



(An Exploration Stage Company)

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)**

(Expressed in Canadian dollars)

Nine Months Ended February 29, 2012 and February 28, 2011

Corporate Head Office

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CORVUS GOLD INC.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

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CORVUS GOLD INC.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	February 29, 2012	May 31, 2011
		(note 13)
ASSETS		
Current assets		
Cash and cash equivalents	\$ 3,381,381	\$ 7,355,406
Accounts receivable	31,020	191,660
Prepaid expenses	118,499	61,271
	3,530,900	7,608,337
Property and equipment (note 5)	39,945	44,872
Exploration and evaluation assets (note 6)	16,078,954	13,553,597
	\$ 19,649,799	\$ 21,206,806
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 8)	\$ 155,985	\$ 393,315
Shareholders' equity		
Share capital (note 7)	27,751,004	27,751,004
Contributed surplus	8,469,980	8,262,735
Accumulated other comprehensive income – cumulative translation differences	(742,833)	(1,001,253)
Deficit	(15,984,337)	(14,198,995)
	19,493,814	20,813,491
	\$ 19,649,799	\$ 21,206,806

Plan of arrangement and transfer of assets (note 1)**Nature and continuance of operations** (note 2)**Approved on behalf of the Directors:**“Jeffrey Pontius” Director“Anton Drescher” Director

CORVUS GOLD INC.

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CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited - Prepared by Management)

(Expressed in Canadian dollars)

	Three months ended		Nine months ended	
	February 29, 2012	February 28, 2011 (note 13)	February 29, 2012	February 28, 2011 (note 13)
Expenses				
Administration (note 8)	\$ 1,880	\$ 538	\$ 5,782	\$ 2,318
Charitable donations	499	-	8,362	6,413
Consulting fees (notes 7 and 8)	77,374	153,450	276,052	1,546,451
Depreciation	3,699	463	10,974	940
Insurance	12,534	6,129	40,148	16,228
Investor relations (note 7)	96,074	66,419	274,993	423,658
Office and miscellaneous	60,267	1,657	139,747	18,792
Professional fees (notes 7 and 8)	68,664	93,860	248,559	225,342
Property investigation expenditures	249	3,227	11,455	4,349
Regulatory	11,872	20,967	21,991	100,891
Rent (note 8)	22,088	-	47,109	5,302
Travel	41,873	5,294	101,670	10,919
Wages and benefits (notes 7 and 8)	344,994	1,956	619,775	481,864
Loss before other items	(742,067)	(353,960)	(1,806,617)	(2,843,467)
Other items				
Interest income	13,484	21	13,492	21
Operator fee income	-	16,972	-	366,205
Foreign exchange gain (loss)	3,783	(30,354)	7,783	1,102
	17,267	(13,361)	21,275	367,328
Net loss for the period	(724,800)	(367,321)	(1,785,342)	(2,476,139)
Other comprehensive income				
Exchange difference on translating foreign operations	480,092	(728,199)	(258,420)	(977,166)
Comprehensive loss for the period	\$ (244,708)	\$ (1,095,520)	\$ (2,043,762)	\$ (3,453,305)
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)	\$ (0.04)	\$ (0.07)
Weighted average number of shares outstanding	41,660,261	41,659,245	41,660,261	36,285,969

The accompanying notes form an integral part of these condensed interim consolidated financial statements

CORVUS GOLD INC.

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CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

NINE MONTHS ENDED

	February 29, 2012	February 28, 2011
		(note 13)
Operating activities		
Net loss for the period	\$ (1,785,342)	\$ (2,476,139)
Add items not affecting cash:		
Depreciation	10,974	940
Share-based payment charges (note 7)	195,071	2,169,381
Gain on foreign exchange	(7,783)	(1,102)
Accrued interest	(9,231)	-
Changes in non-cash items:		
Accounts receivable	(3,391)	(30,983)
Prepaid expenses	(62,070)	(41,122)
Accounts payable and accrued liabilities	(47,439)	146,463
Cash used in operating activities	(1,709,211)	(232,562)
Financing activities		
Additional funding by ITH	-	726,375
Funding provided by ITH under Plan of Arrangement (note 1)	-	3,300,000
Shares issued for cash	-	7,040,000
Share issuance costs	-	(424,141)
Cash provided by financing activities	-	10,642,234
Investing activities		
Expenditures on property and equipment	(6,047)	(12,731)
Expenditures on exploration and evaluation assets	(2,549,980)	(1,586,385)
Recovery on exploration and evaluation assets	283,912	-
Cash used in investing activities	(2,272,115)	(1,599,116)
Effect of foreign exchange on cash	7,301	(81,201)
Increase (decrease) in cash and cash equivalents	(3,974,025)	8,729,355
Cash and cash equivalents, beginning of the period	7,355,406	-
Cash and cash equivalents, end of the period	\$ 3,381,381	\$ 8,729,355

Supplemental cash flow information (note 11)

CORVUS GOLD INC.

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CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Number of shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income – Cumulative Translation Differences	Deficit	Total
Balance, June 1, 2010	1	\$ 1	\$ 23,013,646	\$ -	\$ (11,412,372)	\$ 11,601,275
Nevada and Other Alaska Business	1	1	1,585,682	-	-	1,585,683
ITH working capital contribution	-	-	3,300,000	-	-	3,300,000
Shares issued under Plan of Arrangement	33,614,009	27,899,328	(27,899,328)	-	-	-
Reclassify contributions by way of share-based payment charges from share capital to contributed surplus	-	(6,662,577)	6,662,577	-	-	-
Private placement	8,000,000	7,040,000	-	-	-	7,040,000
Shares issued for property acquisition	46,250	43,475	-	-	-	43,475
Share-based payment charges	-	-	1,421,695	-	-	1,421,695
Share issuance costs	-	(569,224)	145,084	-	-	(424,140)
Net loss	-	-	-	-	(2,476,139)	(2,476,139)
Exchange difference on translating foreign operations	-	-	-	(977,166)	-	(977,166)
Balance, February 28, 2011	41,660,261	27,751,004	8,229,356	(977,166)	(13,888,511)	21,114,683
Share-based payment charges	-	-	33,379	-	-	33,379
Net loss	-	-	-	-	(310,484)	(310,484)
Exchange difference on translating foreign operations	-	-	-	(24,087)	-	(24,087)
Balance, May 31, 2011	41,660,261	27,751,004	8,262,735	(1,001,253)	(14,198,995)	20,813,491
Share-based payment charges	-	-	207,245	-	-	207,245
Net loss	-	-	-	-	(1,785,342)	(1,785,342)
Exchange difference on translating foreign operations	-	-	-	258,420	-	258,420
Balance, February 29, 2012	41,660,261	\$ 27,751,004	\$ 8,469,980	\$ (742,833)	\$ (15,984,337)	\$ 19,493,814

The accompanying notes form an integral part of these condensed interim consolidated financial statements

CORVUS GOLD INC.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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NINE MONTHS ENDED FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

1. PLAN OF ARRANGEMENT AND TRANSFER OF ASSETS

On August 25, 2010, International Tower Hill Mines Ltd. (“ITH”) completed a Plan of Arrangement (the “Arrangement”) under the British Columbia Business Corporations Act (“BCBCA”) whereby its existing Alaska mineral properties (other than the Livengood project) and related assets and the North Bullfrog mineral property and related assets in Nevada (collectively, the “Nevada and Other Alaska Business”) were indirectly spun out into a new public company, being Corvus Gold Inc. (“Corvus” or the “Company”).

The Arrangement was approved by the board of directors of each of ITH and Corvus and by the shareholders of ITH and was accepted for filing by the Toronto Stock Exchange (“TSX”) on behalf of both ITH and Corvus. In connection with the completion of the Arrangement, the common shares of Corvus were listed on the TSX.

Under the Arrangement, each shareholder of ITH received (as a return of capital) one Corvus common share for every two ITH common shares held as at the effective date of the Arrangement and exchanged each old common share of ITH for a new common share of ITH. As part of the Arrangement, ITH transferred its wholly-owned subsidiary Corvus Gold Nevada Inc. (formerly Talon Gold Nevada Inc.) (“Corvus Nevada”), incorporated in Nevada, United States (which held the North Bullfrog property), to Corvus and a wholly-owned Alaskan subsidiary of ITH sold to Raven Gold Alaska Inc. (“Raven Gold”), incorporated in Alaska, United States, a wholly owned subsidiary of Corvus, the Terra, Chisna, LMS and West Pogo properties. As a consequence of the completion of the Arrangement, Corvus now holds the Terra, Chisna, LMS, West Pogo and North Bullfrog properties (the “Spin-out Properties”).

The Company’s unaudited condensed interim consolidated financial statements reflect the Statements of Financial Position, Comprehensive Loss, Cash Flows and Changes in Equity of the Nevada and Other Alaska Business as if Corvus existed in its present form during the periods reported. The Statements of Comprehensive Loss for the period to August 25, 2010, which is included in the results to February 28, 2011, include an allocation of ITH’s general and administrative expenses incurred. The allocation of general and administrative expenses was calculated on the basis of the ratio of costs incurred on the Spin-out Properties in each period presented as compared to the costs incurred on all exploration and evaluations assets of ITH in each of these periods. The financial statements have been presented under the continuity of interests basis of accounting with Statement of Financial Position amounts based on the amounts recorded by ITH. Management cautions readers of these financial statements that the allocation of expenses does not necessarily reflect future general and administrative expenses.

The opening deficit of the Company at June 1, 2010 was calculated by applying the same allocation principles outlined above to the cumulative transactions relating to the Spin-out Properties from the date of acquisition of those mineral properties to May 31, 2010 and includes an allocation of ITH’s general and administrative expenses from the date of acquisition of those mineral properties to May 31, 2010. The allocation of general and administrative expense was calculated on the basis of the ratio of costs incurred on the Spin-out Properties in each prior year as compared to the costs incurred on all exploration and evaluations assets of ITH in each of those prior years.

