AMERICAN MANGANESE INC.

Consolidated Financial Statements

Years ended July 31, 2013 and 2012

(Expressed in Canadian dollars)

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

To the Shareholders of American Manganese Inc.:

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards and ensuring that all information in the annual report is consistent with the statements. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of consolidated financial statements.

The Board of Directors and Audit Committee are composed primarily of Directors who are neither management nor employees of the American Manganese Inc. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Committee is also responsible for recommending the appointment of the American Manganese Inc.'s external auditors.

MNP LLP is appointed by the Shareholders to audit the consolidated financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Audit Committee and management to discuss their audit findings.

November 28, 2013

" Larry W. Reaugh "
Director

" Michael MacLeod "
Director

Independent Auditors' Report

To the Shareholders of American Manganese Inc.:

We have audited the accompanying consolidated financial statements of American Manganese Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at July 31, 2013 and 2012, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of American Manganese Inc. and its subsidiaries as at July 31, 2013 and 2012, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to Note 1 of these consolidated financial statements, which states that American Manganese Inc. incurred significant losses from operations, negative cash flows from operating activities and has an accumulated deficit. This, along with other matters described in Note 1, indicates the existence of a material uncertainty which may cast significant doubt about the ability of American Manganese Inc. to continue as a going concern.

MNP LLP

November 28, 2013
Vancouver, British Columbia

Chartered Accountants

AMERICAN MANGANESE INC.

Consolidated Statements of Financial Position
As at July 31, 2013 and July 31, 2012
(Expressed in Canadian dollars, unless specifically indicated otherwise)

		July 31, 2013		July 31, 2012
Assets				
Current				
Cash and cash equivalents	$	**54,396**	$	227,500
Short-term investment		**-**		800,000
Amounts receivable (Note 7)		**47,430**		139,362
Receivable from related parties (Note 8b)		**167,603**		580,384
Marketable securities (Note 9)		**-**		12,750
Prepaid expenses		**750**		94,043
Project advances		**-**		14,684
		270,179		1,868,723
Non-current				
Equipment		**56**		-
Reclamation deposits		**34,406**		33,852
Exploration and evaluation assets (Note 11)		**9,594,517**		10,092,780
Total assets	$	**9,899,158**	$	11,995,355
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 7)	$	**676,353**	$	536,958
Payable to related party (Note 8b)		**30,353**		-
Total liabilities		**706,706**		536,958
Equity				
Share capital (Note 12)	$	**23,866,278**	$	23,879,554
Share-based payments reserve		**3,531,683**		3,318,604
Warrants reserve		**2,997,040**		2,844,942
Accumulated other comprehensive income		**97,892**		(163,623)
Deficit		**(21,300,441)**		(18,421,080)
Total equity		**9,192,452**		11,458,397
Total liabilities and equity	$	**9,899,158**	$	11,995,355

Nature and continuance of operations (Note 1)
Commitments (Note 16)
Event after the reporting date (Note 19)

Approved by the Board of Directors and authorized for issue on November 28, 2013

Larry W Reaugh Director *Michael MacLeod* Director

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

AMERICAN MANGANESE INC.

Consolidated Statements of Comprehensive Loss
For the years ended July 31, 2013 and 2012
(Expressed in Canadian dollars, unless specifically indicated otherwise)

		2013		2012
Expenses				
Administration (Note 13)	$	1,814,977	$	4,146,766
Research and development		(28,040)		1,473,130
Loss from operations		**1,786,937**		**5,619,896**
Finance income		(2,152)		(41,546)
Write down of mineral property		1,095,324		8,216
Loss (gain) on foreign exchange		(748)		30,137
Loss for the year		**2,879,361**		**5,616,703**
Other comprehensive loss				
Foreign currency loss on translation of subsidiary	$	(261,515)	$	(271,313)
Unrealized loss on marketable securities		-		10,125
Other comprehensive loss for the year		**(261,515)**		**(261,188)**
Total comprehensive loss for the year		**2,617,846**		**5,355,515**
Basic and diluted loss per share	**$**	**(0.03)**	**$**	**(0.05)**
Weighted average shares outstanding (basic and diluted)		**109,567,002**		**106,753,452**

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

AMERICAN MANGANESE INC.

Consolidated Statements of Changes in Equity
For the years ended July 31, 2013 and 2012
(Expressed in Canadian dollars, unless specifically indicated otherwise)

	Number of shares	Share capital	Share-based payments reserve	Warrants reserve	Deficit	Accumulated other comprehensive income (loss)	Total Equity
	(Note 12, 20)	(Note 12, 20)	(Note 12, 20)	(Note 12, 20)	(Note 12, 20)	(Note 12, 20)	
Balance, August 1, 2011	**104,938,605**	**22,958,206**	**1,845,571**	**2,796,955**	**(12,804,377)**	**(424,811)**	**14,371,544**
Issued pursuant to exercise of options	53,000	19,228	(10,628)	-	-	-	8,600
Issued pursuant to exercise of warrants	3,234,942	1,006,850	-	(56,743)	-	-	950,107
Issued pursuant to private placements	-	-	-	-	-	-	-
Share-based compensation	-	-	1,483,660	-	-	-	1,483,660
Amendment of warrants	-	(104,730)	-	104,730	-	-	-
Issued for mineral property acquisition	-	-	-	-	-	-	-
Total comprehensive income (loss) for the period	-	-	-	-	(5,616,703)	261,188	(5,355,515)
Balance, July 31, 2012	**108,226,547**	**23,879,554**	**3,318,603**	**2,844,942**	**(18,421,080)**	**(163,623)**	**11,458,396**
Issued pursuant to exercise of options	-	-	-	-	-	-	-
Issued pursuant to exercise of warrants	-	-	-	-	-	-	-
Issued pursuant to private placements	3,000,000	150,000	-	-	-	-	150,000
Warrants issued with private placement	-	(48,392)	-	48,392	-	-	-
Warrant Revaluation	-	(103,706)	-	103,706	-	-	-
Issued for mineral property acquisition	266,000	5,320	-	-	-	-	5,320
Cost of share issuance	-	(16,498)	-	-	-	-	(16,498)
Share-based compensation	-	-	213,080	-	-	-	213,080
Total comprehensive income (loss) for the period	-	-	-	-	(2,879,361)	261,515	(2,617,846)
Balance, July 31, 2013	**111,492,547**	**23,866,278**	**3,531,683**	**2,997,040**	**(21,300,441)**	**97,892**	**9,192,452**

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

AMERICAN MANGANESE INC.

Consolidated Statements of Cash Flows
For the years ended July 31, 2013 and 2012
(Expressed in Canadian dollars, unless specifically indicated otherwise)

		2013		2012
Cash flows from (used in) operating activities	$	(2,879,361)	$	(5,616,703)
Loss for the year				
Add items not affecting cash				
Amortization		15		659
Impairment of mineral properties		1,095,324		8,216
Stock based compensation		213,080		1,483,660
Bad debt expense		319,785		-
Realized loss on sale of shares		23,220		-
Net changes in non-cash working capital items related to operations:				
Amounts receivable		91,932		19,655
Prepaid expenses		93,293		945
Project advances		14,684		145,316
Accounts payable and accrued liabilities		44,330		151,360
Net cash from (used in) operating activities		(938,698)		3,806,884
Cash flows from (used in) investing activities				
Proceeds from disposal of securities		12,780		-
Proceeds from disposal of short term-investment		800,000		5,900,000
Exploration and evaluation expenditures		(206,788)		(3,050,050)
Net cash from (used in) investing activities		605,992		2,849,950
Cash flows from (used in) financing activities				
Proceeds from options exercised		-		8,600
Proceeds from warrants exercised		-		951,122
Advances to related parties		71,100		(563,821)
Proceeds from issuance of shares		133,502		-
Net cash from (used in) financing activities		204,602		395,901
Effect of foreign exchange rates on cash		(687)		-
Change in cash		(173,104)		(561,033)
Cash, beginning of year		227,500		788,533
Cash, end of year	$	54,396	$	227,500

Supplemental disclosure of cash flow information (Note 20)

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

1. Nature and continuance of operations

American Manganese Inc. (the "Company") was incorporated under the laws of British Columbia on July 8, 1987, and is a publicly traded company with its shares listed on the TSX Venture Exchange trading under the symbol "AMY". The Company is principally engaged in the acquisition, exploration and development of interests in mineral resource projects in British Columbia, Canada and Arizona, USA. To date, the Company has not generated any revenues and is considered to be in the exploration stage.

