

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Condensed Interim Financial Statements
Nine months ended April 30, 2015
Unaudited – Expressed in Canadian Dollars

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements they must be accompanied by a notice indicating that these condensed interim 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.

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Condensed Interim Statements of Financial Position

Unaudited – Prepared by Management

In Canadian Dollars

	April 30, 2015 \$	July 31, 2014 \$
Assets		
Current Assets		
Cash and cash equivalents	155,378	431,871
GST receivable	799	-
Prepaid expense	-	-
	156,177	431,871
Mineral property interest (Note 9)	61,835	27,835
	218,012	459,709
TOTAL ASSETS	218,012	459,709
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable	570	5,054
Accrued liabilities	-	7,700
Investor deposit	4,000	-
	4,570	9,754
Shareholders' Equity		
Share capital (Note 5)	622,383	592,383
Reserve	72,389	72,389
Deficit	(481,330)	(214,820)
	213,442	449,952
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	218,012	459,709
Nature and Continuance of Operations (Note 1)		

Approved On behalf of the Board
on May 25, 2015:

"Ron Miles"

Ron Miles - Director

"Richard Haslinger"

Richard Haslinger -
Director

The accompanying notes are an integral part of these Financial Statements

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Condensed Interim Statement of Comprehensive Loss

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management

In Canadian Dollars

	Three Months Ended April 30, 2015	Three Months Ended April 30, 2014	Nine Months Ended April 30, 2015	Nine Months Ended April 30, 2014
EXPENSES				
Administrative fees	\$ 4,500	\$ 4,500	\$ 13,500	\$ 13,500
Bank Charges	(4)	7	221	47
Consulting	11,571	-	17,071	-
Exploration (Note 9)	-	-	208,222	-
Filing and transfer agent fees	6,047	7,096	12,137	11,206
Office and Misc.	763	-	898	-
Professional fees	442	2,860	14,461	5,456
Rent (Note 8)	-	1,500	-	4,500
GST expense	-	11,542	-	11,542
	<u>23,319</u>	<u>27,505</u>	<u>266,510</u>	<u>46,251</u>
OTHER INCOME (EXPENSES)				
Interest income	-	1,483	-	4,813
	<u>-</u>	<u>1,483</u>	<u>-</u>	<u>4,813</u>
Net loss and total comprehensive loss for the period	<u>\$ (23,319)</u>	<u>\$ (26,022)</u>	<u>\$(266,510)</u>	<u>\$(41,438)</u>
Basic and diluted loss per common share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.05)</u>	<u>\$ (0.01)</u>
Weighted average number of common shares outstanding	<u>5,108,000</u>	<u>3,158,000</u>	<u>5,088,541</u>	<u>3,158,000</u>

The accompanying notes are an integral part of these Financial Statements

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Condensed Interim Statement of Changes in Equity

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management

In Canadian Dollars

	Number of Outstanding Shares	Share Capital	Reserve	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$
At July 31, 2014	4,508,000	592,383	72,389	(214,820)	449,952
Shares issued for option property payment and finder's fee	600,000	30,000	-	-	30,000
Net loss for the period ended April 30, 2015	-	-	-	(266,510)	(266,510)
At April 30, 2015	5,108,000	622,383	72,389	(481,330)	213,442

	Number of Outstanding Shares	Share Capital	Reserve	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$
At July 31, 2013	4,508,000	592,383	72,389	(122,833)	541,939
Net loss for the period ended April 30, 2014	-	-	-	(41,438)	(41,438)
At April 30, 2014	4,508,000	592,383	72,389	(164,271)	500,501

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

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Condensed Interim Statement of Cash Flows

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management

In Canadian Dollars

	2015	2014
Cash Flow provided by/(used in):		
Operating activities		
Net loss for the period	\$ (266,510)	\$ (41,438)
Accrued interest income	-	(4,000)
Changes in non-cash working capital items:		
GST receivable	(799)	4,570
Accounts payable and accrued liabilities	(9,184)	(9,606)
Prepaid expense	-	(20,000)
	(276,493)	(70,474)
Investing activities		
Proceeds on short-term investment	-	75,000
Mineral property option payment	-	(25,000)
	-	50,000
Financing activities		
Issuance of common shares	-	-
Share issuance costs	-	-
	-	-
Change in cash position	(276,493)	(20,474)
Cash, beginning of the period	431,871	22,655
Cash, end of the period	\$ 155,378	\$ 2,181
Supplementary information		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Significant non-cash investing and financing transactions		
Shares issued for mineral property	\$ 30,000	\$ -

The accompanying notes are an integral part of these Financial Statements

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Notes to the Condensed Interim Financial Statements