Total funding from ITH through the Nevada and Other Alaska Business to August 25, 2010 are summarized in the table below:

Type of funding	Amount
Share-based payment charges (note 7)	\$ 821,171
Cash	764,512
Total	\$ 1,585,683

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2. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated on April 13, 2010 under the BCBCA.

The Company is an exploration stage entity engaged in the business of acquiring, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. At February 29, 2012, the Company was in the exploration stage and had interests in properties in Alaska and Nevada, U.S.A and Quebec, Canada.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral property interests. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets. The carrying value of the Company's exploration and evaluation assets does not reflect current or future values.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and/or obtaining additional financing. The Company has sustained losses from operations, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

These condensed interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

3. SIGNIFICANT ACCOUNTING POLICIES**Basis of presentation**

The Canadian Institute of Chartered Accountants Handbook was revised in 2010 to incorporate International Financial Reporting Standards ("IFRS") and require publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011. The Company has commenced reporting on this basis in these condensed interim consolidated financial statements.

These are the Company's third IFRS condensed interim consolidated financial statements for the nine months ended February 29, 2012 covered by IFRS. These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, "*Interim Financial Reporting*" and IFRS 1 "*First-Time Adoption of International Financial Reporting Standards*". Subject to certain transition elections disclosed in note 13, the Company has consistently applied the same accounting policies in its opening IFRS Statement of Financial Position as at June 1, 2010 and retroactively to all periods presented, as if the policies had always been in effect.

Note 13 discloses the impact of the transition from Canadian Generally Accepted Accounting Principles ("GAAP") to IFRS on the Company's reported financial position, operating and cash flows, including the nature and effect of significant changes in accounting policies from those used in its consolidated financial statements for year ended May 31, 2011.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Basis of presentation (cont'd)**

The accounting policies applied in these condensed interim consolidated financial statements are presented in note 3 and are based on IFRS issued and outstanding as of April 14, 2012, the date the Board of Directors approved the condensed interim consolidated financial statements. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending May 31, 2012 could result in restatement of these condensed interim consolidated financial statements. At February 29, 2012, management does not expect these standards to have a significant effect on the consolidated financial statements.

Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries (collectively, the "Group"), Corvus Nevada (a Nevada corporation) and Raven Gold (an Alaska corporation). All intercompany transactions and balances were eliminated upon consolidation.

Significant Accounting Estimates and Judgments

The preparation of these financial statements 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 reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the carrying value and the recoverability of the exploration and evaluation assets included in the Statements of Financial Position, the assumptions used to determine the fair value of share-based payments in the Statement of Comprehensive Loss, allocation of administrative expenses on the spin-out from ITH, and the estimated amounts of reclamation and environmental obligations.

Critical accounting judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

In accordance with IAS 21 "*The Effects of Changes in Foreign Exchange Rates*", management determined that the functional currency of Corvus Nevada and Raven Gold is US dollars and for all other entities within the Group, the functional currency is Canadian dollars, as these are the currencies of the primary economic environment in which the companies operate. As well, management is required to apply judgment in determining whether technical feasibility and commercial viability can be demonstrated for its exploration and evaluation assets. Once technical feasibility and commercial viability of a property can be demonstrated, it is reclassified from exploration and evaluation assets and subject to different accounting treatment. As at February 29, 2012 management had determined that no reclassification of exploration and evaluation assets was required.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Foreign currency translation**

The presentation currency of the Company is the Canadian dollar.

The functional currency of each of the parent company and its subsidiaries is measured using the currency of the primary economic environment in which that entity operates. The functional currency of Corvus Nevada and Raven Gold is US dollars, and for the Company the functional currency is Canadian dollars.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the Statement of Comprehensive Income (Loss) in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income (loss) in the Statement of Comprehensive Income (Loss) to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income (loss). Where the nonmonetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Parent and Subsidiary Companies

The financial results and position of foreign operations whose functional currency is different from the presentation currency are translated as follows:

- Assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- Income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's exchange difference on translating foreign operations on the Statement of Comprehensive Income (Loss) and are reported as a separate component of shareholders' equity titled "Cumulative Translation Differences". These differences are recognized in the profit or loss in the period in which the operation is disposed of.

Financial instruments

a) Financial assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Financial instruments (cont'd)**

a) Financial assets (cont'd)

Fair value through profit or loss (“FVTPL”)

A financial asset is classified as FVTPL if it is classified as held-for-trading or is designated as such upon initial recognition. Financial assets are designated as FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company’s documented risk management or investment strategy. Financial assets designated as FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash and cash equivalents are classified as FVTPL and are accounted for at fair value.

Transactions 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.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are initially recognized at fair value and subsequently carried at amortized cost less any impairment. Loans and receivables are comprised of accounts receivables.

Held-to-maturity

Held-to-maturity financial assets are measured at amortized cost. The Company does not have any financial assets classified as held-to-maturity.

Available-for-sale financial assets

Available-for-sale (“AFS”) financial assets are non-derivatives that are either designated as available-for-sale or not classified in any other financial asset category. Changes in the fair value of AFS financial assets other than impairment losses are recognized as other comprehensive income (loss) and classified as a component of equity. The Company does not have any AFS financial assets.

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset is impaired.

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the financial asset’s carrying amount and the present value of estimated future cash flows discounted at the financial asset’s original effective interest rate. The carrying amount of the financial asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the financial asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Financial instruments (cont'd)**

a) Financial assets (cont'd)

Impairment of financial assets (cont'd)

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from accumulated other comprehensive income (loss) to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in profit or loss.

b) Financial liabilities

The Company classifies its financial liabilities in the following categories: other financial liabilities and FVTPL.

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 cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

FVTPL

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the consolidated Statement of Comprehensive Income (Loss). The Company has not classified any financial liabilities as FVTPL.

Cash and cash equivalents

Cash equivalents include highly liquid investments that are readily convertible to cash which are subject to an insignificant risk of change in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Property and equipment****a) Recognition and measurement**

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Property and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

b) Subsequent costs

The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefit embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

c) Major maintenance and repairs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

d) Gains and losses

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within other items in profit or loss.

e) Depreciation

Depreciation is recognized in profit or loss on a declining-balance basis at the following annual rates:

Computer equipment	-	30% declining balance
Vehicles	-	30% declining balance

Additions during the year are depreciated at one-half the annual rates.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Depreciation on assets used in exploration activities are capitalized to exploration and evaluation assets.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Mineral exploration and evaluation expenditures**

All of the Company's projects are currently in the exploration and evaluation phase.

a) Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

b) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, geological and geophysical evaluation, surveying costs, drilling costs, payments made to contractors and depreciation on property and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written-off to the Statement of Comprehensive Income (Loss).

The Company assesses exploration and evaluation assets for impairment at each reporting date.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine development cost". Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

Any incidental revenue earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Any operational income earned in connection with exploration activities are recognized in the Statement of Comprehensive Loss.

Mineral exploration and evaluation expenditures are classified as intangible assets.

Impairment of non-current assets

Non-current assets are evaluated at each reporting date by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

In calculating recoverable amount, if applicable, the Company uses discounted cash flow techniques to determine fair value when it is not possible to determine fair value either by quotes from an active market or a binding sales agreement. The determination of discounted cash flows is dependent on a number of factors, including future metal prices, the amount of reserves, the cost of bringing the project into production, production schedules, production costs, sustaining capital expenditures, and site closure, restoration and environmental rehabilitation costs. Additionally, the reviews take into account factors such as political, social, legal, and environmental regulations. These factors may change due to changing economic conditions or the accuracy of certain assumptions and, hence, affect the recoverable amount.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Impairment of non-current assets (cont'd)**

The Company uses its best efforts to fully understand all of the aforementioned to make an informed decision based upon historical and current facts surrounding the projects. Discounted cash flow techniques often require management to make estimates and assumptions concerning reserves and expected future production revenues and expenses.

Reversal of impairment

An impairment loss is reversed if there is an indication that 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, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Provisions for environmental rehabilitation

The Company records a liability based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate. The liability is recognized at the time environmental disturbance occurs and the resulting costs are capitalized to the corresponding asset. The provision for closure and reclamation liabilities is estimated using expected cash flows based on engineering and environmental reports prepared by third-party industry specialists and/or internal expertise, and discounted at a pre-tax rate specific to the liability. The capitalized amount is depreciated on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgments and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows.

Additional disturbances and changes in closure and reclamation estimates are accounted for as incurred with a change in the corresponding capitalized cost. Costs of rehabilitation projects for which a provision has been recorded are recorded directly against the provision as incurred, most of which are incurred at the end of the life of mine.

Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Income taxes (cont'd)**

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share capital

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company. The Company's common shares are classified as equity instruments.

Commissions paid to agents, and other related share issuance costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrants.

Earnings (loss) per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings (loss) per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the Statement of Comprehensive Income (Loss) over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**Share-based payments (cont'd)**

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the Statement of Comprehensive Income (Loss) over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the Statement of Comprehensive Income (Loss), unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Non-monetary transactions

All non-monetary transactions are measured at the fair value of the asset surrendered or the asset received, whichever is more reliable, unless the transaction lacks commercial substance or the fair value cannot be reliably established. The commercial substance requirement is met when the future cash flows are expected to change significantly as a result of the transaction. When the fair value of a non-monetary transaction cannot be reliably measured, it is recorded at the carrying amount (after reduction, when appropriate, for impairment) of the asset given up adjusted by the fair value of any monetary consideration received or given. When the asset received or the consideration given up is shares in an actively traded market, the value of those shares will be considered fair value.

Joint venture accounting

Where the Company's exploration and development activities are conducted with others, the accounts reflect only the Company's proportionate interest in such activities.

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4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS*Fair Value of Financial Instruments*

The carrying values of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. The fair values of amounts due to related parties included in accounts payable and accrued liabilities have not been disclosed as their fair values cannot be reliably measured since the parties are not at arm's length.

