, 2010. Amounts consist of cash only.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents as all amounts are held at a single major Canadian financial institution. The maximum exposure is as follows:

	2010	2009
Cash and cash equivalents	\$ 714,753	\$ 252,337

(d) 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. Market risk comprises three types of risk: interest rate, foreign currency and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market interest rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

WPC RESOURCES INC.
(An Exploration Stage Company)
Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Cont'd)

(e) Market risk (Continued)

(ii) Foreign currency risk

The Company is not exposed to significant foreign currency risk.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

(f) Liquidity risk

Liquidity risk is the risk the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities. The Company's cash and cash equivalents at May 31, 2010 totalled \$714,753 (2009 - \$252,337). At May 31, 2010, the Company had accounts payable of \$10,577 (2009 - \$29,815) that have contractual maturities of 30 days or less and are subject to normal trade terms.

5. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its resource property. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead in order to manage costs, commitments and exploration activities.

The Company's primary source of funds comes from the issuance of capital stock. Although the Company has been successful at raising funds in the past through the issuance of capital stock, it is uncertain whether it will continue this financing due to uncertain economic conditions. The Company does not usually use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations. The Company is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the year.

WPC RESOURCES INC.
(An Exploration Stage Company)
Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

6. RESOURCE PROPERTY INTEREST

The Quest Lake Property (the “Property”) consists of 16 contiguous mineral claims and is located in the Northwest Territories.

On June 29, 2007, the Company signed a letter of understanding to acquire a 100% interest in the Property in exchange for 800,000 common shares of the Company valued at \$80,000. The value is based on a price of \$0.10 per share, which was the price of shares issued by the Company around that time and also approximates the carrying value of the Property. The vendors retain a 2% net smelter royalty, of which the Company may purchase half for \$1,000,000. At November 30, 2009, the 800,000 common shares had not been issued and are reflected as “obligation to issue shares” in the Company’s financial statements. These will be issued in conjunction with the finalization of the initial public offering. One of the vendors of the Property interest is a director of the Company.

Realization of assets

The investment in and expenditures on its resource property interest comprise a significant portion of the Company’s assets. Realization of the Company’s investment in this asset is dependent upon the establishment of legal ownership, the attainment of successful production from the property or from the proceeds of its disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful life of the property upon commencement of commercial production or written off if the property is abandoned or the claims allowed to lapse.

Title to resource property interest

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

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its property. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to its current property that may result in material liability to the Company.

WPC RESOURCES INC.**(An Exploration Stage Company)****Notes to Financial Statements****For the Three- and Six-Month Periods Ended May 31, 2010 and 2009**

6. RESOURCE PROPERTY INTEREST (Cont'd)

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the resource property, the potential for production on the property may be diminished or negated.

7. CAPITAL STOCK**(a) Authorized**

100,000,000 common shares without par value

(b) Issued

	Shares		Amount
Balance, November 30, 2008 and 2007	2	\$	2
Shares issued for subscriptions previously received	10,650,240		635,004
Balance, November 30, 2009	10,650,242	\$	635,006
Shares cancelled	(1,498,000)	\$	(14,980)
Shares issued	299,600		14,980
Shares issued for property payment	800,000		80,000
Initial Public Offering	7,000,000		1,400,000
Balance, May 31, 2010	17,251,842	\$	2,115,006

During the six-month period ended May 31, 2010:

On April 19, 2010, the Company announced that it closed its initial public offering on April 16, 2010. The offering consisted of 7,000,000 units at a price of \$0.20 per unit for gross proceeds of \$1,400,000. Each unit is comprised of one common share of the Company and one share purchase warrant. Each share purchase warrant entitles the holder to purchase an additional common share at a price of \$0.35 until April 16, 2011. Jordan Capital Markets Inc. acted as agent for the offering and received from the Company a cash commission of 8% of the gross proceeds of the offering and a corporate finance fee of \$50,000 plus GST, plus reimbursement for all expenses incurred in connection with the offering. In addition, the Company issued to Jordan Capital Markets and other participating brokers (including Canaccord Capital Corp., Leede Financial Markets Inc., Bolder Investment Partners Ltd., Jones Gable & Company Ltd., Wolverton Securities Ltd., Pacific International Securities Ltd. and CIBC Wood Gundy) an aggregate of 700,000 non-transferable share purchase warrants to acquire 700,000 common shares of the Company at a price of \$0.20 per common share until April 16, 2011.

WPC RESOURCES INC.
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Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

7. CAPITAL STOCK (Cont'd)

The Company cancelled 1,498,000 shares originally valued at \$0.01 per share for a total of \$14,980. On the same day, the Company issued 299,600 shares valued at \$0.05 for a total of \$14,980. The 299,600 shares were issued to the same parties who held the 1,498,000 shares in proportion to their shareholdings of the 1,498,000 cancelled shares.