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management, In Canadian Dollars

1. NATURE AND CONTINUANCE OF OPERATIONS

Blackeagle Development Corp. (formerly Symbio Capital Corp.) (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on February 14, 2011 and was classified as a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 until August 6, 2014. The Company has changed its name to Blackeagle Development Corp. on August 6, 2014. The Company completed its Initial Public Offering (“IPO”) on April 30, 2012 and its shares commenced trading on the Exchange (“TSX-V”) as a capital pool company. On August 6, 2014, the Company completed a “Qualifying Transaction” (“QT”) as defined in Policy 2.4 of the TSX-V (Note 10). The Company is in the exploration stage and is in the process of exploring mining properties in Canada. The head office, principal address and records office of the Company are located at 2922 Mt. Seymour Parkway, North Vancouver, British Columbia V7H 1E9.

These interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At April 30, 2015, the Company had not yet achieved profitable operations and had accumulated losses of \$481,330 since its inception, which may not be sufficient to sustain operations over the foreseeable future. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These interim financial statements do not include all of the information required of a full annual financial statement and are intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended these interim financial statements be read in conjunction with the audited annual financial statements of the Company for the most recent year ended July 31, 2014. These interim financial statements are presented in Canadian dollars, which is the Company’s functional and reporting currency. These interim financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss (“FVTPL”), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements, which include the following:

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Notes to the Condensed Interim Financial Statements

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management, In Canadian Dollars

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

a. Mineral properties

The Company accounts for its mineral properties in accordance with IFRS 6. The Company capitalizes mineral property interest acquisition costs, which include the cash consideration, option payment under an earn-in arrangement and, the fair value of common shares issued for mineral property interests. The acquisition costs are deferred until the property is placed into development (when commercial viability and technical feasibility are established), sold or abandoned or determined to be impaired. Before moving acquisition costs into property, plant and equipment upon commencement of development stage, the property is first tested for impairment. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The Company expenses to operations all exploration and evaluation costs incurred prior to the determination of economically recoverable reserves. Exploration and evaluation expenditure relates costs incurred for investigation and evaluation of potential mineral reserves and resources, including geological consulting, trenching, exploratory drilling, sampling, mapping and other activities in searching for ore bodies under the properties, and evaluate the technical and commercial viability of developing mineral properties identified through exploration. Exploration and evaluation expenditures, net of any recoveries, are recorded on a property-by-property basis.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry practice 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 title may be affected by undetected defects.

b. Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the year incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense.

As at April 30, 2015, the Company, given the early stage of exploration on its mineral properties, has no reclamation costs and therefore no provision for environmental rehabilitation has been made.

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Notes to the Condensed Interim Financial Statements

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management, In Canadian Dollars

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

c. Impairment of tangible and intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. 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 is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the year. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that 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. A reversal of an impairment loss is recognized immediately in profit or loss.

d. Financial instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss ("FVTPL"), available-for-sale, FVTPL liabilities or other liabilities.

The Company has classified its financial instruments as follows:

<u>Financial Instrument</u>	<u>Classification</u>
Cash	FVTPL
Accounts payable and accrued liabilities	Other liabilities

The Company's financial instruments measured at fair value on the statement of financial position consist of cash and cash equivalents. Cash and cash equivalents are measured at level 1 of the fair hierarchy. There are three levels of the fair value hierarchy as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

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2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d. Financial instruments *(continued)*

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

e. New standards not yet adopted

The following standards have been issued but are not yet effective:

(i) Financial instruments

The IASB has issued IFRS 9 - Financial Instruments (“IFRS 9”) which intends to replace IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”) in its entirety with three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments. The IASB tentatively decided to defer the mandatory effective date until January 1, 2018 with earlier adoption still permitted. The Company will evaluate the impact the final standard will have on its consolidated financial statements based on the characteristics of its financial instruments at the time of adoption.

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3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

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

The most significant accounts that require estimates as the basis for determining the stated amounts include recognition of deferred income tax amounts and provision for restoration, rehabilitation and environmental costs.

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

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that mineral property costs incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Income taxes

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

Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 4.

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Notes to the Condensed Interim Financial Statements

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Unaudited – Prepared by Management, In Canadian Dollars

4. CAPITAL STOCK

- a. Authorized: unlimited common shares without par value
 unlimited preferred shares without par value
- b. Issued and Outstanding:

During the period ended April 30, 2015, the Company issued 600,000 common shares at a fair value of \$0.05 per common share for \$30,000 pursuant to the option agreement and in connection with the qualifying transaction.

