

Condensed Consolidated Interim Financial Statements  
(Expressed in Canadian dollars)

**BRIXTON METALS CORPORATION**  
(An Exploration Stage Company)

Three and nine month period ended June 30, 2012 and 2011

Unaudited – Prepared by Management

**NOTICE TO SHAREHOLDERS OF**

**Brixton Metals Corporation**

Responsibility for Financial Statements:

The accompanying condensed consolidated unaudited interim financial statements for the nine months ended June 30, 2012 of Brixton Metals Corporation have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Statements are presented on the accrual basis of accounting. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

These interim financial statements have not been reviewed by the Company's auditors.

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Condensed Consolidated Interim Statement of Financial Position  
(Unaudited – Expressed in Canadian dollars)

	As at June 30, 2012	As at September 30, 2011 (Note 18)
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,067,996	\$ 679,102
Restricted cash	75,000	30,000
HST receivable (note 7)	23,171	291,903
Prepaid expenses	82,841	681,348
	<b>1,249,008</b>	<b>1,682,353</b>
Exploration and evaluation assets (note 10)	146,959	415,287
Equipment (note 9)	7,441	4,845
	<b>\$ 1,403,408</b>	<b>\$ 2,102,485</b>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities (note 11)	\$ 401,330	\$ 119,062
Due to related parties (note 12)	11,801	17,016
Flow-through share premium liability (note 18(d))	-	31,100
	<b>413,131</b>	<b>167,178</b>
Shareholders' equity:		
Share capital (note 14(b))	8,412,742	7,300,471
Reserves (note 14(e))	618,724	543,088
Deficit	(8,041,189)	(5,908,252)
	<b>990,277</b>	<b>1,935,307</b>
Nature of operations and going concern (note 1)		
Commitments (notes 10 and 13)		
	<b>\$ 1,403,408</b>	<b>\$ 2,102,485</b>

See accompanying notes to condensed consolidated interim financial statements

Approved on behalf of the Board:

"Cale Moodie" Director

"Gary Thompson" Director

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Condensed Consolidated Interim Statement of Comprehensive Loss  
(Unaudited – Expressed in Canadian dollars)

	Three months ended June 30, 2012	Three months ended June 30, 2011 (Note 18)	Nine months ended June 30, 2012	Nine months ended June 30, 2011 (Note 18)
Administrative expenses:				
Amortization	660	94	1,710	285
Conference and exhibition	1,391	825	24,891	18,152
Consultant fees	1,080	-	8,232	65,000
Geological exploration	138,949	271,454	1,211,550	589,506
Insurance	5,452	3,334	17,419	6,667
Interest and bank charges	680	202	1,441	1,339
Investor relations	31,533	32,516	71,366	122,385
Listing and filing fees	2,700	5,799	21,366	29,464
Office and sundry	29,308	13,039	77,533	57,881
Professional services	16,738	48,271	96,427	129,278
Rent	15,962	-	28,612	-
Salaries and employee benefits	45,806	49,335	138,903	116,034
Share-based payments	31,564	100,293	134,826	302,901
Travel and meals	8,107	4,488	35,643	18,430
	<b>329,930</b>	<b>529,650</b>	<b>1,869,919</b>	<b>1,457,322</b>
Other income (expenses):				
Foreign exchange	40	(4,446)	(604)	(866)
Recognition of flow-through premium liability	46,772	42,216	77,872	45,893
Listing fee on amalgamation (note 18(e))	-	-	-	(2,182,844)
Write-off of property acquisition costs	-	-	(340,286)	-
	<b>46,812</b>	<b>37,770</b>	<b>(263,018)</b>	<b>(2,137,817)</b>
Loss and comprehensive loss for the period	<b>(283,118)</b>	<b>(491,880)</b>	<b>(2,132,937)</b>	<b>(3,595,139)</b>
Deficit, beginning of the period	(7,758,071)	(3,671,754)	(5,908,252)	(568,495)
Deficit, end of the period	<b>\$ (8,041,189)</b>	<b>\$ (4,163,634)</b>	<b>\$ (8,041,189)</b>	<b>(4,163,634)</b>
Loss per share - basic and diluted	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>	<b>\$ (0.05)</b>	<b>(0.18)</b>
Weighted average number of shares outstanding	50,031,222	27,771,294	46,741,286	20,375,151

See accompanying notes to condensed consolidated interim financial statements.



# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Condensed Consolidated Interim Statement of Changes in Equity  
(Unaudited – Expressed in Canadian dollars)

	Number of shares (note 14)	Share capital (note 14)	Share subscriptions received	Share-based payments reserve	Deficit	Total equity
<b>Marksmen Capital Inc.</b>						
Balance, September 30, 2009	3,090,000	\$ 265,656	-	\$ 41,464	\$ (171,333)	\$ 135,787
Balance, September 30, 2010	3,090,000	265,656	-	41,464	(278,890)	28,230
December 7, 2010 prior to reverse takeover	3,090,000	265,656	-	41,464	(278,890)	28,230
<b>Private Brixton Metals Corp.</b>						
Balance, September 28, 2009	-	\$ -	\$ -	\$ -	\$ -	\$ -
Common shares issued for cash	7,174,589	665,260	5,000	-	-	670,260
Common shares issued for mineral property finder's fee	25,000	6,250	-	-	-	6,250
Common shares issued for mineral properties	46,400	8,550	-	-	-	8,550
Share issuance costs	-	(30,810)	-	-	-	(30,810)
Share subscriptions receivable	-	-	(5,000)	-	-	(5,000)
Loss for the period from incorporation to September 30, 2010	-	-	-	-	(568,495)	(568,495)
September 30, 2010	7,245,989	649,250	-	-	(568,495)	\$ 80,755
Common shares issued for cash at \$0.15	33,333	5,000	-	-	-	5,000
Common shares issued for mineral properties	300,000	45,000	-	-	-	45,000
Re-pricing of previously issued common shares	-	74,339	-	-	-	74,339
December 7, 2010 prior to reverse takeover	7,579,322	773,589	-	-	(568,495)	\$ 205,094
<b>Public Brixton Metals Corp.</b>						
Marksmen Capital Inc. prior to reverse takeover	\$ 3,090,000	\$ 265,656	\$ -	\$ -	\$ -	\$ 265,656
Shares issued to Private Brixton Metals Corp. shareholders	13,642,778	2,201,271	-	-	-	2,201,271
Elimination of Marksmen Capital Inc. share capital	-	(265,656)	-	-	-	(265,656)
Elimination of Brixton Metals Corp. share capital	(7,579,322)	-	-	-	-	-
Private placement concurrent with reverse takeover	4,415,000	1,101,850	-	-	-	1,101,850
Flow through premium liability	-	(69,350)	-	-	-	(69,350)
Agent warrants issued	-	(17,854)	-	17,854	-	-
Share issuance cost and finders fees	-	(150,945)	-	-	-	(150,945)
December 7, 2010 after reverse takeover	21,147,778	3,838,561	-	17,854	(568,495)	3,287,920

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Condensed Consolidated Interim Statement of Changes in Equity  
(Unaudited – Expressed in Canadian dollars)  
(Continued)