During the year ended November 30, 2009:

- (i) The Company refunded share subscriptions for 300,000 common shares previously received for a total of \$30,000.
- (ii) The Company issued 10,650,240 shares for share subscriptions previously received. A reclassification of \$635,004 was made from obligation to issue shares to capital stock.

During the year ended November 30, 2008:

- (iii) The Company received funds in exchange for an obligation to issue 400,000 common shares as part of a private placement at \$0.10 per common share for proceeds of \$40,000.
- (iv) The Company refunded share subscriptions for 270,000 common shares previously received for a total of \$27,000.

WPC RESOURCES INC.
(An Exploration Stage Company)
Notes to Financial Statements
For the Three- and Six-Month Periods Ended May 31, 2010 and 2009

8. INCOME TAXES

The reconciliation of income tax provision computed at the statutory tax rate of 30.04% (2008 – 31.30%) to the reported income tax provision is as follows:

	2009	2008
Income tax liability computed at Canadian statutory rates		
Loss before income tax	\$ (39,920)	\$ (6,481)
Other timing differences	0	(10,776)
Effect of change in tax rate	7,017	(2,198)
Increase in valuation allowance	32,903	19,455
Income tax expense	\$ 0	\$ 0

The Company has non-capital losses of \$164,642 available for carry-forward to reduce future years' income for income tax purposes. These losses expire as follows:

2027	\$ 11,055
2028	20,706
2029	132,881
	\$ 164,642

The components of the future income tax assets are as follows:

	2009	2008
Future income tax assets		
Non-capital loss carry-forwards	\$ 164,642	\$ 31,761
Tax rate	25.00%	26.00%
	41,161	8,258
Non-refundable mining tax credit	11,711	11,711
Valuation allowance	(52,872)	(19,969)
	\$ 0	\$ 0

The valuation allowance reflects the Company's estimate that the tax assets more likely than not will not be realized.

WPC RESOURCES INC.
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9. RELATED PARTY TRANSACTIONS

The aggregate amount of expenditures paid to a company related by common directors and management of the Company include:

- (a) Accounting fees of \$6,000 (2009 - \$6,000); and
- (b) Office expenses of \$6,000 (2009 - \$6,000); and
- (c) Rent of \$6,000 (2009 - \$6,000).

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Company shares office space with a company related by common directors and management and, as of March 2008, pays \$3,000 on a month-to-month basis for shared office and administrative costs. The monthly fee is split evenly between accounting fees, office expenses and rent, as noted above.

10. SUBSEQUENT EVENTS

On June 21, 2010, the Company announced that it has entered into an acquisition agreement (the "Acquisition Agreement") to purchase a 100% interest in 350 mineral claims located in Lander County and Eureka County, Nevada (the "Claims"). The Claims are in the Cortez-Battle Mountain Trend, which has produced and identified 32 million ounces of gold over the past thirty years and is second only to the Carlin Trend in reserves and production. The Claims cover over 7,000 acres and are situated in a strategic position between the southern border of Barrick Gold's Cortez gold mine and the northern border of US Gold's Cortez claims.

Under the terms of the Acquisition Agreement, the Company will acquire a 100% mineral interest in the Claims from arm's length vendor Golden Spike Mining, a Nevada corporation controlled by Mr. Peter Kuhn (the "Vendor"). As consideration for the Claims, the Vendor has received a cash payment of \$50,000 and will retain a 1.5% Net Smelter Royalty payable on all production from the property. To complete the acquisition, the Company must pay staking registration fees to the Nevada State Office of the Bureau of Land Management and the Lander and Eureka County Recorders on or before June 29, 2010.

The Company also that it was in preliminary negotiations to acquire an existing gold mining operation in Manitoba. The Company subsequently terminated all negotiations with respect to this property purchase.

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10. SUBSEQUENT EVENTS (Cont'd)

On June 30, 2010, the Company announced that its shareholders approved all matters presented at the Annual General Meeting held on June 29, 2010. The Company's shareholders re-elected Crichy Clarke, Allan Fabbro, Richard Jordens, Ernest Peters, Glen MacDonald and Bruce Hamilton to the Board of Directors. Each shall serve as a Director of the Company until the 2011 Annual General Meeting. Shareholders of the Company also re-appointed Smythe Ratcliffe, Chartered Accountants, as auditors for the ensuing year and approved the 2010 10% Rolling Stock Option Plan, the particulars of which are set out in more detail in the Company's Management Information Circular dated May 25, 2010.