The address of the Company's corporate office and principal place of business is 2A – 15782 Marine Drive, White Rock, British Columbia, Canada, V4B 1E6.

These consolidated financial statements comprise the financial statements of American Manganese Inc. and its wholly owned subsidiary, Rocher Manganese Inc., incorporated in the state of Nevada, USA.

The business of exploring and developing mineral resource properties involves a high degree of risk, and there can be no assurance that planned exploration and development programs will result in profitable mining operations. The recoverability of amounts shown for capitalized exploration and development costs is dependent on the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such properties at a profit. Changes in future conditions could require material write-downs of the carrying values of exploration and evaluation interests.

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

The consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue to realize its assets and discharge its liabilities in the normal course of operations. If the going concern assumption was not appropriate for these financial statements, then potentially material adjustments may be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used.

Management estimates that the Company will have adequate funds to meet its corporate, administrative and other obligations during the upcoming July 31, 2014 year-end.

The Company has financed its exploration activities and operations through equity issuances and expects to continue to do so to the extent such instruments are issuable under terms acceptable to the Company until such time as its operations provide positive cash flows. However, to continue such exploration activities and operations, additional funding will need to be raised. During the year ended July 31, 2013, the Company raised $150,000, gross, from private placements (2012 - $958,707 from exercise of warrants and stock options). While the Company has been successful in raising financing in the past, there is no guarantee that the Company will be able to do so in the future.

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable value of its assets may decline materially from current estimates and the Company will be required to re-evaluate its plans for expenditures and allocate its resources in a matter that both the Board of Directors and senior management deem to be in Company's best interest. Such a plan may result in significant deviations from the Company's original plans for operations and main business purpose.

As of July 31, 2013 and 2012, the Company reported the following:

		July 31, 2013		July 31, 2012
Comprehensive loss for the year	$	(2,617,846)	$	(5,355,515)
Deficit		(21,300,441)		(18,421,080)
Working capital (deficiency)	$	(436,527)	$	(1,331,764)

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue operating as a going concern. These consolidated financial statements do not display effect of adjustments, which could be material, to carrying values or classifications of assets and liabilities, which may be required, should the Company be unable to continue operating as a going concern.

2. Basis of Presentation

a) Statement of compliance

These financial statements have been prepared in accordance with IFRS as issued and amended from time to time by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and adopted by the Canadian Institute of Chartered Accountants ("CICA"). Prior to the introduction of IFRS, certain accounting standards had international application, identified as International Accounting Standards ("IAS"). Certain of these standards have been replaced under IFRS, while others continue to have application.

These consolidated financial statements were authorized by the Company's Board of Directors on November 28, 2013.

These consolidated financial statements are stated in Canadian dollars and were prepared under the historical cost convention, except for share-based payment transactions (Note 12e).

b) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the parent Company's functional currency. The functional currency of the Company's subsidiary is the United States dollar ("USD"). The accounts of the subsidiary have been translated to the Canadian dollar in accordance with Note 3(b).

c) Critical accounting estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Key sources of estimation uncertainty

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are as follows:

(i) Recoverability of the carrying value of exploration and evaluation assets

The Company makes certain estimates and assumptions regarding the recoverability of the carrying values of exploration and evaluation assets. These assumptions are changed when conditions exist that indicate the carrying value may be impaired, at which time an impairment loss is recorded. Management is required to review the carrying value of its exploration and evaluation assets for potential impairment.

Evaluating the recoverability during the exploration and evaluation phase requires judgments in determining whether future economic benefits from future exploitation, sale or otherwise are likely. Evaluation may be more complex where activities have not yet reached a stage which permits a reasonable assessment of the existence of reserves or resources.

As such, it requires management make certain estimates and assumptions about future events or circumstances, but not limited to, the interpretation of geological, geophysical an seismic data, the Company's financial ability to continue exploration and evaluation activities and the impact of the current and future mining processes for potential reserves.

(ii) Recoverability of related party receivables and cost allocation

The Company shared its office premises with Goldrea Resources Corp. and Nevada Clean Magnesium Inc., companies which share common directors with the Company until November 30, 2013. In addition, certain personnel are shared between the three companies. Expenses related to the common office facilities are shared among the companies and are allocated according to the relative amount of office space used by each of the companies. The salary and related costs of common personnel are allocated according to the relative time expended on each company. Significant management estimation is required regarding the allocation of costs between these companies, and regarding the collectability of any amounts due from these parties.

(iii) Share-based payments, share purchase warrants and the inputs used in the Black Scholes valuation model

The Company has an equity-settled share-based scheme for directors, officers, employees and consultants. Services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments at the date of the grant, excluding the impact of any non-market vesting conditions.

The Company also issues share purchase warrants as part of private placement units as well as to agents and finders who assist in the placement of units.

The fair value of share options and share purchase warrants are estimated by using the Black-Scholes model on the date of the grant based on certain assumptions. Those assumptions are described in Note 12 and include, among others, expected volatility, expected life of the options/warrants, as well as the number of options expected to vest and the estimation of forfeiture rate for options with vesting conditions.

Where vesting conditions exist for share options, the Board reviews progress against those vesting conditions annually.

(iv) Decommissioning Liabilities

The Company recognizes the liability for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of mineral properties, when those obligations result from the exploration or development of its properties. The Company assesses its provision for site reclamation at each reporting date. Significant estimates and assumptions are made in determining the provision for site reclamation as there are numerous factors that will affect the ultimate liability payable. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases as compared to inflation rates, and discount rates. Those uncertainties may result in future actual expenditures differing from the amounts currently provided. The provision at the reporting date represents management's best estimate of the present value of the future reclamation costs required. As at July 31, 2013, the Company has not recognized any decommissioning liabilities.

Critical judgements in applying accounting policies

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

(i) Going Concern

The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as, expectations of future events that are believed to be reasonable under the circumstances (please see Note 1).

(ii) Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

(iii) Taxes- interpretations, regulations, and legislation in the various jurisdictions operates are subject to change

The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of laws in the countries in which the Company operates. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently, to all periods presented in these consolidated financial statements and have been applied consistently by the Company and its subsidiary.

a) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned and controlled subsidiary as described in Note 1 above. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company transactions and balances have been eliminated upon consolidation.

b) Foreign currency

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchanges gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the consolidated statements of comprehensive loss.

Assets and liabilities of the subsidiary with a functional currency in US dollars are translated at the period end rates of exchange, and the results of its operations are translated at average rates of exchange for the period. The resulting translation adjustments are included in accumulated other comprehensive income as shareholders' equity. Additionally, foreign exchange gains and losses related to certain intercompany loans that are permanent in nature are included in accumulated other comprehensive income.

c) Cash and cash equivalents

Cash and cash equivalents include short-term investments that are readily convertible into cash with original maturities of three months or less.

d) Reclamation deposit

The Company maintains cash deposits, as required by regulatory bodies, as assurance for the funding of decommissioning costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled, and are therefore classified as long term assets.

e) Research and development

Expenditures on research activities undertaken to develop a hydrometallurgical process to extract and recover high purity manganese from lower grade domestic resources within North American are expensed as incurred. Development expenditures are expensed in the period incurred unless the project meets certain strict accounting criteria for deferral and amortization. No development expenditures have met the criteria for deferral to date.

f) Government assistance

The Company is in receipt of funding from the National Research Council of Canadian Industrial Research Assistance Program ("NRC-IRAP") to continue the research and development of its hydrometallurgical process. Funds received under the NRC-IRAP program are credited to research and development expenses in the statement of operations.