	Number of shares (note 14)	Share capital (note 14)	Share subscriptions received	Share-based payments reserve	Deficit	Total equity
December 7, 2010 after reverse takeover	21,147,778	3,838,561	-	17,854	(568,495)	3,287,920
Share-based payments	-	-	-	370,495		370,495
Flow-through shares issued for cash at \$0.25	4,000,000	1,000,000	-	-		1,000,000
Flow through premium liability	-	(50,000)				(50,000)
Common shares issued upon exercise of stock options	240,000	59,040	-	(25,440)		33,600
Common shares issued for mineral properties	1,160,000	290,000	-			290,000
Common shares issued for cash at \$0.20	1,465,000	293,000	-			293,000
Common shares issued for cash at \$0.15	10,869,999	1,630,500	-			1,630,500
Flow-through shares issued for cash at \$0.19	5,802,238	1,102,425	-			1,102,425
Flow through premium liability	-	(44,097)				(44,097)
Agent warrants issued	-	(180,179)	-	180,179		-
Share issuance costs	-	(638,779)	-			(638,779)
Loss for the 12 months ended September 30, 2011	-	-	-		(5,339,757)	(5,339,757)
September 30, 2011	44,685,015	7,300,471	-	543,088	(5,908,252)	1,935,307
Share-based payments	-	-	-	134,826		134,826
Common shares issued for mineral properties	100,000	6,500	-	-		6,500
Warrants exercised	776,400	174,222	-	(57,762)		116,460
Common shares issued upon exercise of stock options	25,000	4,178	-	(1,428)		2,750
Common shares issued for cash at \$0.14	5,365,000	751,100	-	-		751,100
Flow through shares issued for cash at \$0.17	1,559,059	265,040	-	-		265,040
Flow through premium liability	-	(46,772)	-	-		(46,772)
Share issuance costs	-	(41,997)	-	-		(41,997)
Loss for the 9 months ended June 30, 2012					(2,132,937)	(2,132,937)
<b>June 30, 2012</b>	<b>52,510,474</b>	<b>8,412,742</b>	<b>-</b>	<b>618,724</b>	<b>(8,041,189)</b>	<b>990,277</b>

See accompanying notes to condensed consolidated interim financial statements.

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Condensed Consolidated Interim Statement of Cash Flows  
(Unaudited – Expressed in Canadian dollars)

	Three months ended June 30, 2012	Three months ended June 30, 2011 (Note 18)	Nine months ended June 30, 2012	Nine months ended June 30, 2011 (Note 18)
Cash flows from operating activities:				
Loss for the period	\$ (283,118)	\$ (491,880)	\$ (2,132,937)	\$ (3,595,139)
Items not affected by cash:				
Amortization	660	94	1,710	285
General exploration	-	(100,000)	-	-
Recognition of FT premium liability	(46,772)	(42,216)	(77,872)	(45,893)
Share-based payments	31,564	100,293	134,826	302,901
Listing fee on amalgamation	-	-	-	2,182,844
Write off of property acquisition costs	-	-	340,286	-
	<b>(297,666)</b>	<b>(533,709)</b>	<b>(1,733,987)</b>	<b>(1,155,002)</b>
Changes in non-cash working capital:				
Amounts receivable	11,992	6,290	268,732	(56,137)
Accounts payable and accrued liabilities	13,063	(42,327)	282,268	(210,409)
Due to related parties	(10,882)	(11,472)	(5,215)	(6,486)
Prepaid expenses	(74,608)	(576,900)	598,507	(583,835)
Restricted cash	(45,000)	-	(45,000)	-
Working capital acquired on acquisition	-	-	-	(474)
	<b>(403,101)</b>	<b>(1,158,118)</b>	<b>(634,695)</b>	<b>(2,012,343)</b>
Cash flows from investing activities:				
Cash acquired on acquisition	-	-	-	18,901
Mineral property acquisition costs	-	32,101	(65,458)	(33,775)
Purchase of equipment	-	2	(4,306)	(4,125)
	<b>-</b>	<b>32,103</b>	<b>(69,764)</b>	<b>(18,999)</b>
Cash flows from financing activities:				
Shares issued for cash	1,016,140	293,000	1,135,350	2,507,789
Share issuance costs	(41,997)	(69,469)	(41,997)	(315,162)
	<b>974,143</b>	<b>223,531</b>	<b>1,093,353</b>	<b>2,192,627</b>
Increase (decrease) in cash and cash equivalents	<b>571,042</b>	<b>(902,484)</b>	<b>388,894</b>	<b>161,285</b>
Cash and cash equivalents, beginning of period	<b>496,954</b>	<b>1,331,536</b>	<b>679,102</b>	<b>267,767</b>
Cash and cash equivalents, end of period	<b>\$ 1,067,996</b>	<b>\$ 429,052</b>	<b>\$ 1,067,996</b>	<b>\$ 429,052</b>

See accompanying notes to condensed consolidated interim financial statements



# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

## 1. Nature of operations and going concern:

Brixton Metals Corp. (the “Company”) was incorporated under the Business Corporations Act of British Columbia on September 28, 2009. The Company is an exploration stage company and engages principally in the acquisition, exploration, and development of mineral properties. The Company’s head office address is Suite 1411 – 409 Granville Street, Vancouver, BC, V6C 1T2, Canada. The Company is listed on the TSX Venture Exchange and trades under the symbol BBB.

These condensed consolidated unaudited interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. Several conditions discussed below cast significant doubt regarding this assumption.

The Company has no operating revenue and incurred a loss of \$2,132,937 in the nine months ended June 30, 2012. As at June 30, 2012, the Company has cash and cash equivalents of \$1,067,996 and working capital of \$835,877. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or generate operating profitability and positive cash flow. There can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows. If the Company is unable to obtain adequate financing, the Company will be required to curtail operations, exploration, and development activities and there would be significant uncertainty whether the Company would continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

These condensed consolidated unaudited interim financial statements do not reflect adjustments, which could be material to the carrying values of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

These condensed consolidated unaudited interim financial statements were authorized for issuance by the Board on August 28, 2012.

## 2. Significant Accounting Policies:

### a) Basis of presentation:

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including International Accounting Standard 34, Interim Financial Reporting (“IAS 34”), and IFRS 1, First-Time Adoption of IFRS (“IFRS 1”). The standards and interpretations within IFRS are subject to change and accordingly, the accounting policies for the annual period that are relevant to these condensed consolidated interim financial statements will be finalized

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

## 2. Significant Accounting Policies (continued):

### a) Basis of presentation (continued):

only when the first annual IFRS financial statements are prepared for the year ending September 30, 2012. Previously, the Company prepared its interim and annual financial statements in accordance with Canadian generally accepted accounting principles ("GAAP"). The adoption of IFRS resulted in changes to the accounting policies as compared with the most recent annual financial statements prepared under Canadian GAAP. Historical results and balances have been restated under IFRS. The impact of the transition from Canadian GAAP to IFRS is explained in note 18.

### b) Basis of consolidation:

These condensed consolidated interim financial statements include the financial statements of the Company and its wholly-owned US subsidiary, Brixton Alaska Corp., which had previously carried out exploration activities in Alaska. All material intercompany transactions and balances have been eliminated on consolidation.