Fair Value Hierarchy

Financial instruments recorded at fair value on the Consolidated Statements of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The following table presents the financial instruments recorded at fair value in the Consolidated Statements of Financial Position, classified using the fair value hierarchy described above:

February 29, 2012	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 3,381,381	\$ -	\$ -

May 31, 2011	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 7,355,406	\$ -	\$ -

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

a) Credit risk

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

	February 29, 2012	May 31, 2011
Cash and cash equivalents	\$ 3,381,381	\$ 7,355,406

The credit risk associated with cash is minimized by ensuring that substantially all Canadian and US dollar amounts are held with a major Canadian financial institution with strong investment-grade rating by a primary ratings agency.

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4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (cont'd)**b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At February 29, 2012, the Company had a cash balance of \$3,381,381, which will be sufficient to meet its obligations related to its accounts payable and accrued liabilities of \$155,985.

All non-derivative financial liabilities are made up of accounts payable and accrued liabilities and are due within three months of the period end as shown below. The Company does not have any derivative financial liabilities.

Liabilities as at February 29, 2012 were as follows:

	0 to 3 months	3 to 6 months	6 to 12 months	Total
Accounts payable and accrued liabilities	\$ 155,985	\$ -	\$ -	\$ 155,985

Liabilities as at May 31, 2011 were as follows:

	0 to 3 months	3 to 6 months	6 to 12 months	Total
Accounts payable and accrued liabilities	\$ 393,315	\$ -	\$ -	\$ 393,315

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not subject to material interest rate risk.

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4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (cont'd)**c) Market risk (cont'd)****(ii) Foreign currency risk**

The Company is exposed to foreign currency risk to the extent that certain monetary financial instruments and other assets are denominated in United States dollars. The Company has not entered into any foreign currency contracts to mitigate this risk, as it believes this risk is minimized by the minimal amount of cash held in United States funds, nor entered into any hedging arrangements with respect to mineral exploration and evaluation expenditure commitments denominated in United States dollars. The Company's sensitivity analysis suggests that a consistent 7% change in the absolute rate of exchange for the United States dollars, the foreign currency for which the Company has net assets employed, would affect net assets by approximately \$122,000, foreign exchange gain (loss) by approximately \$24,000 and accumulated other comprehensive income by \$98,000. As at February 29, 2012, the Company had the following financial instruments in USD:

	CAD equivalent		USD	
Cash	\$	621,608	\$	628,204
Accounts receivable	\$	1,119	\$	1,131
Accounts payable and accrued liabilities	\$	85,024	\$	85,926

As at February 29, 2012, USD amounts were converted at a rate of USD 1.00 to CAD 0.9895.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign exchange risk or commodity price risk. The Company has no financial instruments exposed to such risk.

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5. PROPERTY AND EQUIPMENT

	Computer Equipment	Vehicles	Total
Cost			
Balance, June 1, 2010	\$ -	\$ -	\$ -
Additions	16,793	35,928	52,721
Balance, May 31, 2011	16,793	35,928	52,721
Additions	6,047	-	6,047
Balance, February 29, 2012	\$ 22,840	\$ 35,928	\$ 58,768
Depreciation			
Balance, June 1, 2010	\$ -	\$ -	\$ -
Depreciation for the year	2,507	5,342	7,849
Balance, May 31, 2011	2,507	5,342	7,849
Depreciation of the period	3,941	7,033	10,974
Balance at February 29, 2012	\$ 6,448	\$ 12,375	\$ 18,823
Carrying amounts			
At June 1, 2010	\$ -	\$ -	\$ -
At May 31, 2011	\$ 14,286	\$ 30,586	\$ 44,872
At February 29, 2012	\$ 16,392	\$ 23,553	\$ 39,945

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6. EXPLORATION AND EVALUATION ASSETS

Accumulated costs in respect of mineral tenures and mineral rights owned, leased or under option, consist of the following:

	West Pogo (note 6(a)(ii))	Chisna (note 6(a)(i))	North Bullfrog (note 6(c))	LMS (note 6(b)(i))	Terra (note 6(b)(ii))	Gerfaut (note 6(f))	Total
Balance, June 1, 2010	\$ 469,611	\$ 1,495,706	\$ 3,721,471	\$ 2,092,920	\$ 3,892,998	\$ -	\$ 11,672,706
Acquisition costs:							
Cash payments	-	-	110,186	-	-	-	110,186
Common shares issued	-	-	43,475	-	-	-	43,475
	-	-	153,661	-	-	-	153,661
Deferred exploration costs:							
Advance to contractors	-	(519,059)	-	-	-	-	(519,059)
Aircraft services	-	947,592	-	-	1,125	-	948,717
Administration	-	20,929	-	-	-	-	20,929
Assay	-	204,987	428,590	-	-	-	633,577
Drilling	-	657,653	1,026,535	-	-	-	1,684,188
Equipment rental	-	121,948	2,460	-	-	-	124,408
Field costs	-	269,881	246,377	-	99	-	516,357
Geological/geophysical	-	1,699,010	296,366	1,458	4,808	-	2,001,642
Land maintenance & tenure	44	269,539	143,029	554	644	-	413,810
Professional fees	3,719	2,771	-	11,337	38,511	-	56,338
Transportation	-	24,716	15,273	356	317	-	40,662
Travel	317	423,037	49,431	66	-	-	472,851
Operator fee	-	379,653	-	-	-	-	379,653
	4,080	4,502,657	2,208,061	13,771	45,504	-	6,774,073
Total expenditures for the year	4,080	4,502,657	2,361,722	13,771	45,504	-	6,927,734
Cost Recovery	-	(4,063,270)	-	(17,399)	-	-	(4,080,669)
Currency translation adjustments	(34,995)	(157,017)	(328,398)	(155,224)	(290,540)	-	(966,174)
Balance, May 31, 2011	\$ 438,696	\$ 1,778,076	\$ 5,754,795	\$ 1,934,068	\$ 3,647,962	\$ -	\$ 13,553,597

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)

Accumulated costs in respect of mineral tenures and mineral rights owned, leased or under option, consist of the following (cont'd):

	West Pogo (note 6(a)(ii))	Chisna (note 6(a)(i))	North Bullfrog (note 6(c))	LMS (note 6(b)(i))	Terra (note 6(b)(ii))	Gerfaut (note 6(f))	Total
Balance, May 31, 2011 (carried forward)	\$ 438,696	\$ 1,778,076	\$ 5,754,795	\$ 1,934,068	\$ 3,647,962	\$ -	\$ 13,553,597
Acquisition costs:							
Cash payments	-	-	-	-	-	10,000	10,000
Common shares issued	-	-	109,913	-	-	-	109,913
	-	-	109,913	-	-	10,000	119,913
Deferred exploration costs:							
Advance to contractors	-	-	79,362	13,212	11,037	-	103,611
Administration	-	6,087	-	-	-	-	6,087
Aircraft services	-	660,815	1,103	-	-	-	661,918
Assay	38,870	432,686	529,065	22,544	-	-	1,023,165
Drilling	-	900,818	332,615	316,780	-	-	1,550,213
Equipment rental	256	64,997	7,306	691	-	-	73,250
Field costs	341	281,690	234,833	3,076	26	-	519,966
Geological/Geophysical	86,157	1,147,764	270,329	87,106	-	470	1,591,826
Land maintenance & tenure	11,140	302,422	56,352	13,523	773	-	384,210
Professional fees	39	439	795	3,621	2,481	-	7,375
Transportation	2,176	-	7,718	2,770	-	-	12,664
Travel	2,288	431,277	27,054	7,118	-	-	467,737
	141,267	4,228,995	1,546,532	470,441	14,317	470	6,402,022
Total expenditures for the period	141,267	4,228,995	1,656,445	470,441	14,317	10,470	6,521,935
Cost Recovery	-	(4,223,406)	-	-	(32,903)	-	(4,256,309)
Currency translation adjustments	4,810	38,483	112,872	25,822	77,744	-	259,731
Balance, February 29, 2012	\$ 584,773	\$ 1,822,148	\$ 7,524,112	\$ 2,430,331	\$ 3,707,120	\$ 10,470	\$ 16,078,954

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)

Pursuant to the Arrangement, the obligations and interests in the Spin-out Properties under the various property and related agreements have been transferred from ITH to the Company.

a) Properties acquired from AngloGold, Alaska

Pursuant to an Asset Purchase and Sale and Indemnity Agreement dated June 30, 2006, as amended on July 26, 2007, (the “AngloGold Agreement”) among ITH, AngloGold Ashanti (U.S.A.) Exploration Inc. (“AngloGold”) and Talon Gold Alaska, Inc. (ITH’s wholly-owned Alaskan subsidiary) (“Talon Gold”), ITH acquired all of AngloGold’s interest in a portfolio of seven mineral exploration projects in Alaska (then aggregating 246 square kilometres) referred to as the Livengood, Chisna, Gilles, Coffee Dome, West Pogo, Blackshell, and Caribou properties (the “Sale Properties”). Consideration consisted of a USD 50,000 cash payment on August 4, 2006, and the issuance of 5,997,295 ITH common shares, representing approximately 19.99% of ITH’s issued shares following the closing of the acquisition and two private placement financings raising an aggregate of \$11,479,348. AngloGold had the right to maintain its percentage equity interest in ITH, on an ongoing basis, provided that such right will terminate if AngloGold’s interest falls below 10% at any time after January 1, 2009.

As further consideration for the transfer of the Sale Properties, ITH granted to AngloGold a 90 day right of first offer with respect to the Sale Properties and any additional mineral properties in Alaska in which ITH acquires an interest and which interest ITH proposes to farm out or otherwise dispose of. If AngloGold’s equity interest in ITH is reduced to less than 10%, then this right of first offer will terminate. AngloGold’s rights to maintain its interest and right of first offer do not apply to the Company or to the Company’s exploration and evaluation assets.