Total government assistance received and credited to the statement of operations for the fiscal year ended July 31, 2013 is $3,750 (2012 - $30,000). The Company has filed completion report with National Research Council.

The Company is eligible for a refundable tax credit related to eligible exploration expenditures conducted in certain regions of British Columbia. The refundable mining exploration tax credits are recorded as government assistance against exploration and evaluation assets at fair value when there is reasonable assurance that they will be received.

g) Exploration and evaluation assets

General exploration and evaluation expenditures incurred prior to acquiring the legal right to explore are charged to the consolidated statements of comprehensive loss as incurred.

The Company's exploration and evaluation assets are intangible assets relating to mineral rights acquired and exploration and evaluation expenditures capitalized in respect of projects that are at the exploration / pre-development stage, which are incurred subsequent to the acquisition of the legal right to explore.

No amortization charge is recognized in respect of exploration and evaluation assets. These assets are transferred to mine development when they are determined to meet certain technical feasibility and commercial viability thresholds as determined by management.

Exploration and evaluation expenditure in the relevant area of interest comprises costs which are directly attributable to:

- Drilling and related costs;
- Professional / technical fees;
- Surveying, geological and geotechnical;
- Land maintenance;
- Sampling and storage; and
- Mineral claims and permits.

Exploration and evaluation expenditures related to an area of interest where the Company has tenure are capitalized as intangible assets and are recorded at cost less impairment.

Exploration and evaluation expenditures also include the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operations activities in the relevant area of interest.

All capitalized exploration and evaluation expenditures are assessed for impairment if facts and circumstances indicate that impairment may exist under IFRS 6 or IAS 36. In circumstances where a property is abandoned, the cumulative capitalized costs relating to that property are written off in the period.

h) Equipment

Equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use, along with borrowing costs and the future cost of dismantling and removing the asset. Such cost includes the cost of replacing part of the plant and equipment, significant overhauls, and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection or overhaul is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. The carrying amount of the replaced part is derecognized. All other repair and maintenance costs are recognized in the statement of comprehensive loss as incurred.

Depreciation is calculated on the declining balance basis to recognize the cost less estimated residual value over the estimated useful lives of the assets, at rates ranging from 20% - 100%.

Residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. When parts of an item of equipment have different useful lives, they are accounted for as separate major components.

i) Impairment of non-financial assets

Non-financial assets are evaluated at the end of each reporting period 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 group of assets, where the recoverable amount of the CGU is the greater of the CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments to the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive loss.

j) Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the consolidated statements of comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on the difference between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities:

- are generally recognized for all taxable temporary differences;
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future; and
- are not recognized on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets:

- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of an asset to be recovered.

k) Loss per share

Basic loss per share is calculated by dividing profit or loss attributable to ordinary equity holders (numerator) by the weighted average number of ordinary shares outstanding (denominator) during the period. The denominator is calculated by adjusting the shares issued at the beginning of the period by the number of shares bought back during the period, multiplied by a time-weighting factor.

Diluted loss per share would be calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential units. The effects of anti-dilutive potential units are ignored in calculating loss per share. All options and warrants are considered anti-dilutive when the Company is in a loss position.

l) Segmented reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's President and CEO to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company manages its business on the basis of one reportable segment under two geographic regions, being Canada and the United States ("USA").

m) Share-based payments

The Company has an equity settled share purchase stock option plan that is described in Note 12. Share-based payments to employees are measured at the fair value of the instruments issued at the grant date using the Black-Scholes pricing model, and are expensed over the vesting period, which is the period over which all of the specific vesting conditions are satisfied. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period.

Share-based payments to non-employees are measured at the fair value of goods or services received, or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital.

The share-based compensation fair value is determined using an estimated forfeiture rate. Compensation ultimately recognized is revised in subsequent periods to reflect final grant amounts.

n) Decommissioning liabilities

The Company records a liability for the reclamation of its exploration and evaluation interests based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate, and the liability is recognized at the time the environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The fair value of 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, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for 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 amount and timing of future site closure and reclamation cash flows. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the provision at the reporting date.

o) Share capital

The Company records proceeds from share issuances net of issuance costs. Shares issued for consideration other than cash are valued at the quoted price on the date the agreement to issue the shares was reached.

p) Financial instruments

(i) Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

Fair value through profit or loss

Financial assets at fair value through profit or loss are initially recognized at fair value with changes in fair value recorded through the consolidated statements of comprehensive loss. Cash and cash equivalents and short-term investment are included in this category of financial assets.

Available-for-sale financial assets

Available-for-sale financial assets are financial assets that are designated as available for sale and that are not classified in any of the other categories. Subsequent to initial recognition at fair value, they are measured at fair value and changes therein are recognized in accumulated other comprehensive income and presented within equity in accumulated other comprehensive income (loss). When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. Marketable securities are included in this category of financial assets.

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, and are carried at amortized cost, using the effective interest method, less any impairment. Loans and receivables are comprised of amounts receivable, receivable from related parties, project advances and reclamation deposits.

Impairment of financial assets

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence indicating that one or more events have had a negative impact on the estimated future cash flows of that asset. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

An impairment loss in respect of a financial assets measured at amortized cost is calculated as the difference between its carrying amount and the net present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale asset is calculated by reference to its fair value and any amounts in other comprehensive income are transferred to earnings.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets are de-recognized when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

Gains or losses related to impairment or de-recognition are recognized in the statement of comprehensive loss in the period in which they occur. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

(ii) Financial liabilities

The Company classifies its financial liabilities as other financial liabilities. Management determines the classification of its financial liabilities at initial recognition. Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the statement of comprehensive loss over the period to maturity using the effective interest method. Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Other financial liabilities include accounts payable and accrued liabilities.

(iii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issuance costs.

q) Leases

Leases in which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Leases in which the Company does not assume substantially all the risks and rewards of ownership are classified as operating leases, which are recognised as an expense on a straight-line basis over the lease term.

r) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the statement of comprehensive loss.

s) Share purchase warrants

The Company has adopted the Black Scholes Valuation model with respect to the measurement of warrants issued as private placement units. This method allocates the proceeds received based on the fair value of the warrants, with any remaining value greater than the warrant's fair value being allocated to the common shares. The fair value attributed to the warrants is recorded as contributed surplus. When warrants are exercised, the value is transferred from contributed surplus to capital stock. If the warrants expire unexercised, the related amount remains in contributed surplus.

t) Short Term Investments

Short-term investments are readily convertible into cash with original maturities of three months or greater. Short-term investments consist of guaranteed investment certificates and are classified as fair value through profit or loss.

4. Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

The following IFRS standards were adopted by the Company during the year ended July 31, 2013:

a) IAS 12, Income taxes

IAS 12 removes subjectivity in determining which basis an entity measures the deferred tax relating to an asset. The amendment introduces a presumption that an entity will assess whether the carrying value of an asset will be recovered through the sale of the asset. The amendment to IAS 12 is effective for reporting periods beginning on or after January 1, 2012. Early adoption is permitted. The Company has adopted IAS 12 and there was no impact on its consolidated financial statements.

b) IAS 1, Presentation of Items of Other Comprehensive Income

In 2011, the IASB issued amendments to IAS 1 Presentation of Financial Statements to split items of other comprehensive income (OCI) between those that are reclassified to income and those that are not. The standard is required to be adopted for periods beginning on or after July 1, 2012. The amendments are to be applied to annual periods beginning on or after July 1, 2012 and may be early adopted. The amendments are to be applied retroactively in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors. The Company has adopted the amendments to IAS 1 and there was no impact on its consolidated financial statements.