### c) Exploration and evaluation assets:

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain ore reserves that are economically recoverable.

Exploration and evaluation expenditures costs are recognized in profit and loss. Costs incurred before the Company has obtained the legal rights to explore an area of interest are recognized in profit and loss. All costs related to the acquisition of exploration and evaluation assets are capitalized on an individual prospect basis. Amounts received for the sale of exploration and evaluation assets, for option payments and for exploration advances are treated as reductions of the cost of the property, with payments in excess of capitalized costs recognized in income. Costs for a producing property will be amortized on a unit-of-production method based on the estimated life of the ore reserves. The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation asset costs or recoveries when the payments are made or received. When the option payments received exceed the carrying value of the related exploration and evaluation asset then the excess is treated as income in the period

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

## 2. Significant Accounting Policies (continued):

### c) Exploration and evaluation assets (continued):

the option receipt is recognized. Option receipts in the form of marketable securities are recorded at the quoted market price on the day the securities are received.

### d) Equipment:

Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) of equipment. The Company provides for amortization on its computer equipment on the following basis:

Asset	Basis	Annual Rate
Computer equipment	Straight-line method	30%

Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Residual values and estimated useful lives are reviewed at least annually.

### e) Impairment:

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future

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(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

## 2. Significant Accounting Policies (continued):

### e) Impairment (continued):

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.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, 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.

### f) Provision for closure and reclamation:

The Company recognizes statutory, contractual or other legal obligations related to the retirement of its exploration and evaluation assets and its tangible long-lived assets when such obligations are incurred, if a reasonable estimate of fair value can be made. These obligations are measured initially at fair value and the resulting costs are capitalized to the carrying value of the related asset. In subsequent periods, the liability is adjusted for any changes in the amount or timing and for the discounting of the underlying future cash flows. The capitalized asset retirement cost is amortized to operations over the life of the asset. Management has determined that there was no provision for closure and reclamation as at June 30, 2012, September 30, 2011 and October 1, 2010.

### g) Income taxes:

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
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## 2. Significant Accounting Policies (continued):

### g) Income taxes (continued):

accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### f) Basic and diluted loss per share:

Basic loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of the diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted earnings per share by application of the treasury stock method. Since the Company has losses the exercise of outstanding options has not been included in this calculation as it would be anti-dilutive.

### i) Use of estimates:

The preparation of consolidated financial statements in accordance with IFRS 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 expenses during the reported period. Significant areas requiring the use of management estimates include the determination of the value of exploration and evaluation assets, provision for closure and reclamation, deferred income taxes and share-based payments. Actual results could differ from those estimates.

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(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

## 2. Significant Accounting Policies (continued):

### j) Financial instruments:

#### *Financial assets:*

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that provide objective evidence of impairment, which are recognized in earnings. The Company has no investments and its receivables are classified as loans and receivables. The receivable balance is recoverable from the Government of Canada.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

#### *Financial liabilities:*

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period or, where appropriate, a shorter period. The Company’s financial liabilities consist of accounts payable and accrued liabilities, which are classified as other liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including embedded derivatives, are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

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Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

## 2. Significant Accounting Policies (continued):

### j) Financial instruments (continued):

#### *Impairment of financial assets:*

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated present value of the future cash flows of the financial assets are less than their carrying values.

### k) Share-based payments:

The Company uses the fair value based method of accounting for stock options granted to employees and directors and agent options issued on private placements. Under this method, the fair value of the stock options at the date of the grant, as determined using the Black-Scholes option pricing model, is recognized to expense over the vesting period. The fair value of agent options at the date of issuance, as determined using the Black-Scholes model, is recognized as share issuance costs, with the offsetting credit to share-based payments reserve. If the stock options or agent options are exercised, the proceeds are credited to share capital and the fair value of the options or agent options exercised is reclassified from share-based payments reserve to share capital.

### l) Foreign Currency Translation:

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Exchange gains or losses arising on foreign currency translation are reflected in profit or loss for the period. The Company's reporting currency and the functional currency of all of its operations is the Canadian dollars as this is the principal currency of the economic environment in which they operate.

### m) Comparative figures:

Certain comparative figures have been reclassified to conform to the current period's presentation.

# BRIXTON METALS CORPORATION

(An Exploration Stage Company)

Notes to Condensed Consolidated Interim Financial Statements  
Three and Nine Month Period Ended June 30, 2012 and 2011  
(Unaudited – Expressed in Canadian dollars)

### 3. Accounting Standards Issued for Adoption in Future Periods:

#### *Fair Value Measurement*

In May 2011, the IASB issued IFRS 13, Fair Value Measurement (“IFRS 13”). This standard defines fair value, sets out a single IFRS framework for measuring fair value and outlines disclosure requirements about fair value measurements. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, not an entity-specific measurement so assumptions that market participants would use should be applied in measuring fair value.

IFRS 13 is effective for annual periods on or after January 1, 2013, with earlier application permitted. This IFRS is to be applied prospectively as of the beginning of the annual period in which it is initially applied and the disclosure requirements do not need to be applied in comparative periods before initial application. The Company does not anticipate this amendment will have any impact on its consolidated financial statements.

#### *Financial instruments disclosure*

In October 2010, the IASB issued amendments to IFRS 7 – Financial Instruments: Disclosures that improve the disclosure requirements in relation to transferred financial assets. The amendments are effective for annual periods beginning on or after October 1, 2011, with earlier adoption permitted. The Company does not anticipate this amendment will have a significant impact on its condensed consolidated financial statements.

#### *Income taxes*

In December 2010, the IASB issued an amendment to IAS 12 – Income Taxes that provides a practical solution to determining the recovery of investment properties as it relates to the accounting for deferred income taxes. This amendment is effective for annual periods beginning on or after October 1, 2011, with earlier adoption permitted. The Company does not anticipate this amendment will have a significant impact on its consolidated financial statements.

#### *Joint Arrangements*

In May 2011, the IASB issued IFRS 11 – Joint Arrangements. IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. The Company is currently evaluating the impact of IFRS 11 on its consolidated financial statements.



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### 3. Accounting Standards Issued for Adoption in Future Periods (continued):

#### *Consolidated Financial Statements*

In May 2011, the IASB issued IFRS 10 – Consolidated Financial Statements. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 replaces the consolidation requirements in SIC-12 – Consolidation – Special Purpose Entities and IAS 27 – Consolidated and Separate Financial Statements and will be effective for the Company's fiscal year ending September 30, 2014. The Company is currently evaluating the impact of IFRS 10 on its consolidated financial statements.

### 4. Change in Accounting Policies:

On May 1, 2011 the Company changed its accounting policy for exploration and evaluation expenditures. In prior years the Company capitalized the acquisition cost of mineral properties and exploration expenditures directly related to specific mineral properties, net of recoveries received.

Under the new policy, exploration expenditures incurred prior to the determination of the feasibility of mining operations, and a decision to proceed with development has been made, are charged to operations as incurred. Development expenditures incurred subsequent to a development decision, and to increase or extend the life of existing production are capitalized and will be amortized on the unit-of production method based upon estimated proven and probable reserves.

The impact of this change was to decrease capitalized exploration and evaluation expenditures and increase the deficit by \$266,093 and \$2,294,188 on transition to IFRS as at October 1, 2010 and September 30, 2011 respectively.

