



AZIMUTH RESOURCES LTD

ABN : 87 089 531 082

Condensed Consolidated Interim Financial Statements

September 30, 2012

(All amounts are stated in Australian dollars, except as otherwise stated)

(Unaudited)

Notice to Reader

The accompanying unaudited condensed consolidated interim financial statements of Azimuth Resources Ltd. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

**CONDENSED CONSOLIDATED INTERIM STATEMENTS
OF COMPREHENSIVE INCOME (LOSS)**

(All amounts are stated in Australian dollars, except as otherwise stated)
(Unaudited)

	Note	Three Months Ended September 30,	
		2012 \$	2011 \$
Revenue			
Gold sales		1,680	7,250
Interest income		90,952	41,777
Profit on sale of non-current assets held for sale		20,000	-
Foreign exchange gain		-	922,296
Other income		-	-
		<u>112,632</u>	<u>971,323</u>
Expenses			
Administration expense		(76,319)	(129,554)
Compliance and regulatory expense		(303,624)	(163,807)
Consultancy expense		(82,316)	(27,309)
Employee benefit expense		(310,463)	(174,631)
Share based payments expense	11	(75,141)	-
Occupancy expense		(33,331)	(56,463)
Public relations		(32,193)	(13,066)
Depreciation and amortisation expense		(19,185)	(7,264)
Exploration expense		(2,517)	-
Foreign exchange loss		(682,733)	-
Profit (Loss) on sale of fixed assets		(21,246)	(41,734)
Prior year adjustment to profit (loss) on fixed assets		142,617	-
Other expenses		-	-
Net profit (loss) for the period		<u>(1,383,819)</u>	<u>357,495</u>
Other comprehensive income (loss)			
Exchange differences on translation of foreign operations		(161,265)	56,640
Net profit (loss) and other comprehensive income (loss) for the period		<u>(1,545,084)</u>	<u>414,135</u>
Basic loss per share (cents per share)	13	(0.34)	0.11
Weighted average number of ordinary shares		411,130,105	336,582,718

The above Condensed Consolidated Interim Statements of Comprehensive Income (Loss) should be read in conjunction with the accompanying notes and the 2012 Annual Report.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(All amounts are stated in Australian dollars, except as otherwise stated)
(Unaudited)

	Note	September 30, 2012 (Unaudited) \$	June 30, 2012 (Audited) \$
ASSETS			
Current assets			
Cash and cash equivalents	3	8,729,702	7,996,483
Trade and other receivables	4	211,599	121,159
Inventories	5	428,287	447,927
Prepayments and deposits	6	850,876	739,006
		<u>10,220,464</u>	<u>9,304,575</u>
Non-current assets held for sale		-	-
Total current assets		<u>10,220,464</u>	<u>9,304,575</u>
Non-current assets			
Trade and other receivables	4	26,056	26,056
Leasehold improvements		7,973	9,998
Plant and equipment	7	2,360,469	2,272,185
Exploration and evaluation assets	8	49,950,343	46,366,549
		<u>52,344,841</u>	<u>48,674,788</u>
Total non-current assets		<u>52,344,841</u>	<u>48,674,788</u>
TOTAL ASSETS		<u>62,565,305</u>	<u>57,979,363</u>
LIABILITIES			
Current liabilities			
Trade and other payables		<u>1,624,768</u>	<u>1,466,374</u>
Total current liabilities		<u>1,624,768</u>	<u>1,466,374</u>
Non-current liabilities			
Provisions		310,705	130,620
Deferred tax liabilities		<u>5,891,455</u>	<u>5,891,455</u>
Total non-current assets		<u>6,202,160</u>	<u>6,022,075</u>
TOTAL LIABILITIES		<u>7,826,928</u>	<u>7,488,449</u>
NET ASSETS		<u>54,738,377</u>	<u>50,490,914</u>
EQUITY			
Issued capital	9	67,278,984	61,561,578
Reserves		1,923,209	2,050,475
Accumulated losses		<u>(14,463,816)</u>	<u>(13,121,139)</u>
TOTAL EQUITY		<u>54,738,377</u>	<u>50,490,914</u>

The above Condensed Consolidated Interim Statements of Financial Position should be read in conjunction with the accompanying notes and the 2012 Annual Report.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(All amounts are stated in Australian dollars, except as otherwise stated)

(Unaudited)