Future Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

a) IFRS 10 – Consolidated Financial Statements

IFRS 10, 'Consolidated Financial Statements' was issued in May 2011 and will supersede the consolidation requirements in SIC-12 'Consolidation – Special Purpose Entities' and IAS 27 'Consolidated and Separate Financial Statements' effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard also provides additional guidance to assist in the determination of control where this is difficult to assess. The Company is currently assessing the impact of this standard.

b) IFRS 11 – Joint Arrangements

IFRS 11, 'Joint Arrangements' was issued in May 2011 and will supersede existing IAS 31, 'Joint Ventures' effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 11 provides for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard also eliminates the option to account for jointly controlled entities using the proportionate consolidation method. The Company does not expect this standard to have a significant impact on the financial statements.

c) IFRS 12 – Disclosure of Interests in Other Entities

IFRS 12, 'Disclosure of Interests in Other Entities' was issued in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January1, 2013, with earlier application permitted. The Company does not expect this standard to have a significant impact on the financial statements.

d) IFRS 13 – Fair Value Measurement

IFRS 13, 'Fair Value Measurement' was issued in May 2011 and sets out in a single IFRS a framework for measuring fair value. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This definition of fair value emphasizes that fair value is a market-based measurement, not an entity-specific measurement. In addition, IFRS 13 also requires specific disclosures about fair value measurement. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company is currently assessing the impact of this standard.

e) IFRS 9 – Financial Instruments

IFRS 9, 'Financial Instruments' was issued in November 2009 as the first step in its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied starting January 1, 2015, with early adoption permitted. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for classifying and measuring financial liabilities, de-recognition of financial instruments, impairment and hedge accounting. The Company is currently assessing the impact of this standard.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

5. Cash and cash equivalents

Cash and cash equivalents is comprised of cash at banks and on hand. Cash at banks earn interest at floating rates based on daily bank deposit rates.

6. Short-term investment

Short-term investment is comprised of a one-year guaranteed investment certificate bearing interest at a floating rate based on prime minus 2.05%.

7. Amounts Receivable and Accounts Payable & Accrued Liabilities

Amounts receivable are all current and include the following:

		July 31, 2013		July 31, 2012
GST/HST receivable	$	**47,430**	$	107,862
Other		**-**		31,500
	$	**47,430**	$	139,362

All amounts receivable are current. No allowance is deemed to be required.

Accounts payable & accrued liabilities include the following:

		July 31, 2013		July 31, 2012
Trade Payables	$	**252,278**	$	229,361
Accrued Severance		**396,019**		-
Other Accruals		**28,056**		307,597
	$	**676,353**	$	536,958

During the year ended July 31, 2013 the Company accrued severance payable to directors, officers and management of the Company (Note 8b).

8. Related Party Transactions

a) Investment in subsidiaries

The wholly owned subsidiary of the Company has been incorporated in the USA and is included in these consolidated financial statements as disclosed in Note 1.

b) Transactions with related parties

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law. The Company has acquired and maintains liability insurance for directors and officers of the Company.

The Company shares its office premises with Goldrea Resources Corp. and Nevada Clean Magnesium Inc., companies which share common directors with the Company. In addition, certain personnel are shared between the three companies. Expenses related to the common office facilities are shared among the companies and are allocated according to the relative amount of office space used by each of the companies. The salary and related costs of common personnel are allocated according to the relative time expended on each company.

Included in receivable from related parties at July 31, 2013 is $487,388 receivable from the related companies (2012 - $559,641) as well as a provision for uncollectable amounts owing from related companies in the amount of $319,784 (2012 - $nil).

As at July 31, 2013, $30,456 is payable to the President and CEO for accrued salary (2012 - $20,743 receivable). The amount is non-interest bearing, unsecured and has no fixed terms of repayment.

Included in accounts payable and accrued liabilities at July 31, 2013 is $24,622 (2012 - $nil) due to a director of the Company.

In October 2012, the Company terminated all employment contracts due to budgetary and financial constraint. The Company calculated severance compensation based on employment contract and length of service as per British Columbia Employment Standards Act. During the fiscal year ended July 31, 2013 the Company recorded compensation liabilities in the amount of $396,019, the balance of which is included in accounts payable and accrued liabilities.

During the year ended July 31, 2013, $71,400 (2012 - $nil) was paid to management and a director of the company for consulting fees.

c) Compensation of key management personnel

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's Executive Leadership Team. The Executive Leadership Team consists of the CEO and President, a Director and Chief Operating Officer.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

Total compensation expense for key management personnel and the composition thereof, is as follows:

As at July 31,		2013		2012
Short term benefits	$	186,540	$	433,749
Termination benefits		422,884		-
Share-based compensation		115,545		708,197
Carrying amount	$	724,971	$	1,141,946

9. Marketable Securities

Under the terms of an option agreement described in Note 11(b), in January, 2011 the Company received 75,000 shares of Echelon Petroleum Corp. (Formerly Rara Terra Capital Corp.). Another 75,000 shares was received on May 9, 2012. Upon initial recognition, the shares were measured at their fair value. In November 2012, the Company sold shares receiving $12,780. The Company recognized a loss on sale of $23,220 relating to a reclassification of unrealized losses at July 31, 2012 from other comprehensive income to profit and loss during the year ended July 31, 2013. Subsequent changes in fair value are as follows:

		July 31, 2013		July 31, 2012
Echelon Petroleum Corp. – 75,000 common shares at cost (July 31, 2011 – 75,000; August 1, 2010 – nil)	$	-	$	30,000
Echelon Petroleum Corp. – 75,000 common shares at cost (July 31, 2011 – nil; August 1, 2010 - nil)		-		6,375
Decrease in fair value		-		(23,625)
Fair value	$	-	$	12,750

10. Project Advances

During the year ended July 31, 2011, the Company advanced funds to conduct a feasibility study, to perform a market study, and to continue development of the Company's metallurgical process. As at July 31, 2013 all project advance amounts related to the continued development of the Company's metallurgical process have been expensed.

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements
For the years ended July 31, 2013 and 2012
(Expressed in Canadian dollars, unless specifically indicated otherwise)

11. Exploration and Evaluation Assets

Rocher Deboule property, British Columbia	**Balance July 31, 2011**	**Expenditures**	**Translation adjustments**	**Balance July 31, 2012**	**Expenditures**	**Translation adjustments**	**Balance July 31, 2013**
Acquisition and staking	$ 150,312	$ 14,140	$ -	$ 164,452	$ -	$ -	$ 164,452
Assays & analysis	55,572	17,183	-	72,755	1,013	-	73,767
Camp & supplies	59,504	-	-	59,504	-	-	59,504
Drilling	146,826	-	-	146,826	-	-	146,826
Geological and geophysical	519,091	34,456	-	553,547	2,100	-	555,647
Geologist travel and accommodation	20,214	-	-	20,214	982	-	21,197
Freight and transport	80,581	17,056	-	97,638	-	-	97,638
BC Mining Exploration Tax Credit	(232,929)	(25,664)	-	(258,594)	-	-	(258,594)
	$ 799,171	$ 57,171	$ -	$ 856,343	$ 4,095	$ -	$ 860,438