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## 5. Corporate Merger:

On December 7, 2010, Marksmen Capital Inc. (“Marksmen”) completed a Qualifying Transaction (the “Transaction”) with Brixton Metals Corp. (“Brixton”) whereby a wholly-owned subsidiary of Marksmen acquired all of the issued and outstanding shares of Brixton, which was subsequently amalgamated with the wholly-owned subsidiary of Marksmen. Pursuant to the Transaction, Marksmen issued 1.8 common shares from its treasury to acquire each of the 7,579,322 outstanding common shares of Brixton prior to the Transaction. See note 19(e) for further details.

The net assets of Marksmen were recorded at the closing date at their carrying values as follows:

Cash	\$	18,901
Prepays		268
Accounts payable and accrued liabilities		(742)
<hr/>		
Net assets acquired	\$	18,427

Following the Transaction, the Marksmen public entity changed its legal name to Brixton Metals Corporation.

## 6. Capital Management:

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 of exploration and evaluation assets. The Board of Directors does 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 capital structure of the Company consists of shareholder’s equity. The Company is not exposed to any externally imposed capital requirements.

The exploration and evaluation assets in which the Company currently has an interest are in the exploration stage: as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

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## 6. Capital Management (continued):

There were no changes in the Company's approach to capital management during the nine months ended June 30, 2012.

## 7. Receivables:

	June 30, 2012	September 30, 2011	October 1, 2010
Amounts due from Government of Canada pursuant to HST input tax credits	\$ 23,171	\$ 291,903	\$ 17,740
<b>Total</b>	<b>\$ 23,171</b>	<b>\$ 291,903</b>	<b>\$ 17,740</b>

## 8. Investments:

At June 30, 2012 and September 30, 2011, the Company did not have any investments.

## 9. Equipment:

	Computer Equipment
<b>Cost</b>	
At October 1, 2010	\$ 2,247
Assets acquired	4,127
At September 30, 2011	6,374
Assets acquired	4,306
At June 30, 2012	\$ 10,680
<b>Accumulated depreciation</b>	
At October 1, 2010	\$ 337
Depreciation for the period	1,192
At September 30, 2011	1,529
Depreciation for the period	1,710
At June 30, 2012	\$ 3,239
<b>Carrying amounts</b>	
At October 1, 2010	\$ 1,910
At September 30, 2011	\$ 4,845
At June 30, 2012	\$ 7,441

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## 10. Exploration and Evaluation Assets:

Balance consists of:

	June 30, 2012	September 30, 2011	October 1, 2010
Thorn, BC, Canada	\$ 146,959	\$ 75,000	\$ 25,000
Kahiltna, AK, USA	-	340,287	21,510
<b>Total</b>	<b>\$ 146,959</b>	<b>\$ 415,287</b>	<b>\$ 46,510</b>

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many exploration and evaluation assets.

The Company has investigated title to its exploration and evaluation assets and to the best of its knowledge title to the assets is in good standing.

- a) On June 3, 2010, as amended September 15, 2010 and November 12, 2010, the Company entered into an option agreement (the “Agreement”) with Rimfire Minerals Corporation (“Rimfire”), a wholly-owned subsidiary of Kiska, to acquire an undivided 51% interest and a 65% interest and potential to earn a further interest through dilution (subject to underlying net smelter returns ranging from 1.5% to 3.5%) in the Thorn mineral property located in the Atlin mining area of British Columbia, Canada. This Agreement became effective five days following the date on which the Company completed its listing, which was December 6, 2010 (the “Effective Date”).

In order to earn its 51% interest, the Company must:

- (i) Incur a minimum of \$200,000 (incurred) in exploration expenditures before the first anniversary of the Effective Date;
- (ii) Incur an additional \$4,800,000 in exploration expenditures on or before the fourth anniversary of the Effective Date of which a minimum of \$750,000 (exceeded for 2011) must be spent in each year of the Agreement and a minimum of \$1,550,000 (incurred) must be spent in the second year of the Agreement;
- (iii) Make staged payments totaling \$200,000 consisting of \$25,000 on execution of the Agreement (paid); \$25,000 on the Effective Date (paid) and \$50,000 each on the first (paid), second, and third anniversary of the Effective Date;
- (iv) Issue 400,000 common shares of the Company in staged installments, being, 100,000 common shares on each of the Effective Date (issued) and the first (issued), second, and third anniversary of the Effective Date; and

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## 10. Exploration and Evaluation Assets (continued):

(v) In the event the Company has incurred exploration expenditures less than \$1,200,000 by December 31, 2011, then the Company must deposit (the "Deposit") with Rimfire, or a third party acceptable to Rimfire, an amount of not less than \$1,000,000 which will be allocated to exploration expenditure commitments after December 31, 2011. If the Company is required to pay the Deposit and fails to make such payment, the Agreement is then terminated and the Company is required to pay \$100,000 to Rimfire as damages. As at June 30, 2012, the Company had met the spending requirements for 2012.

Upon the Company earning a 51% interest, Rimfire may elect to form a joint venture (the "Joint Venture") in which the Company holds a 51% interest. If the Joint Venture is not formed, the Company can earn an additional 14% in the Thorn mineral property by incurring an additional \$10,000,000 in exploration expenditures on the property over a three-year period, of which a minimum of \$2,500,000 must be spent in each year.

b) On July 20, 2010, a Letter of Intent ("LOI") was signed with Millrock Resources Inc. ("Millrock") and on October 14, 2010 a Definitive Agreement was signed, which gives the Company the option to earn a 100% interest in the Cristo mineral claims (subject to underlying net smelter returns of 3% on gold and silver and 1.5% on all other metals), located in Southern Alaska's Kahiltna District (the "Kahiltna Property"). To earn its interest, the Company must:

(i) Incur cumulative exploration expenditures of USD\$5,000,000 consisting of USD\$1,250,000 by December 31, 2011, an additional USD\$1,750,000 by December 31, 2012 and an additional USD\$2,000,000 by December 31, 2013;

(ii) Make staged payments totaling USD\$330,000 consisting of USD\$20,000 on signing of the LOI (paid), USD\$40,000 by December 31, 2010 (paid), USD\$70,000 by June 30, 2011 (paid) and USD\$200,000 by December 31, 2011;

(iii) Issue 2,000,000 common shares of the Company in staged installments, being, 540,000 common shares on the earlier of the approval of the LOI by the TSX-Exchange or the signing of the definitive option agreement (issued), 660,000 common shares on or before December 31, 2010 (issued) and 800,000 common shares on or before December 31, 2011; and

(iv) Issue 2,400,000 share purchase warrants with an exercise price of \$1.00 per share over a four-year term.

On August 17, 2011, the Company entered into an amendment with Millrock with respect to the Kahiltna Property. The amendment allows for the annual exploration expenditures to be extended by one year. The Company must keep all of the Cristo mineral claims in good standing by meeting the claim annual labour and rentals. In consideration for the extension, the Company must issue an additional 500,000 common shares to Millrock by December 31, 2011. The

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## 10. Exploration and Evaluation Assets (continued):

balance of the cash and share payments from the original option agreement are to be paid as per the original agreement. Therefore, a total of 1,300,000 common shares and USD\$200,000 were to be paid by December 31, 2011.