Pursuant to the Arrangement, ITH spun-out the Chisna and West Pogo properties to the Company. Details of the Chisna and West Pogo properties are as follows:

(i) Chisna Property

The Chisna property is located in the eastern Alaska Range, Alaska, and is comprised of mineral claims owned 100% by the Company and acquired pursuant to an agreement dated July 8, 2010 between Talon Gold, as vendor, and Raven Gold, an Alaskan subsidiary of the Company, as purchaser, which closed effective upon the completion of the Arrangement, and additional land optioned by Raven Gold directly from Ahtna Corporation.

On November 2, 2009, ITH and Talon Gold entered into an agreement (as amended) with Ocean Park Ventures Corp. (“OPV”). Pursuant to the agreement, an Alaskan subsidiary of OPV (“Subco”) and Raven Gold formed a joint venture (the “OPV/Raven JV”) for the purpose of exploring and developing the Chisna property.

The initial interests of Subco and Raven Gold in the OPV/Raven JV are 51% and 49% respectively. Raven Gold’s initial contribution to the OPV/Raven JV will be its interest in the Chisna Project. Subco’s contribution to the OPV/Raven JV will be funding for the OPV/Raven JV totalling USD 20,000,000 over five years; of which USD 5,000,000 must be provided during the first year. The first year amount is reduced to USD 2,000,000 if, at any time during such year, the London PM gold fix price and the LME closing copper price are each below USD 700/oz and USD 1.70/lb, respectively, for a period of ten consecutive trading days. If Subco fails to fund any portion of the initial USD 5,000,000 (or USD 2,000,000 as applicable) in the first year, Raven Gold will be entitled to terminate the OPV/Raven JV and OPV and Subco will be jointly indebted to Raven Gold for the difference between USD 5,000,000 (or USD 2,000,000 as applicable) and the amount actually funded. Subco has funded the required USD 5,000,000.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**a) Properties acquired from AngloGold, Alaska (cont'd)****(i) Chisna Property (cont'd)**

Raven Gold was the operator of the OPV/Raven JV during the first year. In year two, Subco is the operator and in years three and thereafter, Subco will be entitled to continue to be the operator of the OPV/Raven JV and to maintain operatorship until and unless it ceases to hold a majority interest in the OPV/Raven JV. Any work program proposed by the operator will be subject to approval by the five member OPV/Raven JV management committee. After Subco has completed its USD 20,000,000 initial contribution, the OPV/Raven JV participant with the greatest interest in the OPV/Raven JV will be entitled to nominate three members of the management committee.

If Subco funds the entire required USD 20,000,000 within five year period, it will have the option to acquire a further 19% interest in the OPV/Raven JV by producing a positive bankable feasibility study in respect of the Chisna Project within five years after electing to exercise such option, and by funding any additional exploration required to produce such a study. The feasibility study must support a mining operation at a minimum level of 300,000 ounces per year of gold equivalent production. If Subco does not fund the entire required USD 20,000,000 within five year period, then Subco will be deemed to have withdrawn from the OPV/Raven JV and will thereafter have no residual interest in the Chisna property.

In consideration for ITH providing the resources for Raven Gold to enter into the OPV/Raven JV, OPV is required to issue 200,000 common shares (received on March 15, 2010) to ITH following satisfaction of the conditions precedent to the formation of the OPV/Raven JV and an additional 200,000 shares each anniversary thereafter (ITH received 200,000 shares on March 15, 2011 and 200,000 shares on March 20, 2012), to a total of 1,000,000 shares, provided the OPV/Raven JV is in good standing.

The formation of the OPV/Raven JV, and the rights of OPV/Subco under the OPV/Raven JV Agreement, were subject to a pre-emptive right in favour of AngloGold under the AngloGold Agreement, which was waived by AngloGold on November 17, 2009. Consequently, Subco and Raven Gold proceeded with the OPV/Raven JV, and will be bound by the existing Indemnity and Pre-emptive Rights Agreement among AngloGold, ITH and Talon Gold, as provided for in the AngloGold Agreement. The principal effect of that agreement on the OPV/Raven JV will be indemnity provisions relating to the Chisna Project, and AngloGold will have no further pre-emptive right in respect of the Chisna Project.

The formation of the OPV/Raven JV was accepted for filing by the TSXV on behalf of OPV on March 15, 2010 and ITH received the initial 200,000 common shares of OPV required under the November 2, 2009 OPV/Raven JV Agreement. As Operator, Raven Gold was entitled to earn an operator's fee. For the nine month period ended February 29, 2012, Raven Gold earned a total of \$nil (2011 - \$366,205) in operator fee income.

On March 24, 2010, Raven Gold entered into a Mineral Exploration Agreement with Option to Lease with Ahtna Incorporated ("Ahtna"), an Alaska Native Regional Corporation, concerning approximately 26,516 hectares of fee simple lands in the Athell Area of Alaska surrounding or adjacent to some of the blocks of mineral claims owned by Raven Gold (the "Ahtna Agreement"). Pursuant to the agreement, Ahtna has consented to the transfer of Raven Gold's rights to the OPV/Raven JV. Further consent will be required if Raven Gold ceases to be the operator under the OPV/Raven JV. The Ahtna lands are included in the Chisna Project and are subject to the OPV/Raven JV. All costs of the Ahtna Agreement are for the account of OPV while it is making its initial contribution, and will be for the account of the OPV/Raven JV once OPV has completed its initial contribution.

CORVUS GOLD INC.

(An Exploration Stage Company)

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

NINE MONTHS ENDED FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

6. EXPLORATION AND EVALUATION ASSETS (cont'd)**a) Properties acquired from AngloGold, Alaska (cont'd)****(i) Chisna Property (cont'd)**

The key terms of the Ahtna Agreement include the following:

- exclusive right to explore, and the option to enter into a mining lease to develop and mine, the subject lands for a six-year period
- annual option payments of USD 1.00 – USD 1.25 per acre
- minimum exploration expenditures of USD 4.00 – USD 8.00 per acre, provided that if the agreement is not terminated at the end of any option year, the exploration expenditures for the next year become a firm commitment
- at the end of the third year, Raven Gold will release at least 50% of the original lands subject to the agreement
- preferential contracting, hiring and training practice for Ahtna shareholders or designees
- scholarship contributions to the Ahtna Heritage Foundation (USD 10,000/year, subject to increase for inflation)
- all surface work subject to Ahtna archaeological and cultural clearance

Upon Raven Gold having expended an aggregate of USD 1,000,000 (including 2,500 feet of core drilling) and having completed a feasibility study over some or all of the land subject to the exploration agreement within the six year term of the Ahtna Agreement, Raven Gold has the option to enter into a mining lease. The key terms of the mining lease include:

- exclusive mining rights for an initial term of ten years and so long thereafter as commercial production continues
- minimum exploration expenditures of USD 4.00 – USD 9.00 per acre subject to the lease until commercial production is achieved, escalating over time
- advance minimum royalty payments of USD 6.00 – USD 12.00 per acre escalating over time (50% deductible from production royalties)
- NSR production royalties for gold and silver scaled from 2.5% (gold price USD 550 per ounce or less) to 14% (gold price USD 1,900 per ounce or higher). 2.5% on base metals and 3% on all minerals other than gold, silver or base metals
- in the event Raven Gold acquires rights to minerals within the area subject to the lease, the acquired minerals lands are subject to a production royalty in favour of Ahtna of 2% of the gross value of any gold and silver and a NSR of 1% on base metals
- Ahtna is also entitled to receive an amount by which 20% of the net profits realized by Raven Gold from its mining operations on Ahtna minerals (10% in the case of non-Ahtna minerals) in any year exceed the aggregate royalties paid by Raven Gold to Ahtna in that year
- Ahtna has the right to acquire a working interest in the lands subject to the lease, which is to be greater than or equal to 10% but not more than 15%, upon Raven Gold having made a production decision, and in consideration, Ahtna will be required to fund ongoing operations after such exercise in an amount equal to 200% of Athna's percentage share of the pre-production expenditures incurred by Raven Gold (not including advance minimum royalty payments to Ahtna). Should Athna exercise such option, it would become a participant in the OPV/Raven JV.

(ii) West Pogo Property

The West Pogo property is located approximately 50 kilometres north of Delta Junction, Alaska, and is owned 100% by the Company pursuant to an agreement dated July 8, 2010 between Talon Gold, as vendor, and Raven Gold, as purchaser, which closed effective upon the completion of the Arrangement.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**a) Properties acquired from AngloGold, Alaska (cont'd)****(ii) West Pogo Property (cont'd)**

On March 24, 2010, ITH entered into a binding letter of intent with First Star Resources Inc. (“First Star”) in connection with the West Pogo Property (the “WP LOI”). Under the terms of the WP LOI, a US subsidiary of First Star (“First Star US”) has the ability to earn an initial 55% interest, and a second option to earn a further 45%, for a total of 100% interest. To earn the 55% interest, First Star US is required to expend USD 2,800,000 in exploration expenditures. To acquire a 100% ownership, First Star will fund the project through to an advanced exploration stage by spending a further USD 2,000,000 prior to December 31, 2015, or by producing, filing and having accepted by the TSXV a NI 43-101 compliant inferred resources of 1,000,000 ounces of gold using a 0.5g/t cut-off grade, whichever costs less. An NSR royalty of 3% or 4% on gold/silver and 1% on all other producers will be payable to Raven Gold. The royalty can be reduced by 1% by paying Raven Gold USD 3,000,000. In pursuance of the WP LOI, Raven and First Star US have entered into an earn-in agreement dated August 16, 2010. In consideration for ITH providing the resources to allow Raven Gold to enter into the WP LOI, First Star or First Star US is required to pay USD 250,000 to ITH (ITH received USD 10,000 on April 9, 2010, USD 20,000 on July 14, 2010 and USD 40,000 on April 27, 2011). If First Star US does not complete the expenditures, or if the required payments to ITH are not made, First Star US will be deemed to have withdrawn from the agreement and will thereafter have no residual interest in the West Pogo Property. On December 2, 2011, full ownership of the West Pogo Property was returned to the Company by agreement with First Star as a consequence of First Star US not completing the required expenditures.