Lonnie property British Columbia							
Acquisition and staking	$ 58,728	$ (4,607)	$ -	$ 54,121	$ -	$ -	$ 54,121
Assays & analysis	4,528	-	-	4,528	-	-	4,528
Drilling	60,073	-	-	60,073	-	-	60,073
Geological and geophysical	45,915	-	-	45,915	-	-	45,915
Geologist travel and accommodation	188	(2)	-	186	-	-	186
Mineral property option	(50,000)	(6,000)	-	(56,000)	-	-	(56,000)
BC Mining Exploration Tax Credit	-	(28,480)	-	(28,480)	-	-	(28,480)
	$ 119,432	$ (39,089)	$	$ 80,343	$ -	$ -	$ 80,343

Pond property Bristish Columbia							
Acquisition and staking	$ 17,830	$ 743	$ -	$ 18,574	$ -	$ -	$ 18,574
Impairment	$ -	$ -	$ -	$ -	$ (18,574)	$ -	$ (18,574)
	$ 17,830	$ 743	$ -	$ 18,574	$ (18,574)	$ -	$ -

Black Prince, Junction Creek and Olson Property Bristish Columbia							
Acquisition and staking	$ 7,270	$ -	$ -	$ -	$ -	$ -	$ -
Assays & analysis	-	-	-	-	-	-	-
Geological and geophysical	946	-	-	-	-	-	-
Impairment	-	(8,216)	-	-	-	-	-
	$ 8,216	$ (8,216)	$ -	$ -	$ -	$ -	$ -

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements
For the years ended July 31, 2013 and 2012
(Expressed in Canadian dollars, unless specifically indicated otherwise)

	Balance July 31, 2011	Expenditures	Translation adjustments	Balance July 31, 2012	Expenditures	Translation adjustments	Balance July 31, 2013
SoCal property							
California							
Acquisition and staking	$ 141,096	$ 9,645	$ -	$ 150,741	$ -	$ -	$ -
Impairment	$ -	$ -	$ -	$ -	$ (150,741)	$ -	$ -
	$ 141,096	$ 9,645	$ -	$ 150,741	$ (150,741)	$ -	$ -
Artillery Peak property							
Arizona							
Acquisition and staking	$ 1,825,617	$ 405,025	$ 146,853	$ 2,377,495	$ 169,479	$ (70,094)	$ 2,476,880
Assays & analysis	247,017	51,619	19,897	318,533	10,750	(4,446)	324,837
Drilling	1,974,006	37,314	162,125	2,173,445	460,482	(190,448)	2,443,479
Equipment and rentals	31,303	(24,708)	2,781	9,377	(177)	73	9,273
Geological and geophysical	1,305,647	2,422,280	87,279	3,815,206	(37,757)	15,616	3,793,065
Geologist travel and accommodation	65,053	146,446	4,134	215,633	(59,085)	24,437	180,985
Property maintenance	70,166	1,160	5,764	77,090	(77,090)	31,883	31,883
Other fieldwork	-	-	-	-	6,258	(2,588)	3,670
Impairment	-	-	-		(1,040,789)	430,454	(610,335)
	$ 5,518,809	$ 3,039,136	$ 428,833	$ 8,986,779	$ (567,928)	$ 234,886	$ 8,653,737
Total	$ 6,604,554	$ 3,059,391	$ 428,833	$ 10,092,780	$ (733,148)	$ 234,886	$ 9,594,517

a) Rocher Deboule property, British Columbia

The Rocher Deboule property consists of mineral claims covering 10,230 hectares near New Hazelton, British Columbia. The Company initially acquired 4 staked claims consisting of 1,325 hectares in May 2011, and expanded the area of the property through additional staking. The Company owns a 100% interest in the Rocher Deboule property.

b) Lonnie property, British Columbia

The Lonnie property is a niobium exploration property which covers approximately 3,477 hectares in the Omineca mining division of British Columbia. The Company initially staked mineral claims covering an area of approximately 692 hectares. In October 2007, the Company acquired additional claims covering approximately 2,735 hectares at a cost of $10,000 and 100,000 shares of the Company.

In May 2011, the Company entered into an option agreement with Echelon Petroleum Corp. (Formerly Rara Terra Capital Corp.) ("Echelon") where Echelon has the right to earn a 60% interest in the Lonnie property in exchange for a cash payment of $60,000 ($24,603 paid) and issuance of 285,000 common shares of Echelon (150,000 received). To acquire the 60% interest, Echelon must also spend $500,000 in exploration expenditures on the property.

In 2012, the Company and Echelon agreed to amend the amount due on the first anniversary from $20,000 to $4,603 in light of the additional costs incurred by Echelon in exploring the property during the year.

In April, 2013 Echelon terminated the option agreement and transferred all claim blocks to the Company. The Company owns a 100% interest in the property.

c) Pond property, British Columbia

The Pond property is a magnesium exploration property and covers approximately 913 hectares located in the Golden mining division of British Columbia. The two claims were acquired during the fiscal year ended July 31, 2008 by the Company for cash consideration of $10,000 and issuance of 50,000 common shares of the Company. The Company owns a 100% interest in the property. The Company has not renewed their mineral tenure claims and has written off the balance of mineral property expenditures which were capitalized in the amount of $18,574.

d) SoCal property, California, USA

In May 2011, the Company entered into a purchase agreement with Elemental Solutions, LLC as to 50% and Lodestar Management Group, LLC as to 50% to purchase a total 100% interest in the SoCal manganese unpatented lode mining claims. The total purchase price was $200,000 USD and 200,000 shares of the Company. The property is subject to a net smelter royalty ("NSR"), of which the Company has the right to repurchase 1% for $2,000,000 USD. During the fiscal year ended 2013 the Company had written off the balance of mineral property expenditures which were capitalized in the amount of $28,795 USD.

e) Artillery Peak project, Arizona, USA

The Artillery Peak project includes 100 unpatented mineral claims covering approximately 2,066 acres, 36 patented mineral claims covering approximately 698 acres, and 8 fee simple parcels covering approximately 1,280 acres. The project also includes 639.81 acres of patented surface, embracing the reserved patented surface estates on 34 patented mining claims that were purchased by the Company in 2011. The remaining claims were acquired pursuant to the agreements described below.

(i) Purchase agreement with Primus Resources, L.C.

Pursuant to the purchase agreement dated May 31, 2007, the Company purchased 90 unpatented lode claims from Primus Resources, L.C. for $96,000 USD and 1,000,000 common shares of the Company. The purchase agreement also provides for a 2% NSR in favour of the vendors. The Company has the right to repurchase 1% of the NSR for $2,000,000 USD.

(ii) Mining lease and option agreement with David Huffman

Pursuant to a mining lease and option to purchase agreement dated June 15, 2008, the Company agreed to lease 7 unpatented claims from David Huffman for a term of 10 years. The agreement provides for annual payments of $10,000 USD and the Company has an option to purchase the claims for an initial purchase price of $1,000,000 USD, increasing by $20,000 USD each year. The Company must exercise the option to purchase prior to commencing commercial mining operations on the property. At July 31, 2012, the Company has made 5 of the annual payments, for total lease payments of $50,000 (2011 - $40,000). The Company has decided to terminate the mineral lease agreement and has written off the balance of capitalized mineral property expenditures of $67,767 USD.

Pursuant to a further mining lease and option to purchase agreement dated July 15, 2008, the Company agreed to lease and additional 19 patented claims and 4 unpatented claims from David Huffman for a term of 10 years. The agreement provides for annual payments of $20,000 USD, and the Company has an option to purchase the claims for an initial purchase price of $2,225,000 USD, increasing by 2% each year. The Company must exercise the option to purchase prior to commencing commercial mining operations on the property. At July 31, 2012, the Company has made 5 of the annual payments, for total lease payments of $100,000 (2011 - $80,000).