On December 28, 2011, Brixton terminated its option with Millrock on the Cristo/Kahiltna claim group and assigned the balance of claims held in the area to Millrock in exchange for the release from all liabilities and financial obligations with respect to all previously held claims in Alaska.

## 11. Accounts Payable and Accrued Liabilities:

	June 30, 2012	September 30, 2011	October 1, 2010
Trade and other payables	\$ 401,330	\$ 119,062	\$ 237,413
Amounts payable to related parties	11,801	17,016	21,064
Flow through share premium liability	-	31,100	-
Total	\$ 413,131	\$ 167,178	\$ 258,477

## 12. Related Party Transactions:

During the nine months ended June 30, 2012, the Company:

- paid or accrued \$nil (2011 - \$6,000) as a consulting fee to the Chief Financial Officer of the Company;
- paid or accrued \$54,000 (2011 - \$12,000) as a consulting fee to a company controlled by the Chief Financial Officer of the Company for accounting and financial services;
- paid or accrued \$nil (2011 - \$30,000) as a consulting fee to the former President of the Company;
- paid or accrued \$nil (2011 - \$20,000) as a consulting fee to the current President/CEO of the Company;
- paid or accrued \$40,625 (2011 - \$22,400) as a consulting fee to a company controlled by the current Vice President of exploration.
- Paid or accrued \$18,000 (2011- \$nil) as director fees to directors of the Company.

These transactions were in the normal course of operations and are measured at the exchange amount, which is determined on a cost recovery basis. Included in current liabilities is \$11,801

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(June 30, 2011 - \$14,578) due to directors, officers, and companies with a Director in common. Amounts due to related parties are non-interest bearing, with no fixed terms of repayments.

## 13. Commitments:

The Company is obligated under its operating lease agreement for the rental of its corporate office in Vancouver. Minimum lease payments in each of the next five fiscal years are as follows:

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2012	\$	12,476
2013		49,904
2014		12,476
2015		-
2016		-
	\$	74,856

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## 14. Share Capital:

(a) Authorized share capital:

Unlimited common shares without par value.

(b) Issued and outstanding common shares:

(i) Share issuances:

On December 7, 2010, concurrent with the Transaction (note 5), the Company completed a private placement of a total of 2,743,000 units at a price of \$0.25 per unit (consisting of one common share and one warrant) and 1,387,000 flow-through units at a price of \$0.30 per flow-through unit (consisting of one flow-through share and one half warrant) for total gross proceeds of \$1,101,850. Each whole warrant is exercisable to acquire one common share of the Company for a period of 24 months at an exercise price of \$0.40 per common share. The securities all bear a four-month hold period. Finder's fees totaling approximately \$54,008 cash, 285,000 common shares, and 188,960 broker warrants were paid in accordance with the policies of the TSX Venture Exchange. Each broker warrant is exercisable into one common share of the Company at a price of \$0.40 per share for a period of 24 months.

On December 22, 2010, 660,000 shares were issued for a property option payment and on December 8, 2010, 500,000 shares were issued for a property option payment, all with fair market value of \$0.25.

On March 31, 2011, 4,000,000 flow-through units were issued at \$0.25 for gross proceeds of \$1,000,000. Each unit is comprised of one common share and one half purchase warrant with one whole warrant being exercisable into one common share of the Company at \$0.40 for a period of 24 months. The Company paid a cash fee of 6% of gross proceeds and issued 288,000 agent options, exercisable into units of the Company at a price of \$0.25 for a period of

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## 14. Share Capital (continued):

### (b) Issued and outstanding common shares (continued):

#### (i) Share issuances (continued):

24 months, each unit comprising one common share and one half purchase warrant. Each whole purchase warrant is exercisable into one common share at a price of \$0.40 for a period of 24 months.

On April 14, 2011, 1,465,000 units were issued at \$0.20 per unit. Each unit consisted of one common share and one half purchase warrant. Each full warrant is exercisable into one common share at a price of \$0.30 for a period of 24 months. 117,200 agent warrants were issued exercisable at \$0.20 for a period of 24 months and a cash fee was paid of \$23,440 which equates to 8% of gross proceeds.

On August 11, 2011, the Company completed a public offering of units and flow-through units. The Company issued 10,869,999 units at a price of \$0.15 per unit and 5,802,238 flow-through units at a price of \$0.19 per flow through unit for gross proceeds of \$2,732,925, which includes a partial exercise of the agent's overallotment option. Each unit consists of one common share of the Company and one common share purchase warrant and each flow-through unit consists of one common share to be issued on a flow-through basis and one-half purchase warrant also to be issued on a flow-through basis. Each whole purchase warrant is exercisable into one common share at a price of \$0.25 for a period of 24 months. In connection with the offering, the company paid cash commissions equal to 9% of the gross proceeds of the offering to the agent. The Company also granted to the agent and selling group members, compensation warrants entitling the agent and selling group to purchase up to 1,086,999 common shares for a 24-month period at \$0.15 per share and up to 580,223 common shares for a 24-month period at \$0.19 per share.

On April 26, 2012, the Company closed a non-brokered private placement consisting of 5,365,000 units (Units) at a price of \$0.14 per Unit and 1,559,059 flow-through shares at a price of \$0.17 per FT Share for aggregate gross proceeds of \$1,016,140. Each Unit consists of one common share and one-half of one transferable common share purchase warrant with each Warrant exercisable by the holder into one common share of the Company at a price of \$0.24 per share for a period of 24 months from the closing date. Finders fees of \$14,400 were paid to agents, representing 7% of proceeds.

#### (ii) Escrow shares:



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At June 30, 2012, 6,489,411 (June 30, 2011 – 8,785,233) common shares of the Company were held subject to an escrow agreement and will be released from escrow over the next 24 months.

## 14. Share Capital (continued):

### (c) Warrants:

At June 30, 2012, the following warrants (including agent warrants) were outstanding:

Expiry date	Weighted average exercise price	Number of warrants	Weighted average remaining contractual life in years
7-Dec-12	\$ 0.40	3,625,460	0.44
31-Mar-13	\$ 0.25	288,000	0.75
31-Mar-13	\$ 0.40	2,144,000	0.75
14-Apr-13	\$ 0.20	117,200	0.79
14-Apr-13	\$ 0.30	732,500	0.79
11-Aug-13	\$ 0.15	310,599	1.11
11-Aug-13	\$ 0.19	580,223	1.11
11-Aug-13	\$ 0.25	13,771,118	1.11
26-Apr-14	\$ 0.24	2,682,500	1.82
	\$ 0.28	24,251,600	1.04

	Number of warrants	Weighted average exercise price
Balance, September 30, 2011	22,345,500	\$ 0.28
Exercised during the period	(776,400)	0.15
Granted during the period	2,682,500	0.24
Balance, June 30, 2012	24,251,600	0.28

The fair value of the agent warrants is estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	Nine months ended June 30, 2012	Nine months ended June 30, 2011
Risk-free interest rate	N/A	2.70%
Expected volatility	N/A	92%

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Expected life of options	N/A	2.0 years
Expected dividend yield	N/A	Nil