On March 5, 2012, Raven Gold granted to Alix Resources Corp. (“Alix”) the right to earn an interest in the West Pogo Property. In order to earn a 60% interest in the project, Alix is required to incur USD 5,000,000 in work expenditures on the project (with year one being USD 250,000) and pay annual payments of USD 25,000 to Raven Gold, all over 5 years. Raven Gold will retain a 2 – 3% NSR royalty on the project, with Alix having the right to purchase 1% of the royalty for USD 1,000,000. Alix has the right to purchase Raven Gold’s interest in the project by converting each 10% of interest into an additional 1% NSR.

b) Properties optioned from AngloGold, Alaska

In conjunction with the closing of the acquisition of the Sale Properties, ITH entered into option/joint venture agreements with AngloGold with respect to two additional mineral projects in Alaska, referred to as the LMS and the Terra properties (the “Optioned Properties”).

Pursuant to the Arrangement, ITH spun-out the LMS and Terra properties to the Company. Details of the LMS and Terra properties are as follows:

(i) LMS Property

The LMS property is now owned 100% by the Company pursuant to an agreement dated July 8, 2010 between Talon Gold, as vendor, and Raven Gold, as purchaser, which closed effective upon the completion of the Arrangement.

With respect to the LMS Property, ITH had the right to earn a 60% interest by incurring aggregate exploration expenditures of USD 3,000,000 by January 30, 2010 (incurred), of which ITH has committed to incur minimum exploration expenditures of USD 1,000,000 during the 2006 calendar year and of USD 750,000 during the 2007 calendar year. Upon ITH having earned its 60% interest in the LMS Property, AngloGold had the right to re-acquire a 20% interest (for an aggregate 60% interest) and become manager of the joint venture by incurring a further USD 4,000,000 in exploration expenditures over a further two years.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**b) Properties optioned from AngloGold, Alaska (cont'd)****(i) LMS Property (cont'd)**

On June 10, 2008, ITH entered into an agreement to acquire all of the interest of AngloGold in the Terra and LMS Properties, plus certain other AngloGold rights on the Gilles and West Pogo Properties, for the purchase price of \$751,500 to be satisfied by the issuance of 450,000 shares of ITH to AngloGold (issued). The transaction was approved by the NYSE Alternext-US Stock Exchange on July 31, 2008 and by the TSXV on September 10, 2008.

On March 24, 2010, ITH entered into a binding letter of intent (the "LMS LOI") with First Star, in connection with the LMS Property. Under the terms of the LMS LOI, First Star US has the ability to earn an initial 55% interest, and a second option to earn a further 45%, for a total 100% interest. To earn the 55% interest, First Star US is required to expend USD 3,500,000 on exploration. To acquire a 100% ownership, First Star US is required to fund the project through to an advanced exploration stage by spending a further USD 3,000,000 prior to December 31, 2015, or by producing, filing and having accepted by the TSXV a NI 43-101 compliant inferred of 2,000,000 ounces of gold using a 0.5g/t cut-off grade, whichever costs less. An NSR royalty of 3% or 4% on gold/silver and 1% on all other products will be payable to Raven. The royalty can be reduced by 1% by paying Raven Gold USD 3,000,000. In pursuance of the LMS LOI, Raven and First Star US have entered into an earn-in agreement dated August 16, 2010. In consideration for ITH providing the resources to allow Raven Gold to enter into the LMS LOI, First Star or First Star US is required to pay USD 280,000 (ITH received USD 10,000 on April 9, 2010, USD 30,000 on July 14, 2010 and USD 60,000 on April 27, 2011). If First Star US does not complete the expenditures, or if the required payments to ITH are not made, First Star US will be deemed to have withdrawn from the agreement and will thereafter have no residual interest in the LMS Property. On December 2, 2011, full ownership of the LMS Property was returned to the Company by agreement with First Star as a consequence of First Star US not completing the required expenditures.

(ii) Terra Property

The Terra Property consists of State of Alaska unpatented lode mining claims held by the Company and State of Alaska unpatented lode mining claims leased from an individual. The lease requires a payment on execution of USD 25,000 (paid), and advance minimum royalties of USD 25,000 on or before March 22, 2006 (paid), USD 50,000 on or before March 22, 2007 (paid), USD 75,000 on or before March 22, 2008 (paid), USD 100,000 on or before March 22, 2009 (paid) and each subsequent March 22 until March 22, 2015 (paid USD 100,000 on each of February 2, 2010, March 21, 2011 and March 22, 2012), and thereafter USD 125,000 until the expiry of the lease (all of which are recoverable from production royalties). The lessor is entitled to receive a NSR production royalty on gold equal to 3.0% if the gold price is USD 450 per ounce or lower and 4% if the gold price is USD 450 per ounce or higher, plus a NSR royalty of 4% on all other mineral products other than gold. 1% of the royalty may be purchased for USD 1,000,000 and a further 1% for USD 3,000,000.

With respect to the Terra Property, ITH had the right to earn a 60% interest by incurring aggregate exploration expenditures of USD 3,000,000 by January 30, 2010, of which ITH committed to incur minimum exploration expenditures of USD 500,000 during the 2006 calendar year and of USD 750,000 during the 2007 calendar year. Upon ITH having earned its 60% interest in the Terra Property, AngloGold had the right to re-acquire a 20% interest (for an aggregate 60% interest) and become manager of the joint venture by incurring a further USD 4,000,000 in exploration expenditures over a further two years. In either case, following ITH and AngloGold having earned their final respective interests, each party will be required to contribute its pro rata share of further exploration expenditures or be diluted. A party that is diluted to 10% or less was to have its interest converted to a 2% NSR royalty.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**b) Properties optioned from AngloGold, Alaska (cont'd)****(ii) Terra Property (cont'd)**

On November 5, 2007 ITH provided notice to AngloGold that it has incurred sufficient expenditures to vest its 60% ownership in the Terra Project. AngloGold had 90 days to decide whether or not to exercise its right to earn back an additional 20% interest in the Terra Project by incurring USD 4,000,000 in expenditures over the next two years, and elected not to do so. As AngloGold elected not to exercise its back-in right, each party was therefore responsible for contribution its share of ongoing joint venture expenditures.

On June 10, 2008, ITH entered into an agreement to acquire all of the interest of AngloGold in the Terra and LMS Properties, plus certain other AngloGold rights on the Gilles and West Pogo Properties, for the purchase price of \$751,500 to be satisfied by the issuance of 450,000 shares of ITH to AngloGold (issued). The transaction was approved by the NYSE Alternext-US Stock Exchange on July 31, 2008 and by the TSXV on September 10, 2008.

On February 26, 2010, ITH signed a letter of intent (“LOI”) to enter into a joint venture with American Mining Corporation (“AMC”), a private Nevada corporation, on the Terra Property. Pursuant to the LOI, an Alaskan subsidiary of AMC and Raven Gold were to form a joint venture with the aim of developing the Terra Property to production. On May 17, 2010, AMC assigned the Terra Project LOI to Terra Mining Corporation (“TMC”), a company incorporated under the laws of British Columbia. On September 15, 2010, Raven Gold and Terra Gold Corporation (a US subsidiary of TMC) (“TGC”) entered into the formal joint venture agreement (as amended) to give effect to the joint venture (“Terra JV”). On March 1, 2011, TMC was acquired by, and became a wholly owned subsidiary of, WestMountain Index Advisor, Inc. a public company based in Denver, Colorado (“WestMountain”).

Effective September 15, 2010, TGC will have an initial 51% interest in the Terra Property, subject to TGC funding an aggregate of USD 6,000,000 in direct exploration and development expenditures on or before December 31, 2013 with initial USD 1,000,000 being required prior to December 31, 2011. As part of the funding, TGC will pay Raven Gold an aggregate of USD 200,000 as payment for the camp and equipment previously constructed by ITH and acquired by Raven Gold (USD 33,000 received February 16, 2012 and USD 67,000 received March 5, 2012).

TGC is required to pay to ITH, the former holder of the Terra Property, an aggregate of USD 300,000 (USD 150,000 received by ITH) in stages to December 31, 2012. TGC/TMC are required to deliver to ITH an aggregate of 750,000 common shares of TMC (now 750,000 WestMountain common shares) prior to December 31, 2012, with the initial 250,000 common shares due on or before September 15, 2011 (received by ITH) and an additional 250,000 on or before December 31, 2011 (received by ITH).

TGC has granted Raven Gold a sliding scale NSR royalty between 0.5% and 5% on all precious metal production for the Terra Property and a 1% NSR royalty on all base metal production.

If TGC fails to fund any portion of the initial first year commitment and eventual three year commitment, or if the required payments and shares are not delivered to ITH, Raven Gold will be entitled to terminate the agreement and retain 100% of the property.

After it has completed its initial USD 6,000,000 contribution, TGC will have the option to increase its interest in the project by 29% (to a total of 80%) by funding an additional USD 3,050,000 of development work. To exercise such option, TGC/TMC will be required to pay ITH an additional USD 150,000 and deliver an additional 250,000 common shares of TMC.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**b) Properties optioned from AngloGold, Alaska (cont'd)****(ii) Terra Property (cont'd)**

Following TGC having completed its initial contribution (if it does not elect to acquire an additional 29% interest) or having earned an 80% interest (if it does), each party will be required to contribute its pro rata share of further expenditures. Should the interest of Raven Gold be diluted below 10% as a consequence of it not funding its proportionate share of the joint venture expenditures, the residual interest of Raven Gold interest will be converted to an additional property wide 1% NSR royalty on all metals produced.

c) Properties optioned from Redstar Gold Corp., Nevada (North Bullfrog Project)

On March 15, 2007, ITH signed a binding letter of intent with Redstar Gold Corp. of Vancouver, B.C. (“Redstar”), pursuant to which a US subsidiary of ITH (Corvus Nevada) could earn up to a 70% interest in the North Bullfrog project located in Nevada. Corvus Nevada could earn an initial 60% interest in the project by making payments and exploration expenditures and delivering ITH shares, and had the option to earn an additional 10% interest (aggregate 70%) by funding all expenditures to take the project to feasibility. There was no time limit by which a feasibility study was required to be delivered.