- c. Stock Options:

The Company has adopted an incentive stock option plan (the "Option Plan"), which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company and that the number of common shares reserved for issuance pursuant to options granted to all consultants will not exceed 2% of the issued and outstanding common shares within any 12-month period. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant or 10 years in the case of a Charitable Option.

During the periods ended April 30, 2015, the Company did not grant any stock options.

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2013 and July 31, 2014	280,000	\$0.20
Granted	-	-
Balance, April 30, 2015	280,000	\$0.20

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4. CAPITAL STOCK (Continued)

At April 30, 2015, a summary of stock options outstanding and exercisable are as follows:

Grant Date	Number of Options Outstanding & Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
April 30, 2012	245,000	\$0.20	April 30, 2017	2.00
April 30, 2012	35,000	0.20	April 30, 2022	7.00
Total	280,000	\$0.20		

d. Warrants:

A summary of the Company's warrant activity is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2013	315,800	\$0.20
Expired	(315,800)	\$0.20
Balance, July 31, 2014 and April 30, 2015	-	\$-

At April 30, 2015, there were no warrants outstanding and exercisable.

5. CAPITAL DISCLOSURES

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

Notes to the Condensed Interim Financial Statements

For the Nine Months Ended April 30, 2015

Unaudited – Prepared by Management, In Canadian Dollars

6. FINANCIAL INSTRUMENTS

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Fair value

The carrying value of accounts payable and accrued liabilities approximated their fair value because of the relatively short-term nature of these instruments. Cash, which is classified as held for trading and carried at fair value, has been determined using Level 1 inputs.

Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)

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Unaudited – Prepared by Management, In Canadian Dollars

7. RELATED PARTY TRANSACTIONS

As at April 30, 2015, the Company owed \$Nil (July 31, 2014 - \$Nil) to a director of the Company.

During the period ended April 30, 2015, consulting fee of \$8,500 (April 30, 2014 - \$nil) and rent of \$nil (April 30, 2014 - \$4,500) incurred with a director of the Company.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

8. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral property in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

9. MINERAL PROPERTY INTEREST AND QUALIFYING TRANSACTION

The Company has entered into an option agreement (the "Option Agreement") dated April 8, 2014, as amended and restated April 25, 2014 and June 26, 2014, between the Company and Tajiri Resources Corp. ("Tajiri") and Donald Bragg, Peter Fox and Barry Price (collectively, the "Vendors"), pursuant to which Tajiri granted the Company an option to acquire a 70% interest in 40 mineral claims located in British Columbia known as the OGK Property (the "OGK Property") subject to a 2% net smelter royalty ("NSR") payable to the Vendors.

The Company can earn a 70% interest in the Property by paying an aggregate of \$100,000 in cash, issuing 1,000,000 shares and incurring \$1,350,000 in work expenditures over three years as follows:

- * Paying \$25,000 cash to Tajiri upon execution of the Option Agreement (paid in 2014 year end)
- * Issuing 140,000 shares to the Vendors and 60,000 to Tajiri within 5 days after Final Exchange Approval in connection with the QT (the "Closing") (issued in August 6, 2014)
- * Incurring \$250,000 in work expenditures within one year of Closing
- * Paying \$35,000 cash to Tajiri and issuing 90,000 shares to Tajiri and 210,000 shares to the Vendors and incurring an additional \$350,000 in work expenditures on the Property within 2 years of Closing
- * Paying \$15,000 cash to Tajiri and \$25,000 cash to the Vendors, issuing 150,000 shares to Tajiri and 350,000 to the Vendors, and incurring an additional \$750,000 in work expenditures within 3 years of Closing.

A Finder's Fee of \$4,000 cash and 400,000 shares were paid/issued to Ramtag Resources Ltd in connection with the transaction in August 6, 2014.

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9. MINERAL PROPERTY INTEREST AND QUALIFYING TRANSACTION (Continued)

The Company's mineral property interests are comprised of properties located in Canada.

	OGK Property
Mineral property interest	
Balance, July 31, 2013	\$ -
Acquisition costs capitalized during the period	-
Balance, July 31, 2014	-
Reallocated from the QT	27,835
Acquisition costs capitalized during the period	34,000
Balance, April 30, 2015	\$ 61,835

During the period ended April 30, 2015, the Company incurred exploration expenditures as follows:

	2015	2014
Exploration and related expenditures		
Assaying	\$ 9,154	\$ -
Equipment rental and tool supplies	13,475	-
Field office	1,500	-
Geological consulting	81,743	-
Labour	43,400	-
Travel and accommodations	58,950	-
Total mineral property expenditures	\$ 208,222	\$ -