## 14. Share Capital (continued):

### (d) Share-based payments:

The Board of Directors of the Company has approved a stock plan, whereby the number of shares issuable under the Plan is limited to 10% of the issued and outstanding shares of the Company. The exercise price of each option shall not be less than the discounted market price of the Company's shares as calculated on the date of grant. An option's maximum term is ten years and shall vest as determined by the Board of Directors. Options granted to investor relations consultants shall vest in stages over 12 months with no more than one-quarter of options vesting in any three month period. The following tables reflect the continuity of stock options for the nine months ended June 30, 2012 and year ended September 30, 2011:

Number outstanding September 30, 2011	Acquired/granted	Exercised/cancelled	Number outstanding June 30, 2012	Weighted average Exercise price per share	Expiry date	Weighted average remaining contractual life in years
50,000	-	50,000	-	\$ 0.14	August 6, 2013	-
1,350,000	-	450,000	900,000	\$ 0.25	December 9, 2015	3.45
100,000	-	100,000	-	\$ 0.25	January 24, 2021	-
200,000	-	-	200,000	\$ 0.31	February 9, 2016	4.11
200,000	-	200,000	-	\$ 0.25	May 10, 2016	-
200,000	-	200,000	-	\$ 0.60	May 10, 2016	-
1,400,000	-	100,000	1,300,000	\$ 0.11	September 6, 2021	9.68
-	600,000	-	600,000	\$ 0.165	January 24, 2014	1.57
-	70,000	-	70,000	\$ 0.165	January 24, 2022	9.57
-	1,300,000	-	1,300,000	\$ 0.110	June 1, 2022	9.92
3,500,000.00	1,970,000	1,100,000	4,370,000	\$ 0.16		6.93

Number outstanding September 30, 2010	Acquired/granted	Exercised/cancelled	Number outstanding September 30, 2011	Weighted average Exercise price per share	Expiry date	Weighted average remaining contractual life in years
-	290,000	240,000	50,000	\$ 0.14	August 6, 2013	0.85
-	1,350,000	-	1,350,000	\$ 0.25	December 9, 2015	4.20
-	100,000	-	100,000	\$ 0.25	January 24, 2021	4.32
-	200,000	-	200,000	\$ 0.31	February 9, 2016	4.36
-	200,000	-	200,000	\$ 0.25	May 10, 2016	4.70
-	200,000	-	200,000	\$ 0.60	May 10, 2016	4.70
-	1,400,000	-	1,400,000	\$ 0.11	September 6, 2021	9.93
-	3,740,000	240,000	3,500,000	\$ 0.22		6.52

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## 14. Share Capital (continued):

The fair values of the stock options used to calculate compensation expense for both employees and non-employees for the options granted is estimated using the Black-Scholes option pricing model. The weighted average fair value per option granted during the nine months ended June 30, 2012 was \$0.06 (six months ended June 30, 2011 - \$0.19). During the nine months ended June 30, 2012, the Company recognized \$134,826 (June 30, 2011 - \$302,901) in share-based payment for the fair value of the vesting portion of the stock options that were granted in the prior years. The following weighted average assumptions used in the calculation of fair value are as follows:

	Nine months ended June 30, 2012	Nine months ended June 30, 2011
Risk-free interest rate	1.00%	2.06%
Expected volatility	98.46%	93.36%
Expected life of options	2.79 years	3.94 years
Expected dividend yield	Nil	Nil

### (e) Shared-based payment reserve:

A continuity of share-based payment reserve is as follows:

Balance, October 1, 2010	-
Fair value of share-based compensation on options	\$ 370,495
Fair value of share-based compensation on agent warrants	198,033
Exercise of stock options	(25,440)
Balance, September 30, 2011	543,088
Fair value of share-based compensation on options	134,826
Exercise of stock options	(1,428)
Exercise of warrants	(57,762)
Balance, June 30, 2012	\$ 618,724

### (f) Shares reserved for issuance (fully diluted):

	Number of shares
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Issued and outstanding at June 30, 2012	52,510,474
Reserve for options (note 14(d))	4,370,000
Reserved for warrants (note 14(c))	24,251,600
Shares reserved for issuance (fully diluted) at June 30, 2012	81,132,074

## 15. Segmented Information:

As at June 30, 2012 the Company currently operates in one segment being the acquisition and exploration of exploration and evaluation assets located in British Columbia, Canada.

September 30, 2011	Canada	Australia	USA	Total
Mineral properties	\$ 75,001	\$ -	\$ 340,286	\$ 415,287
Equipment	4,845	-	-	4,845
Total identifiable assets	1,762,199	-	340,286	2,102,485
Loss for the year	(4,818,734)	(150,000)	(395,943)	(5,364,677)

## 16. Financial Instruments and Risk Management:

### Financial instruments

IFRS 7, Financial Instruments: Disclosures (“IFRS 7”) establishes a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company’s cash and investments are classified as Level 1 of the fair value hierarchy. The carrying value of receivables and accounts payable and accrued liabilities approximates their fair values because of the short-term nature of these instruments.

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## 16. Financial Instruments and Risk Management (continued):

### Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit risk:

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's receivables consist primarily of amounts due from a Canadian government agency and cash is held with large and stable financial institutions.

b) Liquidity risk:

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when they come due. As of June 30, 2012, the Company had cash of \$1,067,996 to settle current liabilities of \$413,131. All of the Company's financial liabilities are subject to normal trade terms.

c) Market risk:

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(i) Interest rate risk:

The Company has cash balances and no interest-bearing debt. The Company's current policy is to keep larger cash balances invested in investment-grade short-term demand deposit certificates issued by its banking institutions. The Company currently has no such investments.

(ii) Foreign currency risk:

The Company is marginally exposed to foreign currency risk on fluctuations related to cash, accounts receivable and accounts payable and accrued liabilities that are denominated in United States Dollars.

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## 16. Financial Instruments and Risk Management (continued):

The exposure of the Company's cash and receivables to foreign exchange risk is as follows:

	June 30, 2012		September 30, 2011	
	Foreign currency amount	Amount in CAD dollars	Foreign currency amount	Amount in CAD dollars
United States dollars:				
Cash	\$ 6,944	\$7,070	\$ 1,458	\$ 1,528
Receivables	-	-	-	-
Prepaid expenses	-	-	-	-
	6,944	7,070	1,458	1,528
Total financial assets		\$ 7,070		\$ 1,528

The exposure of the Company's accounts payable to foreign exchange risk is negligible.

### (iii) Price risk:

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

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## 17. Capital Management:

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued evaluation and maintenance at the Company's existing properties, and to acquire, explore, and develop other mineral properties.
- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal.
- To obtain the necessary financing to complete exploration and development of its properties, if and when it is required.

In the management of capital, the Company includes shareholders' equity in the definition of capital. The Company is not exposed to externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it, based on the level of funds required to manage its operations in light of changes in economic conditions and the risk characteristics of its underlying assets.