To earn its initial 60% interest, Corvus Nevada was required to make total payments of USD 190,000 and incur total expenditures of USD 4,000,000 over 4 years to March 15, 2011. The first year requirement is a payment of USD 20,000 on TSXV acceptance (paid) plus exploration expenditures of USD 500,000 (incurred). The second payment of USD 30,000 is due by September 15, 2008 (paid). The third payment of USD 40,000 is due by March 15, 2009 (paid). The fourth payment of USD 50,000 is due by March 15, 2010 and the fifth payment of USD 50,000 is due by March 15, 2011 (acquisition completed on October 9, 2009).

Corvus Nevada is also required to pay the advance minimum royalty payments to the owners of certain patented mining claims which are fully recoupable against production royalties. The advance minimum royalty in year 1 to 3 is USD 32,300 per year and year 4 onwards is USD 37,000.

On October 9, 2009, Corvus Nevada completed the acquisition of all of the interests of Redstar and Redstar Gold U.S.A. Inc. in the North Bullfrog project (including the Mayflower (note 6(d)) and Connection (note 6(e)) Properties) under an agreement dated July 30, 2009, thereby giving Corvus Nevada 100% control of the project. Consideration for the acquisition was a cash payment of USD 250,000 and the delivery by Corvus Nevada of 200,000 common shares of ITH. Completion of the acquisition eliminated Corvus Nevada's vesting requirements for expenditures and delivery of ITH shares.

The Company acquired all of the shares of Corvus Nevada on August 26, 2010 upon the completion of the Arrangement.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**d) Mayflower Property, Nevada (North Bullfrog Project)**

Pursuant to a mining lease and option to purchase agreement made effective December 1, 2007 between Corvus Nevada and a group of arm's length limited partnerships, Corvus Nevada has leased (and has the option to purchase) patented mining claims located adjacent to its North Bullfrog project in south-western Nevada. The terms of the lease/option are as follows:

- *Terms:* Initial term of five years, commencing December 1, 2007, with the option to extend the lease for an additional five years. The lease will continue for as long thereafter as the property is in commercial production or, alternatively, for an additional three years if Corvus Nevada makes advance minimum royalty payments of USD 100,000 per year (which are recoupable against actual production royalties).
- *Lease Payments:* USD 5,000 (paid) and 25,000 common shares of ITH (delivered) following regulatory acceptance of the transaction; and an additional USD 5,000 and 20,000 common shares on each of the first through fifth lease anniversaries (USD 5,000 paid on each of December 10, 2008, October 14, 2009, November 10, 2010 and September 28, 2011 and 20,000 common shares of ITH delivered on each of September 8, 2008, November 25, 2009 and November 28, 2011). Pursuant to an agreement with the lessors, in lieu of the 20,000 ITH shares due December 1, 2010, Corvus Nevada paid USD 108,750 on November 10, 2010 and delivered 46,250 common shares of the Company on December 2, 2010. If Corvus Nevada elects to extend the lease for a second five-year term, it will pay USD 10,000 and deliver 50,000 common shares of ITH upon election being made, and an additional 50,000 common shares of ITH on each of the sixth through tenth anniversaries.
- *Work Commitments:* USD 100,000 per year for the first three years (incurred), USD 200,000 per year for the years 4 – 6 and USD 300,000 for the years 7 – 10. Excess expenditures in any year may be carried forward. If Corvus Nevada does not incur the required expenditures in year one, the deficiency is required to be paid to the lessors.
- *Retained Royalty:* Corvus Nevada will pay the lessors a NSR royalty of 2% if the average gold price is USD 400 per ounce or less, 3% if the average gold price is between USD 401 and USD 500 per ounce and 4% if the average gold price is greater than USD 500 per ounce.
- *Purchase Option:* Corvus Nevada has the right to purchase all the interest of the lessors in the property during the first ten years for USD 7,500,000 plus a 0.5% NSR if the gold price is under USD 500 per ounce and 1% if the gold price is USD 500 per ounce or above. After the initial ten-year period, the cash portion of the purchase price will be escalated annually based on the US annual Consumer Price Index increase for that year.

The Company acquired all of the shares of Corvus Nevada on August 26, 2010 upon the completion of the Arrangement.

e) Connection Property, Nevada (North Bullfrog Project)

Pursuant to a mining lease and option to purchase agreement made effective October 27, 2008 between Redstar and an arm's length limited liability company, Redstar has leased (and has the option to purchase) patented mining claims located adjacent to the North Bullfrog project and referred to as the "Connection" property. The ten-year, renewable mining lease requires payments of USD 10,800 (paid) on signing and annual payments for the first three anniversaries of USD 10,800 and USD 16,200 for every year thereafter (USD 10,800 paid on each of September 30, 2009, September 30, 2010, and September 28, 2011). Redstar has an option to purchase the property for USD 1,000,000 at any time during the life of the lease. Production is subject to a 4% NSR royalty, which may be purchased for USD 5,000,000.

Corvus Nevada acquired all of the interest of Redstar and Redstar US in the Connection property and associated lease on October 9, 2009 (note 6(c)).

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)**f) Gerfaut Property, Quebec**

On February 2, 2012, the Company signed a binding letter of intent with Les Ressources Tectonic Inc. (“LRT”), with a final agreement to follow, to acquire a majority interest in the Gerfaut Property in Northern Quebec. The key terms of the agreement include:

- Signing and additional claim staking payment of \$10,000 (paid)
- 5 year earn-in for 60% interest of \$255,000 in payments and \$565,000 in work commitments
- The Company grants LRT a 2% NSR royalty of which it can buy back 1% for \$1,500,000
- The Company has an option to earn an extra 20% interest by spending an additional \$2,000,000 work commitment over 3 years
- Following earn-in and formation of the joint venture, should LRT’s interest dilute to a 10% ownership position, their interest would be converted to a 3% Net Profit Interest (NPI)

Acquisitions

The acquisition of title to mineral properties is a detailed and time-consuming process. The Company has taken steps, in accordance with industry norms, to verify title to mineral properties in which it has an interest. Although the Company has taken every reasonable precaution to ensure that legal title to its properties is properly recorded in the name of the Company, there can be no assurance that such title will ultimately be secured.

Environmental Expenditures

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for future removal and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly and are not predictable. The Company’s policy is to meet or, if possible, surpass standards set by relevant legislation by application of technically proven and economically feasible measures.

Environmental expenditures that relate to ongoing environmental and reclamation programs are charged against earnings as incurred or capitalized and amortized depending on their future economic benefits. Estimated future removal and site restoration costs, when the ultimate liability is reasonably determinable, are charged against earnings over the estimated remaining life of the related business operation, net of expected recoveries. The Company is not aware of any provisions for Environmental Rehabilitation as of February 29, 2012.

7. SHARE CAPITAL**Authorized**

Unlimited common shares without par value.

Share issuances

There were no share issuances during the nine months ended February 29, 2012.

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7. SHARE CAPITAL (cont'd)**Share issuances (cont'd)**

During the year ended May 31, 2011:

- a) An aggregate of 33,614,010 shares were issued as a result of the Plan of Arrangement (note 1).
- b) On November 30, 2010 the Company closed a brokered private placement equity financing (“the Offering”) and issued 6,500,000 common shares at a price of \$0.88 per common share for gross proceeds of \$5,720,000. In connection with the Offering, the agents received a cash commission equal to 5% of the gross proceeds raised through the Offering, amounting to \$286,000 in share issuance costs. As well, the Agents received Agents’ Warrants equal to 5% of common shares issued in the Offering, being 325,000 Agents’ Warrants. Each Agents’ Warrant is exercisable to acquire one common share of the Company at a price of \$1.10 until November 30, 2012. The share-based payment charges associated with the Agents Warrants is \$145,083.
- c) On November 30, 2010 the Company closed a non-brokered private placement equity financing and issued 1,500,000 common shares at a price of \$0.88 per common share for gross proceeds of \$1,320,000. A finder’s fee equal to 5% of the proceeds raised from the sale of 500,000 common shares was paid, amounting to \$22,000. In connection with the financing, the Company paid an additional \$116,140 in share issuance costs.
- d) On December 2, 2010, the Company issued 46,250 common shares in connection with the lease on the Mayflower property (note 6(d)), with a fair value of \$43,475.

Warrants

Warrants transactions are summarized as follows:

	February 29, 2012		May 31, 2011	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of the period	325,000	\$ 1.10	-	\$ -
Issued (Agents’ Warrants)	-	-	325,000	1.10
Balance, end of the period	325,000	\$ 1.10	325,000	\$ 1.10

The weighted average remaining contractual life of warrants outstanding at February 29, 2012 was 0.75 year.

As at February 29, 2012 and May 31, 2011, the Company had outstanding warrants as follows:

Expiry Date	February 29, 2012		May 31, 2011	
	Exercise Price	Number of Warrants	Exercise Price	Number of Warrants
November 30, 2012	\$ 1.10	325,000	\$ 1.10	325,000

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7. SHARE CAPITAL (cont'd)**Warrants (cont'd)**

The Company uses the fair value method for determining fair value for all agent warrants issued during the period. The fair value of agent warrants was determined using the Black-Scholes option pricing model based on the following assumptions:

	February 29, 2012	May 31, 2011
Expected life (years)	N/A	2
Interest rate	N/A	1.62%
Volatility (average)	N/A	100%
Dividend yield	N/A	0.00%

Stock options

Stock options awarded to employees and non-employees by the Company are measured and recognized in the Consolidated Statement of Comprehensive Income (Loss) or added to exploration and evaluation assets at the fair value of the award. The fair value of all forms of share-based payments is charged to operations or capitalized to exploration and evaluation assets over the vesting period of the options granted. Fair value is estimated using the Black-Scholes Option Pricing Model.