(iii) Lease agreement with James Lake, Barton Noone and Peter Noone

Pursuant to the Artillery Peak agreement dated August 1, 2008, the Company acquired a lease over 5 fee simple parcels and 10 patented claims from James Lake, Barton Noone and Peter Noone. The lease has a 10 year initial term and provides for the following payments:

a) $60,000 USD upon execution of the lease agreement (paid);
b) $80,000 USD upon 1st anniversary of the lease agreement (paid);
c) $100,000 USD upon 2nd anniversary of the lease agreement (paid);
d) $120,000 USD upon 3rd anniversary of the lease agreement (paid);
e) $140,000 USD upon 4th anniversary of the lease agreement (paid);
f) $160,000 USD upon 5th anniversary of the lease agreement (waived and extinguished- see note below);
g) $180,000 USD upon 6th anniversary of the lease agreement (waived and extinguished- see note below);
h) $200,000 USD upon 7th and each subsequent anniversary of the lease agreement.

Payment waiver and extinguishment

Subsequent to the year ended July 31, 2013, James Lake, Barton Noone and Peter Noone agreed to waive and extinguish the required 5th year anniversary and 6th year anniversary payments. The Company still intends to explore the property and will pay all ad valorem taxes on the property as well.

The leased properties are also subject to a royalty of $0.04 USD per pound of manganese, and an NSR of 1.5% on all other minerals. The lease payments described above constitute and advance on any royalty payments due to the lessors. The lease is renewable for up to 8 additional 10 year terms provided that the royalty payments of at least $500,000 USD are made during each preceding term.

(iv) Mining lease agreement with Arizona Manganese Corporation

Pursuant to a mineral lease agreement dated September 23, 2008, the Company acquired a lease over 43 patented mining claims from Arizona Manganese Corporation. During the initial 20 year term, the mineral lease agreement provides for payments equal to the greater of a 2.25% NSR and the following annual amounts:

a) $50,000 USD in year 1 (paid);
b) $55,000 USD in each of years 2 through 4 (paid);
c) $65,000 USD in each of years 5 through 10; and
d) $70,000 USD in year 11 and each year thereafter.

The lease can be renewed for two additional 20 year terms on payment of $75,000 USD, adjusted for inflation, for each renewal term. The Company has decided to terminate the mineral lease agreement and has written off the balance of mineral property expenditures which were capitalized in the amount of $946,390 USD.

(v) Lease agreement with Mack Lake, James Lake and Steven Lake

Pursuant to a lease agreement dated March 15, 2010, the Company leased 3 fee simple parcels and one patented claim from James Lake and Steven Lake. The lease agreement provides for the following annual payments:

a) $21,000 USD upon execution of the lease agreement ($14,000 paid);
b) $27,000 USD upon the 1st anniversary ($18,000 paid);
c) $33,000 USD upon the 2nd anniversary; ($22,000 paid)
d) $39,900 USD upon the 3rd anniversary; ($26,600 paid)
e) $46,500 USD upon the 4th anniversary;
f) $53,100 USD upon the 5th anniversary;
g) $59,700 USD upon the 6th anniversary; and
h) $66,300 USD upon the 7th and each subsequent anniversary.

The leased properties are also subject to a royalty of $0.04 USD per pound of manganese, and an NSR of 1.5% on all other minerals. The lease payments described above constitute and advance on any royalty payments due to the lessors. The lease is renewable for additional 10 year terms provided that advance royalty payments as described above continue to be made.

The lease agreement for this property was signed by only two of the three property owners. As a result, the Company has paid only two thirds of the above payments. Should an agreement not be reached with the third property owner, one third of net profits relating to minerals extracted from this property would be payable to the third property owner.

(vi) 2012 Mesa and Maggie acquisitions

In 2012, the Company entered into 4 agreements to acquire a 100% 124 acres of patented claims adjacent to the other Artillery claims. The total acquisition cost for these claims was US$81,320, and the Company has no further obligations with respect to these claims. The Company has decided to terminate the mineral lease agreement and has written off the balance of capitalized mineral property expenditures of US$81,320.

(vii) Additional royalty obligations

In addition to the royalties and other payments listed above, the Artillery Peak properties are subject to the following royalty interests, which arise under "area of interest" agreements with the vendors of certain of the properties.

a) Primus Resources, L.C. is entitled to a 2% NSR on all of the Company's other unpatented claims, in addition to those acquired from Primus Resources, L.C.;
b) James Lake, Barton Noone and Peter Noone are entitled to a royalty of $0.04 USD per pound of manganese produced from all of the unpatented claims of the Company, apart from the four unpatented claims options from David Huffman; and
c) James Lake is entitled to a royalty of $0.01 USD per pound of manganese produced from all the Company's Artillery Peak properties as described above.

Currently the Company is reviewing its holding in Artillery Peak project. Due to financial constraints and current market conditions some property agreements have been terminated.

12. Share Capital, Share-Based Payments and Reserves

a) Authorized capital

The authorized share capital consists of an unlimited number of common voting shares without nominal or par value.

b) Issued shares

In April 2013, the Company closed its private placement raising net proceeds of $133,502 issuing 3,000,000 shares at a price of $0.05 per unit. Each Unit is comprised of one common share in the capital of the plus a two year share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of $0.10 two years from the date of issuance, subject to accelerated exercise if the Shares trade at $0.15 per Share for 20 consecutive days.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

In 2012, the Company raised approximately $19,228 from the exercise of share purchase options, issuing 53,000 common shares. Additionally, in 2012, the Company raised approximately $1,006,850 from the exercise of share purchase warrants, issuing 3,234,942 common shares.

c) Issued warrants

A summary of the changes in the Company's share purchase warrants during the years ended July 31, 2013 and 2012 are as follows:

	Number of warrants		Weighted average exercise price
Balance outstanding at July 31, 2011	**24,277,716**	**$**	**0.47**
Exercised / released	(3,078,046)		(0.30)
Expired/cancelled	(158,250)		(0.30)
Balance outstanding as at July 31, 2012	**21,041,420**	**$**	**0.50**
Granted private placement	3,000,000		0.10
Expired/cancelled	(5,273,785)		(0.90)
Balance outstanding at July 31, 2013	**18,767,635**		**0.33**

As at July 31, 2013, the following common share purchase warrants were outstanding:

Expiry date	Number of warrants		Exercise price	Weighted average remaining contractual life (years)
August 11, 2013	1,990,174		0.25	0.18
February 8, 2015	2,500,000		0.10	1.67
February 9, 2015	13,777,461		0.40	1.67
April 15, 2015	500,000		0.10	1.85
	18,767,635	$	0.33	1.52

Subsequent to July 31, 2013 1,990,174 warrants expired unexercised.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

The following assumptions were used in the Black Scholes valuation of warrants issued in conjunction with private placements during the year ended July 31, 2013:

Expected dividend yield	0%
Expected volatility	122.73% - 136.84%
Risk-free interest rate	1.50%
Expected life	2 years
Exercise price	$0.10

In January 2013, the Company extended the term of any unexercised warrants expiring February 9, 2013 issued pursuant to the Company's private placement closed on February 11, 2011 for another two years to February 9, 2015. The Company recorded the incremental change in the fair value for these warrants with a reclassification from share capital to warrant reserves in the amount of $103,706.