In order to maximize ongoing development efforts, the Company does not pay dividends. Notwithstanding the risks described in note 1 of the financial statements, the Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

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## 18. Transition to IFRS:

These are the Company's third condensed consolidated interim financial statements for the period covered by the first annual consolidated financial statements prepared in accordance with IFRS. An explanation of how the transition from Canadian GAAP to IFRS has affected the Company's financial position and comprehensive loss is set out in this note.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the nine months ended June 30, 2012 and the comparative information presented in these financial statements for period ended June 30, 2011.

### IFRS 1 "First-time Adoption of International Financial Reporting Standards" (IFRS 1)

IFRS 1 generally requires that first-time adopters retrospectively apply all effective IFRS standards and interpretations in effect as at the reporting date. IFRS 1 also provides for certain optional exemptions and certain mandatory exceptions to this general principle. In preparing these financial statements, the Company has elected to apply the following optional exemptions and mandatory exceptions:

#### *IFRS optional exemptions*

##### *Business combinations*

IFRS 1 indicates that a first-time adopter may elect not to apply IFRS 3 Business Combinations retrospectively to business combinations that occurred before the date of transition to IFRS. Therefore, the Company will apply IFRS 3 to business combinations that occurred on or after October 1, 2010. There is no adjustment required to the Statement of Financial Position on the transition date (October 1, 2010).

### IFRS 1 "First-time Adoption of International Financial Reporting Standards" (IFRS 1) (continued)

#### *IFRS mandatory exceptions*

IFRS 1 also outlines specific guidelines that a first-time adopter must adhere to under certain circumstances. The Company has applied the following guidelines to Statement of Financial Position on the transition date (October 1, 2010):

##### *Estimates*

Hindsight is not used to create or revise estimates. In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under the previous GAAP applied, unless there is objective evidence that those



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estimates were in error. The Company's IFRS estimates as of October 1, 2010 are consistent with its Canadian GAAP estimates for the same date.

## 18. Transition to IFRS (continued):

### Adjustments on transition to IFRS

IFRS has many similarities with Canadian GAAP as it is based on a similar conceptual framework. However, there are important differences with regard to recognition, measurement and disclosure. While adoption of IFRS did not change the Company's actual cash flows, it resulted in changes to the Company's Statement of Financial Position, Statement of Comprehensive Loss and Statement of Changes in Equity as set out below:

#### (a) Share-based payments

On transition to IFRS the Company elected to change its accounting policy for the measurement and recording of share-based payments relating to stock options. Previously, stock options vested on a straight line basis over the vesting term. Under IFRS, share-based payments are recorded on a graded basis over the vesting term.

#### (b) Exploration and evaluation costs

On transition to IFRS the Company elected to change its accounting policy for the treatment of exploration and evaluation expenditures to a policy of expensing all exploration expenditures as incurred. Costs incurred on properties prior to the legal right to explore are also expensed. Costs to acquire exploration and evaluation assets are capitalized.

#### (c) Reconciliation to previously reported financial statements:

A reconciliation of the above noted changes is included in the following Statements of Financial Position and Statements of Comprehensive Loss for the dates noted below.

- Reconciliation of Assets, Liabilities and Equity – June 30, 2011
- Reconciliation of Comprehensive Loss – three and nine months ended June 30, 2011

#### (d) Flow-through shares

Flow-through shares are a unique Canadian tax incentive which is the subject of specific guidance under Canadian GAAP; however there is no equivalent IFRS guidance. Therefore under IFRS, the premium paid for flow-through shares in excess of the market value of common shares with no flow-through feature is credited to a deferred liability account. As eligible expenditures are incurred, the deferred gain is amortized into earnings for the period. Under Canadian GAAP, the full proceeds received from issuance of the flow-through shares was recorded to share capital.

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As a result, during the year ended September 30, 2011, the Company reversed the \$104,725 income tax recovery recorded as a result of flow-through shares in the Statement of

## 18. Transition to IFRS (continued):

Comprehensive Loss and reversed the offsetting \$104,725 direct charge to share capital in the Statement of Shareholders' Equity.

(e) Amalgamation with Marksmen Capital Inc. on December 7, 2010:

On Amalgamation, Public Marksmen Capital Inc. ("Marksmen") issued shares to private Brixton Metals Corp. ("Brixton") shareholders on a 1.8-to-1 basis in accordance with the terms of the amalgamation agreement. Brixton shareholders received 13,642,778 common shares in exchange for all the issued and outstanding common shares of Marksmen.

Under Canadian GAAP, the substance of the Transaction was a capital transaction and accounted for as a reverse takeover, which does not constitute a business combination in accordance with EIC-10 *Reverse Takeover Accounting* of the CICA Handbook. Accordingly, Private Brixton, the Accounting Acquirer, acquired the net liabilities of the legal parent, Marksmen.

As a result of the amalgamation, private Brixton is considered to have acquired the assets and liabilities of Marksmen. The fair value of the net assets and liabilities of Marksmen are as follows:

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Cash	\$	18,901
Prepays		268
Accounts payable and accrued liabilities		(742)
<hr/>		
Net assets acquired	\$	18,427

Under Canadian GAAP, the net assets were charged to the current assets and liabilities of Brixton. Marksmen's retained earnings, share capital and contributed surplus were eliminated upon consolidation. All the transaction costs in relation to the amalgamation were charged to the income statement.

IFRS requires the Company to fair value the equity instruments given up in the amalgamation in order to value the unidentified assets received as part of the amalgamation. The fair value of the equity instrument given represents the value of the unidentifiable asset, namely, the listing fee.

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The listing fee does not meet the definition of an asset under IFRS therefore the cost is expensed at the date of the amalgamation.

The Company's private placement financing at \$0.25 per unit was concurrent to the amalgamation. Therefore, the Black Scholes model was used to value the warrant component with the residual value attributed to the common share component fair value.

## 18. Transition to IFRS (continued):

The fair value of the warrants was determined using the Black Scholes model based on the following parameters:

Risk-free interest rate	1.97
Expected volatility	92%
Expected life of options	2 years
Expected dividend yield	Nil
Fair value per warrant	\$0.09

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The unit price of \$0.25, less the value attributed to the warrant per the Black Scholes model, \$0.09, leaves \$0.16 attributable to the common share component. The 13,642,778 shares given to Marksmen have been valued at \$0.16 per share for a total estimated fair value of \$2,182,844. This value plus the net assets assumed of \$18,427 total \$2,201,271, \$2,182,844 is recorded as a listing fee expense on amalgamation with the net assets at December 7, 2010, the transaction date.