Share-based payment amounts included in the consolidated financial statements and related to options granted prior to August 26, 2010 represent an allocation of ITH's related amounts on a direct basis for employees and non-employees working directly on the Spin-out Properties and on a pro rata basis for head office employees and directors as outlined in note 1.

The Company has adopted an incentive stock option plan (the "2010 Plan"). The essential elements of the 2010 Plan provide that the aggregate number of common shares of the Company's share capital that may be made issuable pursuant to options granted under the 2010 Plan may not exceed 10% of the number of issued shares of the Company at the time of the granting of the options. Options granted under the 2010 Plan will have a maximum term of ten years. The exercise price of options granted under the 2010 Plan will not be less than the greater of the market price of the common shares (as defined by the Toronto Stock Exchange ("TSX"), currently defined as the 5 day volume weighted average price for the 5 trading days immediately preceding the date of grant) or the closing market price of the Company's common shares for the trading day immediately preceding the date of grant), or such other price as may be agreed to by the Company and accepted by the TSX. Options granted under the 2010 Plan vest immediately, unless otherwise determined by the directors at the date of grant.

Pursuant to the 2010 Plan, on November 17, 2011 the Company granted incentive stock options to consultants and an employee of the Company to purchase 210,000 common shares in the share capital of the Company. The options are exercisable on or before November 17, 2016 at a price of \$0.67 per share. The options will vest as to one-third on November 17, 2011, one third on November 17, 2012 and the balance on November 17, 2013.

On July 29, 2011, the Company granted incentive stock options to directors and an employee of the Company to purchase 650,000 common shares in the share capital of the Company. The options are exercisable on or before July 29, 2016 at a price of \$0.50 per share. The options will vest as to one-third on July 29, 2011, one third on July 29, 2012 and the balance on July 29, 2013.

On May 30, 2011 the Company granted incentive stock options to a consultant of the Company to purchase 100,000 common shares in the share capital of the Company. The options are exercisable on or before May 30, 2013 at a price of \$0.69 per share.

On January 21, 2011, the Company granted incentive stock options to directors, officer and consultants of the Company to purchase 390,000 common shares in the share capital of the Company. The options are exercisable on or before January 21, 2013 at a price of \$0.82 per share.

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7. SHARE CAPITAL (cont'd)**Stock options (cont'd)**

On September 8, 2010 the Company granted incentive stock options to directors, officers, employees and consultants of the Company to purchase 3,000,000 common shares in the share capital of the Company. The options are exercisable on or before September 8, 2012 at a price of \$0.75 per share.

A summary of the status of the stock option plan as of February 29, 2012 and May 31, 2011, and changes during the periods are presented below:

	February 29, 2012		May 31, 2011	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	3,490,000	\$ 0.76	-	\$ -
Granted	860,000	0.54	3,490,000	0.76
Cancelled	(350,000)	(0.76)	-	-
Balance, end of the period	4,000,000	\$ 0.71	3,490,000	\$ 0.76

The weighted average remaining contractual life of options outstanding at February 29, 2012 was 1.43 years.

Stock options outstanding are as follows:

Expiry Date	February 29, 2012			May 31, 2011		
	Exercise Price	Number of Options	Exercisable at Period-End	Exercise Price	Number of Options	Exercisable at Year-End
September 8, 2012	\$ 0.75	2,680,000	2,680,000	\$ 0.75	3,000,000	3,000,000
January 21 2013	\$ 0.82	360,000	360,000	\$ 0.82	390,000	390,000
May 30, 2013	\$ 0.69	100,000	100,000	\$ 0.69	100,000	100,000
July 29, 2016	\$ 0.50	650,000	214,500	\$ -	-	-
November 17, 2016	\$ 0.67	210,000	69,300	\$ -	-	-
		4,000,000	3,423,800		3,490,000	3,490,000

Share-based payments

Share-based payments amounts included in the consolidated financial statements and related to options granted prior to August 26, 2010 represent an allocation of ITH's related share-based payments amounts on a direct basis for employees and non-employees working directly on the Spin-out Properties and on a pro rata basis for head office employees and directors amounted to \$821,171. The Company uses the fair value method for determining share-based payment charges for all options granted during the periods. The fair value of options granted was \$356,706, determined using the Black-Scholes option pricing model based on the following weighted average assumptions:

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7. SHARE CAPITAL (cont'd)**Share-based payments (cont'd)**

For the nine months ended	February 29, 2012	February 28, 2011
Risk-free interest rate	1.38%	1.41%
Expected life of options	5 years	2 years
Annualized volatility	100%	100%
Dividend yield	0%	0%
Exercise price	\$0.54	\$0.75
Fair value per share	\$0.41	\$0.79

Share-based payment charges have been allocated as follows:

For the nine months ended	February 29, 2012	February 28, 2011
Consulting	\$ 146,082	\$ 1,418,974
Investor relations	11,664	274,388
Professional fees	13,997	60,297
Wages and benefits	23,328	415,723
	195,071	2,169,382
Exploration and evaluation assets – Geological/geophysical	12,174	73,486
	\$ 207,245	\$ 2,242,868

8. RELATED PARTY TRANSACTIONS

During the period ended February 29, 2012, the Company entered into the following transactions with related parties:

Management compensation

Key management personnel compensation comprised:

For the nine months ended	February 29, 2012	February 28, 2011
Consulting fees	\$ 77,000	\$ 70,163
Directors fees (included in consulting fees)	50,000	41,022
Professional fees	69,000	-
Wages and benefits	327,331	34,686
Share-based payments	157,746	1,072,557
	\$ 681,077	\$ 1,218,428

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8. RELATED PARTY TRANSACTIONS (cont'd)**Transactions with other related parties**

The Company paid or accrued rent expenses of \$21,938 (2011 - \$1,182) and administration expenses of \$37,482 (2011 - \$1,780) to Cardero Resource Corp. (“Cardero”), a company with officers in common.

As at February 29, 2012, included in accounts payable and accrued liabilities was \$14,922 (May 31, 2011 – \$21,708) in expenses owing to companies related to officers and officers of the Company.

The Company has entered into a retainer agreement dated June 1, 2011 with Lawrence W. Talbot Law Corporation (“LWTLC”), pursuant to which LWTLC agrees to provide legal services to the Company. Pursuant to the retainer agreement, the Company has agreed to pay LWTLC a minimum annual retainer of \$72,000 (plus applicable taxes and disbursements). The retainer agreement may be terminated by LWTLC on reasonable notice, and by the Company on one year’s notice (or payment of one year’s retainer in lieu of notice). An officer of the Company is a director and shareholder of LWTLC.

These amounts were unsecured, non-interest bearing and had no fixed terms or repayment. Accordingly, fair value could not be readily determined.

9. GEOGRAPHIC SEGMENTED INFORMATION

The Company operates in one industry segment, the mineral resources industry, and in two geographical segments, Canada and the United States. All current exploration activities are conducted in the United States and Canada. The significant asset categories identifiable with these geographical areas are as follows:

	Canada	United States	Total
February 29, 2012			
Exploration and evaluation assets	\$ 10,470	\$ 15,967,504	\$ 15,977,974
Property and equipment	\$ 1,990	\$ 37,955	\$ 39,945
May 31, 2011			
Exploration and evaluation assets	\$ -	\$ 13,553,597	\$ 13,553,597
Property and equipment	\$ -	\$ 44,872	\$ 44,872
For the three months ended		February 29, 2012	February 28, 2011
Net (loss) for the period – Canada	\$ (273,438)	\$ (372,108)	
Net income (loss) for the period – United States		(451,362)	4,787
Net (loss) for the period	\$ (724,800)	\$ (367,321)	
For the nine months ended		February 29, 2012	February 28, 2011
Net (loss) for the period – Canada	\$ (880,599)	\$ (2,828,568)	
Net income (loss) for the period – United States		(904,743)	352,429
Net (loss) for the period	\$ (1,785,342)	\$ (2,476,139)	

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10. CAPITAL MANAGEMENT

The Company manages its capital structure, being its share capital, and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. 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 Company currently has no significant source of revenues. As such, the Company is dependent upon external financings to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended February 29, 2012. The Company is not subject to externally imposed capital requirements.

11. SUPPLEMENTAL CASH FLOW INFORMATION

For the nine months ended	February 29, 2012	February 28, 2011
Supplemental cash flow information		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Non-cash transactions		
Shares issued to acquire exploration and evaluation assets	\$ -	\$ 12,435,883
Change in accounts receivables included in exploration and evaluation assets	\$ (173,362)	\$ -
Change in prepaid expenses included in exploration and evaluation assets	\$ (5,729)	\$ (13,566)
Change in accounts payable included in exploration and evaluation assets	\$ (189,957)	\$ 247,162

12. SUBSIDIARIES**Significant subsidiaries are:**

	Country of Incorporation	Principal Activity	The Company's effective interest for 2012 and 2011
Raven Gold Alaska Inc.	USA	Exploration company	100%
Corvus Gold Nevada Inc.	USA	Exploration company	100%

13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

As stated in note 3, these are the Company's third condensed interim consolidated 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 previous 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 3 have been applied in preparing the condensed interim consolidated financial statements as at and for the nine months ended February 29, 2012, the comparative information presented in these financial statements as at and for the nine months period ended February 28, 2011 and as at and for the year ended May 31, 2011 and date of transition June 1, 2010.

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13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (cont'd)

The Company's consolidated financial statements for the year ending May 31, 2012 will be the first annual consolidated financial statements that will be prepared in accordance with IFRS. The Company has adopted IFRS on June 1, 2011 with a transition date of June 1, 2010. Under IFRS 1, "*First time adoption of International Financial Reporting Standards*" ("IFRS 1"), the IFRS standards are applied retrospectively at the transition date with all adjustments to assets and liabilities as stated under Canadian GAAP taken to deficit, and IFRS 1 providing for certain optional and mandatory exemptions to this principle.