In 2012, the Company extended the expiry date of the warrants issued on June 16, 2010 and August 11, 2010, from June 16, 2012 and August 11, 2012, respectively, to June 16, 2013 and August 11, 2013. At the date of amendment, the Company recorded the incremental change in the fair value for these warrants with a reclassification from share capital to warrant reserves in the amount of $104,730.

d) Broker warrants

Excluded from Note 12(c) is the following broker warrant activity for the fiscal year ended July 31, 2013 and for the year ended July 31, 2012:

	Number of warrants		Weighted average exercise price
Balance outstanding at July 31, 2011	**1,284,332**	**$**	**0.47**
Exercised	(156,896)		(0.25)
Expired/cancelled	(468,108)		(0.24)
Balance outstanding as at July 31, 2012	**659,328**	**$**	**0.66**
Expired/cancelled	659,328	$	0.66
Balance outstanding as at July 31, 2013	**0**	**$**	**0.00**

(Expressed in Canadian dollars, unless specifically indicated otherwise)

As at July 31, 2013, the following common share purchase broker warrants were expired:

Expiry date	Number of warrants	Exercise price	Weighted average remaining contractual life (years)
February 9, 2013	83,328	0.40	0.00
March 8, 2013	576,000	0.70	0.00

e) Share-based payments

The Company has adopted an incentive stock option plan, as amended, under the rules of the TSX-V pursuant to which it is authorized to grant stock options to executive officers, directors, employees and consultants, enabling them to acquire up to 13,708,155 shares of the Company. Under the stock option plan, the option exercise price of any option granted shall not be less than the discounted market price of the Company's common shares. If options are granted within 90 days of a distribution by prospectus, the minimum exercise price per share is the greater of the discounted market price and the share price paid by investors pursuant to the distribution. For the purposes of the stock option plan, the discounted market price is calculated in accordance with the policies of the TSX-V at the time of the grant of the options. The options may be granted for a maximum term of 5 years and vest 25% on the date of grant and 25% every 6 months thereafter for 18 months. No individual may hold options to purchase common shares of the Company exceeding 5% of the total number of common shares outstanding. Pursuant to the policies of the TSX-V, shares issued upon the exercise of options are restricted from trading during the 4 month period subsequent to the exercise of options.

Stock option transactions for the year ended July 31, 2013 and for the year ended July 31, 2012 are as follow:

	Number of options		Weighted average exercise price
Balance outstanding at July 31, 2011	**6,940,067**	**$**	**0.18**
Granted	4,953,000		0.51
Exercised / forfeited	(53,000)		(0.16)
Balance outstanding as at July 31, 2012	**11,840,067**	**$**	**0.32**
Exercised / forfeited	(1,198,500)		(0.20)
Balance outstanding as at July 31, 2013	**10,641,567**	**$**	**0.33**

As at July 31, 2013, the following stock options were outstanding:

(Expressed in Canadian dollars, unless specifically indicated otherwise)

Expiry date	Number of options		Exercise price	Weighted average remaining contractual life (years)
October 27, 2013	2,571,234		0.120	0.40
August 19, 2014	1,799,000		0.200	1.20
March 8, 2015	810,000		0.210	1.75
November 1, 2015	533,333		0.255	2.25
August 1, 2016	4,228,000		0.580	3.25
June 29, 2017	700,000		0.100	4.10
	10,641,567	$	0.33	2.11

Subsequent to July 31, 2013 2,571,234 options expired unexercised.

The following assumptions were used in the Black Scholes valuation of stock options issued during the years ended July 31, 2013 and 2012:

	2013	2012
Expected dividend yield	-	**0%**
Expected volatility	-	**92.49% -121.27%**
Risk-free interest rate	-	**0.97% - 1.25%**
Expected life	-	**2.63 to 4.37 years**
Exercise price	-	**$0.10 - $0.58**
Annual pre-vest forfeiture rate	-	**1.43% - 1.92%**

In June 2012, the Company granted 700,000 incentive stock options pursuant to its Stock Option Plan to a director, who joined the board of directors May 17, 2012. These options are exercisable at a price of $0.10 per share for a period of five years and are subject to vesting provisions in accordance with the Company's Stock Option Plan.

In August 2011, the Company granted 4,253,000 incentive stock options pursuant to its stock option plan to directors, officers, employees and consultants of the Company. These options are exercisable at a price of $0.58 per share for a period of 5 years and are subject to vesting provisions in accordance with the Company's stock option plan.

The weighted average fair value of share purchase options granted during the year ended July 31, 2012 was $0.51 per option and was estimated on the grant date using the Black-Scholes option pricing model.

f) Share-based payments reserve

The share-based payments reserve is used to recognize the fair value of share options granted to employees, including key management personnel, as part of their remuneration. When options are subsequently exercised, the fair value of such options in share-based payments reserve is credited to share capital.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

g) Warrants reserve

The warrants reserve is used to recognize the fair value of warrants issued. When warrants are subsequently exercised, the fair value of such warrants in warrants reserve is credited to share capital.

h) Dilutive common shares

For the year ended July 31, 2013, potentially dilutive common shares relating to share purchase options and warrants outstanding totalling 10,641,567 and 18,767,635, respectively (July 31, 2012 – 11,840,067 and 21,700,748), were not included in the computation of loss per share as the effect would be anti-dilutive.

13. Expenses by Nature

General and administration expenses for the fiscal years ended July 31, 2013 and 2012 consist of the following:

		2013		2012
Amortization	$	15	$	665
Bad debts expense		319,785		
Bank charges and interest		10,779		3,253
Consulting fees		55,655		505,466
Filing agent and transfer fees		34,520		63,453
Insurance		15,547		-
Loss on sale of shares		23,220		-
Management fees		31,879		75,584
Office and miscellaneous		40,824		110,620
Office rent and property taxes		62,282		64,497
Professional fees		73,463		90,929
Repairs and maintenance		2,717		2,737
Shareholder communications		88,719		719,888
Stock based compensation		213,080		1,483,660
Telephone		28,784		25,486
Travel		48,991		125,968
Wages and benefits		764,715		874,559
Total	$	1,814,977	$	4,146,766

(Expressed in Canadian dollars, unless specifically indicated otherwise)

14. Loss Per Share

		Loss for the period	Weighted average number of shares		Per share amount
Fiscal year ended July 31, 2013					
Loss attributable to ordinary shareholders	$	2,879,361	109,567,002	$	(0.03)
Fiscal year ended July 31, 2012					
Loss attributable to ordinary shareholders	$	5,616,703	106,753,452	$	(0.05)

15. Financial Instruments and Financial Risk Management

a) Financial assets and liabilities by category

The Company has designated cash and cash equivalents and short-term investment as fair value through profit or loss, measured at fair value. Changes in the fair values are recorded in net earnings. Marketable securities are designated as available-for-sale financial assets, which are initially measured at fair value with subsequent changes to other comprehensive income. Amounts receivable, reclamation deposits, and receivable from related parties are designated as loans and receivables, and are measured at amortized cost using the effective interest method. Accounts payable and accruals are designated as other financial liabilities and are measured initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Management did not identify any material embedded derivatives, which require separate recognition and measurement. The Company had no held-to-maturity financial instruments during the year ended July 31, 2013.

b) Fair value

The fair value of financial instruments is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values are determined by reference to quoted market prices, as appropriate, in the most advantageous market for that instrument to which the Company has immediate access. Where quoted market prices are not available, the Company uses the closing price of the most recent transaction for that instrument. In the absence of an active market, fair values are determined based on prevailing market rates for instruments with similar characteristics. The fair value of current financial instruments approximates their carrying values as long as they are short term in nature or bear interest at market rates.

c) Fair value hierarchy

Financial instruments that are held at fair value are categorized based on a valuation hierarchy which is determined by the valuation methodology utilized:

(Expressed in Canadian dollars, unless specifically indicated otherwise)

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities.

Cash, short-term investment and marketable securities are valued using a market approach based upon unadjusted quoted prices for identical assets in an active market obtained from securities exchanges.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels 1 and 2 during the fiscal years ended July 31, 2013 and 2012.