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## 18. Transition to IFRS (continued):

### Reconciliation of Assets, Liabilities and Equity

	Note	October 1, 2010			September 30, 2011			June 30, 2011		
		Canadian GAAP	Effect of transition to IFRS	IFRS	Canadian GAAP	Effect of transition to IFRS	IFRS	Canadian GAAP	Effect of transition to IFRS	IFRS
<b>Assets</b>										
Current assets:										
Cash and cash equivalents		\$ 267,767	\$ -	\$ 267,767	\$ 679,102	\$ -	\$ 679,102	\$ 429,052	\$ -	\$ 429,052
Restricted cash		-	-	-	30,000	-	30,000	-	-	-
HST receivable		17,740	-	17,740	291,903	-	291,903	73,877	-	73,877
Prepaid expenses		5,305	-	5,305	681,348	-	681,348	589,140	-	589,140
		<b>290,812</b>	<b>-</b>	<b>290,812</b>	<b>1,682,353</b>	<b>-</b>	<b>1,682,353</b>	<b>1,092,069</b>	<b>-</b>	<b>1,092,069</b>
Exploration and evaluation assets	18(b)	312,603	(266,093)	46,510	2,709,475	(2,294,188)	415,287	1,119,065	(703,779)	415,286
Equipment		1,910	-	1,910	4,845	-	4,845	5,750	-	5,750
		<b>\$ 605,325</b>	<b>\$ (266,093)</b>	<b>\$ 339,232</b>	<b>4,396,673</b>	<b>(2,294,188)</b>	<b>2,102,485</b>	<b>2,216,884</b>	<b>(703,779)</b>	<b>1,513,105</b>
<b>Liabilities and Shareholders' Equity</b>										
Current liabilities:										
Accounts payable and accrued liabilities		\$ 237,413	\$ -	\$ 237,413	119,062	\$ -	\$ 119,062	27,004	\$ -	\$ 27,004
Due to related parties		21,064	-	21,064	17,016	-	17,016	14,578	-	14,578
Flow-through share premium liability	18(d)	-	-	-	-	31,100	31,100	-	73,457	73,457
		<b>258,477</b>	<b>-</b>	<b>258,477</b>	<b>\$ 136,078</b>	<b>31,100</b>	<b>167,178</b>	<b>\$ 41,582</b>	<b>73,457</b>	<b>115,039</b>
Shareholders' equity:										
Share capital		649,250	-	649,250	5,177,049	2,123,422	7,300,471	3,054,034	2,167,519	5,221,553
Reserves	18(a)	-	-	-	475,379	67,709	543,088	225,039	115,108	340,147
Deficit	18(a)-(b)	(302,402)	(266,093)	(568,495)	(1,391,833)	(4,516,419)	(5,908,252)	(1,103,771)	(3,059,863)	(4,163,634)
		<b>346,848</b>	<b>(266,093)</b>	<b>80,755</b>	<b>4,260,595</b>	<b>(2,325,288)</b>	<b>1,935,307</b>	<b>2,175,302</b>	<b>(777,236)</b>	<b>1,398,066</b>
		<b>\$ 605,325</b>	<b>\$ (266,093)</b>	<b>\$ 339,232</b>	<b>4,396,673</b>	<b>(2,294,188)</b>	<b>2,102,485</b>	<b>2,216,884</b>	<b>(703,779)</b>	<b>1,513,105</b>

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## 18. Transition to IFRS (continued):

### Reconciliation of Comprehensive Loss

	Note	Three months ended June 30, 2011			Nine months ended June 30, 2011		
		Canadian GAAP	Effect of transition to		Canadian GAAP	Effect of transition to	
			IFRS	IFRS		IFRS	IFRS
Expenses:							
Amortization		\$ 94	\$ -	\$ 94	\$ 285	\$ -	\$ 285
Conference and exhibition		825	-	825	18,152	-	18,152
Consultant fees		-	-	-	65,000	-	65,000
Geological exploration	18(b)	1,820	269,634	271,454	151,820	437,686	589,506
Insurance		3,334	-	3,334	6,667	-	6,667
Interest and bank charges		202	-	202	1,339	-	1,339
Investor relations		32,516	-	32,516	122,385	-	122,385
Listing and filing fees		5,799	-	5,799	29,464	-	29,464
Office and sundry		13,039	-	13,039	57,881	-	57,881
Professional services		48,271	-	48,271	129,278	-	129,278
Salaries and employee benefits		49,335	-	49,335	116,034	-	116,034
Share-based payments	18(a)	76,634	23,659	100,293	187,793	115,108	302,901
Travel and meals		4,488	-	4,488	18,430	-	18,430
		<b>(236,357)</b>	<b>(293,293)</b>	<b>(529,650)</b>	<b>(904,528)</b>	<b>(552,794)</b>	<b>(1,457,322)</b>
Other income (expenses):							
Recognition of flow through premium liability	18(d)	-	42,216	42,216	-	45,893	45,893
Foreign exchange loss		(4,446)	-	(4,446)	(866)	-	(866)
Listing fee on amalgamation	18(e)	-	-	-	-	(2,182,844)	(2,182,844)
Write-off of property acquisition costs		-	-	-	-	-	-
Loss before income taxes		(240,803)	(251,077)	(491,880)	(905,394)	(2,689,745)	(3,595,139)
Income taxes		104,025	(104,025)	-	104,025	(104,025)	-
Loss and comprehensive loss for the period		<b>(136,778)</b>	<b>(355,102)</b>	<b>(491,880)</b>	<b>(801,369)</b>	<b>(2,793,770)</b>	<b>(3,595,139)</b>
Deficit, beginning of period	18(a)-(b)	(966,993)	(2,704,761)	(3,671,754)	(302,402)	(266,093)	(568,495)
Deficit, end of period		<b>\$ (1,103,771)</b>	<b>\$ (3,059,863)</b>	<b>\$ (4,163,634)</b>	<b>\$ (1,103,771)</b>	<b>\$ (3,059,863)</b>	<b>\$ (4,163,634)</b>

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## **19. Supplemental Schedule of Geological Exploration Expenditures and Acquisition Costs**

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	Nine months ended June 30, 2012			Nine months ended June 30, 2011		
	Acquisition and periodic option payments	Exploration	Total	Acquisition and periodic option payments	Exploration	Total
<b>Thorn, BC, Canada:</b>						
Analysis	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Camp and general	-	118,695	118,695	-	20,334	20,334
Drilling	-	-	-	-	-	-
Field supplies and rentals	-	500	500	-	-	-
Geological consulting	-	1,026,690	1,026,690	-	275,560	275,560
Geophysics and metallurgy	-	6,606	6,606	-	4,711	4,711
Government grants received	-	-	-	-	-	-
Maps, orthos, and reports	-	-	-	-	7,062	7,062
Option payment	71,959	-	71,959	50,000	-	50,000
Permits and licenses	-	-	-	-	-	-
Staking and claims fees	-	-	-	-	-	-
	71,959	1,152,491	1,224,450	50,000	307,667	357,667
<b>Kahiltna, Alaska, USA:</b>						
Analysis	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Geological consulting	-	450	450	-	21,986	21,986
Geophysics and metallurgy	-	-	-	-	-	-
Maps, orthos, and reports	-	-	-	-	-	-
Option payment	-	-	-	318,776	-	318,776
Permits and licenses	-	-	-	-	-	-
Staking and claims fees	-	-	-	-	108,032	108,032
	-	450	450	318,776	130,018	448,794
<b>General Exploration:</b>						
Analysis	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Field transportation	-	2,661	2,661	-	-	-
Finders fees	-	-	-	-	-	-
Geological consulting	-	55,948	55,948	-	-	-
Option payment	-	-	-	-	151,820	151,820
Staking and claims fees	-	-	-	-	-	-
	-	58,609	58,609	-	151,820	151,820
<b>Total for the period</b>	<b>\$ 71,959</b>	<b>\$ 1,211,550</b>	<b>\$ 1,283,509</b>	<b>\$ 368,776</b>	<b>\$ 589,505</b>	<b>\$ 958,281</b>



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