	Issued Capital	Option Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total
	\$	\$	\$	\$	\$
Balance at July 1, 2011	38,676,903	1,989,850	(129,502)	(10,785,964)	29,751,287
Total comprehensive income (loss) for the period	-	-	56,640	357,496	414,136
Exercise of options	64,800	(8,963)	-	8,963	64,800
Balance at September 30, 2011	38,741,703	1,980,887	(72,862)	(10,419,505)	30,230,223
Balance at July 1, 2012	61,561,578	2,154,780	(104,305)	(13,121,139)	50,490,914
Total comprehensive income (loss) for the period	-	-	(161,265)	(1,383,819)	(1,545,084)
Issue of shares, net of costs	5,692,406	-	-	-	5,692,406
Exercise of options	25,000	(37,057)	-	37,057	25,000
Expiry/forfeiture of options	-	(4,085)	-	4,085	-
Share based payments	-	75,141	-	-	75,141
Balance at September 30, 2012	67,278,984	2,188,779	(265,570)	(14,463,816)	54,738,377

The above Condensed Consolidated Interim Statements of Changes in Equity should be read in conjunction with the accompanying notes and the 2012 Annual Report.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(All amounts are stated in Australian dollars, except as otherwise stated)

(Unaudited)

	Three Months Ended	
	September 30,	September 30,
	2012	2011
	\$	\$
<i>Cash flows from operating activities</i>		
Payments to suppliers and employees	(991,094)	(613,188)
Receipts from customers	46,835	28,613
Interest received	167,960	92,885
Payments for exploration and evaluation	(3,964,724)	(1,803,636)
Net cash used in operating activities	(4,741,023)	(2,295,326)
<i>Cash flows from investing activities</i>		
Purchase of plant and equipment	(265,974)	(333,459)
Proceeds from sale of fixed assets	47,783	-
Proceeds from sale of exploration assets	20,000	-
Net cash used in investing activities	(198,191)	(333,459)
<i>Cash flows from financing activities</i>		
Proceeds from issue of shares	6,025,000	64,800
Capital raising costs	(307,594)	-
Net cash provided by financing activities	5,717,406	64,800
Net increase/(decrease) in cash held	778,192	(2,563,985)
Cash and cash equivalents at beginning of period	7,996,483	8,022,913
Foreign exchange differences on cash balances	(44,972)	15,622
Cash and cash equivalents at end of period	8,729,702	5,337,550

The above Condensed Consolidated Interim Statement of Cash Flows should be read in conjunction with the accompanying notes and the 2012 Annual Report.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

1. NATURE OF OPERATIONS

Azimuth Resources Limited ("Azimuth" or the "Company") is a public company, incorporated and domiciled in Australia and listed on the Australian Securities Exchange ("ASX") and the Toronto Stock Exchange ("TSX"). The Company's registered office is 510A Hay Street Subiaco, Western Australia. The principal business of the Company is the acquisition, exploration and development of mineral property interests located in Guyana, South America.

Azimuth is at an early stage of development and as is common with many exploration companies, it raises financing for its exploration and acquisition activities. The Company had net current assets of \$8,595,696 as of September 30, 2012. The Company will fund its exploration and operating expenses from its available cash and cash equivalents and gold sales. The Company will continue to advance its exploration work at its mineral properties in Guyana. The Company's discretionary exploration activities do have considerable scope for flexibility in terms of the amount and timing of exploration expenditure, and expenditures may be adjusted accordingly.

The Company's ability to continue as a going concern on a longer term basis depends on its ability to successfully raise additional financing for further exploration activity and development or to enter into profitable operations. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these condensed consolidated interim financial statements are based on IFRSs issued and outstanding as of November 13, 2012, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these condensed consolidated interim financial statements as compared with the most recent annual financial statements as at and for the year ended June 30, 2012. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending June 30, 2013 could result in restatement of these condensed consolidated interim financial statements.

New standards not yet adopted and interpretations issued but not yet effective

There are no relevant changes in accounting standards applicable to future periods other than as disclosed in the most recent annual consolidated statements as at and for the year ended June 30, 2012.

3. CASH AND CASH EQUIVALENTS

	Note	September 30, 2012 \$	June 30, 2012 \$
Cash assets	(a)	2,654,702	3,872,181
Short term deposits	(b)	6,075,000	4,124,302
		<u>8,729,702</u>	<u>7,996,483</u>

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

3. CASH AND CASH EQUIVALENTS (CONTINUED)

- (a) Cash at bank earns interest at floating rates based on daily bank deposit rates.
(b) Short term deposits are made for varying periods of between one and six months, depending on the immediate cash requirements of the Company, and earn interest at the respective short term deposit rates.

Risk exposure

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalent above.