Below are the adjustments necessary for the IFRS transition, including exemptions taken at the transition date:

a) Share-based payment transactions

IFRS 1 allows that a first-time adopter can elect to not apply IFRS 2 to share-based payments granted after November 7, 2002 that vested before the later of (a) the date of transition to IFRS and (b) January 1, 2005. The Company has elected this exemption and will apply IFRS 2 to only unvested stock options as at June 1, 2010, being the transition date.

IFRS 2 and Canadian GAAP are largely converged, with the exception of two main differences affecting the Company's stock option grants. IFRS 2 does not allow straight-line amortization of share-based payments related to stock options granted with a graded vesting schedule. The attribution method is required which effectively splits the grant into separate units for valuation purposes based on the vesting schedule. Additionally, IFRS 2 requires the incorporation of an estimate of forfeiture rates. Under Canadian GAAP, the Company's policy was to account for forfeitures as they occurred.

b) Fair value as deemed cost

The Company may elect among two options when measuring the value of its assets under IFRS. It may elect, on an asset by asset basis, to use either historical cost as measured under retrospective application of IFRS or fair value of an asset at the opening balance sheet date. The Company has elected to use historical cost for its assets.

c) Consolidated and Separate Financial Statements

In accordance with IFRS 1, if a company elects to apply IFRS 3 "*Business Combinations*" retrospectively, IAS 27 "*Consolidated and Separate Financial Statements*" must also be applied retrospectively. As the Company elected to apply IFRS 3 prospectively, the Company has applied IAS 27 prospectively.

d) Estimates

The estimates previously made by the Company under pre-changeover Canadian GAAP were not revised for the application of IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result the Company has not used hindsight to revise estimates.

e) Cumulative translation differences

IFRS 1 allows that a first-time adopter may elect to deem all cumulative translation differences to be zero at the date of transition. The Company has elected this exemption and as such all cumulative translations amounts to June 1, 2010 are included in deficit.

Functional and presentation currency

The functional currency of Corvus Nevada and Raven Gold is US dollars, and for all other entities within the Group, the functional currency is Canadian dollar, as at the transition date of June 1, 2010. The consolidated financial statements are presented in Canadian Dollar ("C\$") which is the Group's presentation currency.

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13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (cont'd)

e) Cumulative translation differences (cont'd)

Translation of transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Comprehensive Income (Loss).

Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each Statement of Financial Position presented are translated at the closing rate at the date of that financial period end;
- Income and expenses for each Statement of Comprehensive Income (Loss) are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions);
- Equity transactions are translated using the exchange rate at the date of the transaction; and
- All resulting exchange differences are recognized in other comprehensive income and reported as a separate component of equity.

On consolidation, exchange differences arising from the translation of functional to presentation are taken to Accumulative Other Comprehensive Income (loss).

IAS 21 – “*The effects of Changes in Foreign Exchange Rates*” differs from the Canadian GAAP equivalent, applied by the Group until May 31, 2011. IAS 21 requires an entity to measure its assets, liabilities, revenue and expenses in its functional currency. It has been determined that as at the transition date of June 1, 2010, the functional currency of Corvus Nevada and Raven Gold is US dollars (“USD”) and for all other entities within the Group, the functional currency is Canadian dollars. Prior to the adoption of IFRS, the functional currency of the Group was the Canadian Dollars (“\$”).

Under IAS 21, the assets and liabilities of the Group are translated from Corvus Nevada and Raven Gold’s functional currency USD, to the presentation currency at the reporting date. The income and expenses are translated to the Group’s presentation currency, which is \$ at the dates of the transactions. Foreign currency differences are recognized directly in other comprehensive income within the foreign currency translation reserve.

Impact on Consolidated Financial Statements

	May 31, 2011	February 28, 2011
Exploration and evaluation assets	\$ (1,556,761)	\$ (1,489,937)
Accumulated other comprehensive income	\$ 1,001,253	\$ 977,166
Adjustment to deficit	\$ 555,508	\$ 512,771

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13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (cont'd)**Reconciliation to previously reported financial statements**

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

Interim Consolidated Statement of Financial Position Reconciliation – February 28, 2011

Interim Consolidated Statement of Comprehensive Loss Reconciliation – three months ended February 28, 2011

Interim Consolidated Statement of Comprehensive Loss Reconciliation – nine months ended February 28, 2011

Consolidated Statement of Financial Position Reconciliation – May 31, 2011

Reconciliation of pre-changeover CGAAP Shareholders' Equity to IFRS is included in the Interim Consolidated Statement of Financial Position Reconciliation – February 28, 2011.

As there have been no adjustments to the net cash flows, no reconciliation of the Statement of Cash Flows has been prepared.

Interim Consolidated Statement of Financial Position Reconciliation – February 28, 2011

	Canadian GAAP	Effect of Transition to IFRS	Ref	IFRS
ASSETS				
Current assets				
Cash and cash equivalents	\$ 8,729,355	\$ -		\$ 8,729,355
Accounts receivable	31,080	-		31,080
Prepaid expenses	41,338	-		41,338
	8,801,773	-		8,801,773
Property and equipment	11,791	-		11,791
Exploration and evaluation assets	14,231,594	(1,489,937) e)		12,741,657
	\$ 23,045,158	\$ (1,489,937)		\$ 21,555,221
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	\$ 440,538	\$ -		\$ 440,538
Shareholders' equity				
Share capital	27,751,004	-		27,751,004
Contributed surplus	8,229,356	-		8,229,356
Accumulated other comprehensive income – cumulative translation differences	-	(977,166) e)		(977,166)
Deficit	(13,375,740)	(512,771) e)		(13,888,511)
	22,604,620	(1,489,937)		21,114,683
	\$ 23,045,158	\$ (1,489,937)		\$ 21,555,221

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13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (cont'd)**Reconciliation to previously reported financial statements (cont'd)****Interim Consolidated Statement of Comprehensive Loss Reconciliation – Three Months ended February 28, 2011**

	Canadian GAAP	Effect of Transition to IFRS	Ref	IFRS
Expenses				
Administration	\$ 538	\$ -		\$ 538
Charitable donations	-	-		-
Consulting fees	153,450	-		153,450
Depreciation	463	-		463
Insurance	6,129	-		6,129
Investor relations	66,419	-		66,419
Office and miscellaneous	1,657	-		1,657
Professional fees	93,860	-		93,860
Property investigation expenditures	3,227	-		3,227
Regulatory	20,967	-		20,967
Rent	-	-		-
Travel	5,294	-		5,294
Wages and benefits	1,956	-		1,956
Loss before other items	(353,960)	-		(353,960)
Other items				
Interest income	21	-		21
Operator fee income	16,972	-		16,972
Foreign exchange gain (loss)	(62,548)	32,194	e)	(30,354)
	(45,555)	32,194		(13,361)
Net loss for the period	(399,515)	32,194		(367,321)
Other comprehensive income				
Exchange difference on translating foreign operations	-	(728,199)	e)	(728,199)
Comprehensive loss for the period	\$ (399,515)	\$ (696,005)		\$ (1,095,520)
Basic and diluted loss per share	\$ (0.01)	\$ -		\$ (0.01)
Weighted average number of shares outstanding	41,659,245	-		41,659,245

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13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (cont'd)**Reconciliation to previously reported financial statements (cont'd)****Interim Consolidated Statement of Comprehensive Loss Reconciliation – Nine months ended February 28, 2011**

	Canadian GAAP	Effect of Transition to IFRS	Ref	IFRS
Expenses				
Administration	\$ 2,318	\$ -		\$ 2,318
Charitable donations	6,413	-		6,413
Consulting fees	1,546,451	-		1,546,451
Depreciation	940	-		940
Insurance	16,228	-		16,228
Investor relations	423,658	-		423,658
Office and miscellaneous	18,792	-		18,792
Professional fees	225,342	-		225,342
Property investigation expenditures	4,349	-		4,349
Regulatory	100,891	-		100,891
Rent	5,302	-		5,302
Travel	10,919	-		10,919
Wages and benefits	481,864	-		481,864
Loss before other items	(2,843,467)	-		(2,843,467)
Other items				
Interest income	21	-		21
Operator fee income	366,205	-		366,205
Foreign exchange gain (loss)	(59,111)	60,213	e)	1,102
	307,115	60,213		367,328
Net loss for the period	(2,536,352)	60,213		(2,476,139)
Other comprehensive income				
Exchange difference on translating foreign operations	-	(977,166)	e)	(977,166)
Comprehensive loss for the period	\$ (2,536,352)	\$ (916,953)		\$ (3,453,305)
Basic and diluted loss per share	\$ (0.07)	\$ -		\$ (0.07)
Weighted average number of shares outstanding	36,285,969	-		36,285,969

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13. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (cont'd)**Reconciliation to previously reported financial statements (cont'd)****Consolidated Statement of Financial Position Reconciliation – May 31, 2011**

	Canadian GAAP	Effect of Transition to IFRS	Ref	IFRS
ASSETS				
Current assets				
Cash and cash equivalents	\$ 7,355,406	\$ -		\$ 7,355,406
Accounts receivable	191,660	-		191,660
Prepaid expenses	61,271	-		61,271
	7,608,337	-		7,608,337
Property and equipment	44,872	-		44,872
Exploration and evaluation assets	15,110,358	(1,556,761) e)		13,553,597
	\$ 22,763,567	\$ (1,556,761)		\$ 21,206,806
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	\$ 393,315	\$ -		\$ 393,315
Shareholders' equity				
Share capital	27,751,004	-		27,751,004
Contributed surplus	8,262,735	-		8,262,735
Accumulated other comprehensive income – cumulative translation differences	-	(1,001,253) e)		(1,001,253)
Deficit	(13,643,487)	(555,508) e)		(14,198,995)
	22,370,252	(1,556,761)		20,813,491
	\$ 22,763,567	\$ (1,556,761)		\$ 21,206,806