	Fair value at June 30, 2013		
	Level 1	**Level 2**	**Level 3**
Financial assets			
Cash and cash equivalents	54,396	-	-

	Fair value at June 30, 2012		
	Level 1	**Level 2**	**Level 3**
Financial assets			
Cash and cash equivalents	227,500	-	-
Short-term investments	800,000	-	-
Marketable securities	12,750	-	-

d) Financial risk management

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in response to the Company's activities. Management regularly monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

In the normal course of operations, the Company is exposed to various risks such interest rate, foreign exchange, credit and liquidity risks. To manage these risks, management determines what activities must be undertaken to minimize potential exposure to risks. The objectives of the Company in managing risks are as follows:

- Maintaining sound financial condition:
- Financing operations; and
- Ensuring liquidity to all operations.

In order to satisfy these objectives, the Company has adopted the following policies:

- Prepare budget documents at prevailing market rates to ensure clear, corporate alignment to performance management and achievement of targets;
- Recognize and observe the extent of operating risk within the business; and
- Identify the magnitude of the impact of market risk factors on the overall risk of the business and take advantage of natural risk reductions that arise from these relationships.

There have been no changes in risks that have arisen or how the Company manages those risks from the prior year or during any period in the fiscal year ended July 31, 2013, and for the year ended July 31, 2012.

(i) Interest rate risk

The Company's interest rate risk arises primarily from the interest received on cash and short-term investment, which is invested on a short term basis to enable adequate liquidity for payment of operational and capital expenditures.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, project advances, reclamation deposits and accounts payable and accruals that are denominated in US dollars. As at July 31, 2013, total net monetary assets and liabilities denominated in US dollars amounted to a net asset of $39,537 ($38,386 USD). Sensitivity to a plus or minus 10% change in the foreign exchange rate would affect net loss and comprehensive loss by less than $100 with all other variables remaining constant.

(iii) Commodity price risk

The value of the Company's exploration and evaluation assets are dependent on the price of manganese and the outlook for this mineral. Market prices for these metals historically have fluctuated widely and are affected by numerous factors outside the Company's control, including but not limited to, levels of worldwide production short term changes in supply and demand, industrial and retail demand, as well as certain other factors related specifically to manganese. If manganese prices decline for a prolonged period below the cost of production, it may not be economically feasible to continue towards production.

(iv) Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations and arises principally from trade receivables. The Company's credit risk is primarily attributable to cash, short-term investment, and amounts receivable. The Company limits its exposure to credit risk on cash and short-term investment as these financial instruments are held with major Canadian and international banks, from which management believes the risk of loss to be remote. Amounts receivable consist primarily of harmonized sales tax due from the Federal Government of Canada. Management believes the credit risk concentration with respect to amounts receivable is remote. The carrying amount of financial assets recorded in the financial statements, net of any allowances, represents the Company's maximum exposure to credit risk.

(Expressed in Canadian dollars, unless specifically indicated otherwise)

(v) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk by maintaining cash and short-term investment balances. Liquidity requirements are managed based on expected cash flow to ensure there is capital to meet short term and long term obligations. As disclosed in Note 1, the ability of the Company to continue as a going concern is dependent on many factors. The Company's cash is primarily invested in bank accounts and guaranteed investment certificates which are cashable on demand.

16. Capital Management

The Company classifies its share capital, share-based payments reserve and warrants reserve as capital, which at July 31, 2013 totalled $30,395,002, (2012 - $30,043,100). When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish qualitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the fiscal year ended July 31, 2013, or during the year ended July 31, 2012. The Company is not subject to any externally imposed capital requirements.

17. Commitments

During the year ended July 31, 2009, the company entered into a contract for office rent which expires December 31, 2014. The following table summarizes the company's total annual obligations under this agreement:

2013	$	19,865
2014		47,676
Total	$	67,541

(Expressed in Canadian dollars, unless specifically indicated otherwise)

18. Segmented Information

The Company operates in one segment – the exploration for and development of mineral property interests. Geographic information for the Company is as follows:

	July 31, 2013		July 31, 2012	
	Canada	**USA**	Canada	USA
Current assets	**$ 251,128**	**$ 19,052**	$ 1,824,768	$ 43,954
Non-current assets	**954,836**	**8,674,143**	969,330	9,157,302
Total assets	**$ 1,205,964**	**$ 8,693,194**	$ 2,794,098	$ 9,201,255
Current liabilities	**$ 682,101**	**$ 24,708**	$ 467,426	$ 69,531
Total liabilities	**$ 682,101**	**$ 24,708**	$ 467,426	$ 69,531

19. Event After the Reporting Date

There were no significant items to report.

20. Supplemental Disclosure with respect to Cash Flows

There were no cash payments for interest or income taxes during the year ended July 31, 2013 or 2012. Significant non-cash transactions for the year ended July 31, 2013 related to:

a) incurring exploration and evaluation related expenditures of $145,287 through accounts payable and accrued liabilities (2012 - $Nil);
b) reclassifying $48,392 from share capital to warrant reserve to reflect the fair value of warrants issued as a part of private placements completed during the year (2012 - $Nil);
c) recording the incremental fair value of modified warrants of $103,706 through warrant reserve and share capital (2012 - $104,730); and
d) settling $5,320 of mineral property option payments through the issuance of share capital (2012 - $Nil).

(Expressed in Canadian dollars, unless specifically indicated otherwise)

21. Income Taxes

The income tax provision differs from income taxes, which would result from applying the expected tax rate to net loss before income taxes. The difference between the expected income tax expense and the actual income tax provision are summarized as follows:

		2013		2012
Income tax (loss) before income taxes	**$**	**(2,879,361)**	$	(5,616,703)
Canadian statutory income tax rate		**25.33%**		25.62 %
Expected income tax expense (recovery)		**(729,464)**		(1,439,261)
Differences resulting from:				
Non-deductible items		**56,924**		382,016
Change in estimates		**(22,880)**		37,801
Tax rate differences		**(98,176)**		(9,534)
Share issuance costs		**(3,909)**		-
Change in enacted tax rate		**(149,084)**		27,385
Others		**(9,397)**		(4,159)
Change in deferred tax assets not recognized		**955,986**		1,005,751
Provision for income taxes (recovery)	**$**	**-**	$	-

(Expressed in Canadian dollars, unless specifically indicated otherwise)

Deferred income taxes reflect the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes. Deferred tax assets (liabilities) at July 31, 2013 and 2012 are comprised of the following:

		July 31, 2013		July 31, 2012
Deferred income tax assets - Canada				
Non-capital loss carry forwards	**$**	**3,205,784**	$	2,628,649
Fixed assets		**1,857**		1,785
Cumulative eligible capital		**3,019**		
Financial instruments		**-**		2,906
Financing costs		**141,392**		213,641
Mineral properties		**656,705**		631,153
		4,008,757		3,478,134
Deferred tax asset not recognized		**(4,008,757)**		(3,478,134)
Net deferred tax asset		**-**		-
Deferred income tax assets – US				
Non-capital loss carry forwards		**166,463**		141,749
Fixed assets		**278**		1,364
Mineral properties		**374,109**		(27,627)
		540,850		115,487
Deferred tax asset not recognized		**(540,850)**		(115,487)
Net deferred tax asset		**-**		-

The Company has non-capital loss carryforwards of approximately $12,329,940 which may be carried forward to apply against deferred year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

2014	$	76,834
2015		126,496
2026		95,816
2027		265,595
2028		940,341
2029		1,008,113
2030		1,030,619
2031		2,619,598
2032		4,348,784
2033		1,817,744
Total	$	12,329,940

(Expressed in Canadian dollars, unless specifically indicated otherwise)

The Company has net operating loss carryforwards of approximately $486,276 which may be carried forward to apply against deferred year income tax for US tax purposes:

2027	$	4,409
2028		31,607
2029		58,251
2030		56,104
2031		163,219
2032		116,972
2033		59,036
Total	$	489,598

Deferred tax assets have not been recognized because at this stage of the Company's development, it is not determinable that deferred taxable profit will be available against which the Company can utilize such deferred income tax assets.