4. TRADE AND OTHER RECEIVABLES

	September 30, 2012	June 30, 2012
	\$	\$
<i>Current</i>		
Accrued interest receivable	48,488	38,978
GST receivable	67,952	47,451
Other receivables	95,159	34,730
	211,599	121,159
<i>Non-Current</i>		
Deposits	26,056	26,056
	26,056	26,056

5. INVENTORIES

<i>Current</i>		
Drilling supplies	428,287	447,927
	428,287	447,927

6. PREPAYMENTS AND DEPOSITS

Prepayments	850,876	739,006
	850,876	739,006

7. PLANT AND EQUIPMENT

	Plant & Equipment	Fixtures & Fittings	Land	Buildings	Total
	\$	\$	\$	\$	\$
Balance at June 30, 2012	1,778,250	16,959	-	476,976	2,272,185
Additions	253,285	-	-	-	253,285
Disposals	(112,677)	-	-	-	(112,677)
Depreciation for the period	(131,152)	(3,054)	-	-	(134,206)
Adjustments/transfers	142,618	-	143,349	(143,349)	142,618
Effect of foreign exchange	(48,422)	(349)	(3,596)	(8,369)	(60,736)
Balance at September 30, 2012	1,881,902	13,556	139,753	325,258	2,360,469

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

7. PLANT AND EQUIPMENT (Continued)

	Plant & Equipment \$	Fixtures & Fittings \$	Land \$	Buildings \$	Total \$
At June 30, 2012					
Cost	2,527,070	23,658	-	462,143	3,012,871
Accumulated depreciation	(736,350)	(4,336)	-	-	(740,686)
Foreign exchange translation differences	(12,470)	(2,363)	-	14,833	-
Net book value	1,778,250	16,959	-	476,976	2,272,185
At September 30, 2012					
Cost	2,488,965	23,530	143,349	306,737	2,962,581
Accumulated depreciation	(627,319)	(7,328)	-	-	(634,647)
Foreign exchange translation differences	20,256	(2,646)	(3,596)	18,521	32,535
Net book value	1,881,902	13,556	139,753	325,258	2,360,469

8. EXPLORATION AND EVALUATION ASSETS

	Three months ended September 30, 2012 \$	Year ended June 30, 2012 \$
Exploration and evaluation assets, at cost	49,950,343	46,366,549

Reconciliation:

A reconciliation of the carrying amounts of exploration and evaluation assets is set out below:

Balance at beginning of period	46,366,549	26,120,656
Foreign exchange variations taken to reserves	(697,329)	463,936
Additions	4,281,123	19,781,957
Total deferred exploration and evaluation assets	49,950,343	46,366,549

9. ISSUED CAPITAL

(a) Fully Paid Ordinary Shares

	September 30, 2012 Number of Shares	\$
Fully paid ordinary shares	418,911,161	69,670,644

(b) Movements in fully paid shares on issue

Balance as at July 1, 2011	336,430,109	38,676,903
Stock options exercised	360,000	64,800
Balance at September 30, 2011	336,790,109	38,741,703

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

9. ISSUED CAPITAL (continued)

	September 30, 2012	
	Number of Shares	\$
Balance at July 1, 2012	401,518,304	61,561,578
Stock options exercised	250,000	25,000
Issue of securities, net of transaction costs ⁽ⁱ⁾	17,142,857	5,692,406
Balance at September 30, 2012	418,911,161	67,278,984

(i) On August 10, 2012, Azimuth issued 17,142,857 shares to sophisticated and institutional investors at a price of \$0.35 per share for proceeds of \$6,000,000 before costs.

(c) As at September 30, 2012, the Company had the following options outstanding:

Expiry Date	Exercise Price	Options Granted	Options Exercisable	Average Remaining Contractual Life (in years)
December 31, 2012	\$0.10	1,833,334	1,833,334	0.25
December 31, 2012	\$0.04	3,784,620	3,784,620	0.25
December 31, 2012	\$0.18	6,840,000	6,840,000	0.25
August 13, 2013	\$0.10	175,000	175,000	0.87
August 13, 2014	\$0.10	425,000	-	1.87
April 30, 2014	\$0.371	3,000,000	3,000,000	1.58
May 30, 2014	\$0.42	1,275,000	750,000	1.66
September 30, 2014	\$0.70	1,500,000	1,500,000	2.00
September 30, 2014	\$0.90	1,500,000	1,500,000	2.00
January 17, 2015	\$0.70	975,000	-	2.30
January 17, 2015	\$0.90	975,000	-	2.30
January 17, 2015	\$0.70	150,000	150,000	2.30
January 17, 2015	\$0.90	150,000	150,000	2.30
		22,582,954	19,682,954	

(d) Options

At September 30, 2012, there were 22,582,954 (June 30, 2012: 23,057,954) un-issued ordinary shares for which options were outstanding.

(e) Option Valuation

Options are valued using the Black Scholes methodology, where required by accounting standards.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

10. SEGMENT INFORMATION

Azimuth has two reportable segments, being Guyanese exploration and evaluation and 'All Other Segments', which consists of Australian exploration and evaluation and corporate and administrative costs, which are the Company's strategic business units. The strategic business units are monitored separately because they are governed by different regulatory regimes.

Revenues included in 'All Other Segments' relate predominantly to bank interest.

Information about reportable segment loss, assets and reconciliation to Company loss

Three months ending September 30, 2012	Guyana \$	All other segments \$	Consolidated \$
Segment revenue	1,709	110,923	112,632
Segment result	(155,022)	(1,228,797)	(1,383,819)
Share based payments	-	(75,141)	(75,141)
Foreign exchange gain/(loss)	-	(682,733)	(682,733)
Segment assets	54,614,410	7,950,895	62,565,305
Segment liabilities	(7,315,391)	(511,537)	(7,826,928)

Three months ending September 30, 2011	Guyana \$	All other segments \$	Consolidated \$
Segment revenue	7,629	41,398	49,027
Segment result	(236,592)	594,087	357,495
Share based payments	-	-	-
Foreign exchange gain/(loss)	563	921,733	922,296
Segment assets	32,941,905	4,112,613	37,054,518
Segment liabilities	(5,993,736)	(830,560)	(6,824,296)

11. SHARE BASED PAYMENTS

Employee and Consultants Option Plan

Executives and certain senior members of staff of the Company hold options exercisable for ordinary shares of the Company. The options are issued for nil consideration, with various exercise prices, expiry dates, and vesting conditions. The options are non-transferrable and the Company does not intend to apply for quotation of the options on either the ASX or TSX.

Under the Employee and Consultants Option Plan (ESOP) approved by shareholders in March 2012, the Company can issue up to 5% of the issued and outstanding ordinary shares.

On October 24, 2011 the Company issued 3,000,000 options under the Company's Employee and Consultants Option Plan. The options had exercise prices of 70 cents and 90 cents, and an expiry date of September 30, 2014. The fair value at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 91%; risk free interest rate of 3.95%; and an expected life of three years. The estimated value of \$721,050 has been recorded as a debit to share based payment expense and a credit to options reserve, as the options vested immediately.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

11. SHARE BASED PAYMENTS (CONTINUED)

On January 17, 2012 the Company issued 2,250,000 options under the Company's Employee and Consultants Option Plan. The options had exercise prices of 70 cents and 90 cents, and an expiry date of January 17, 2015. The fair value at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 84%; risk free interest rate of 3.25%; and an expected life of three years. The estimated value of \$637,538 will be recorded as a debit to share based payment expense and a credit to options reserve as the options vest. These options vest over different time periods as follows: 300,000 options vested immediately, 975,000 options vest after one year from the date of issue and 975,000 options vest after two years from the date of issue.

There were no options issued during the three months ended September 30, 2012. The value of options expensed in the three months ended September 30, 2012 of \$75,141 was calculated using a relative fair value method based on the Black Scholes option pricing model, and reflects the expensing of options issued in prior periods over their respective vesting period.

(i) Option Movements

The following table reconciles the movements in options and the share based payments reserve over the past three months:

	Options No.	Weighted average exercise price \$	Share based Payment Reserve \$
Outstanding, July 1, 2011	37,952,200	0.135	1,989,850
Granted	3,000,000	0.800	721,050
Exercised	(360,000)	0.180	(8,516)
Outstanding, September 30, 2011	40,592,200	0.184	2,702,384
Exercisable, September 30, 2011	39,242,200	0.1845	
Outstanding, July 1, 2012	23,057,954	0.329	2,154,780
Issued	-	-	-
Forfeited	(225,000)	0.42	(36,765)
Exercised	(250,000)	0.10	(4,377)
Share based payments	-	-	75,141
Outstanding, September 30, 2012	22,582,954	0.331	2,188,779
Exercisable, September 30, 2012	19,682,954		

12. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

12. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Azimuth entered into the following transactions with director related entities:

Director with beneficial interest	Director Related Entity	Notes	Three months ended September 30, 2012 \$	Three months ended September 30, 2011 \$
Dominic O'Sullivan	Javelin Minerals Inc	(i)	81,177	48,699
Richard Monti	Greatcity Corporation	(ii)	79,200	82,936
Dean Felton	Oyster Consulting Pty Ltd	(iii)	18,975	21,828

- (i) Executive remuneration paid to Javelin Minerals Inc, a company controlled by Mr Dominic O'Sullivan. As at September 30, 2012 Javelin Minerals was owed \$19,000 (September 30, 2011: \$16,069) and this amount is included in trade and other creditors.
- (ii) Executive and consulting services paid to Greatcity Corporation Pty Ltd, a company controlled by Mr Richard Monti. As at September 30, 2012 Greatcity Corporation was owed \$26,400 (September 30, 2011: \$24,979) and this amount is included in trade and other creditors.
- (iii) Director and committee fees paid to Oyster Consulting Pty Ltd, a Company in which Mr Felton has a beneficial interest. As at September 30, 2012, Oyster Consulting was owed \$6,325 (September 30, 2011: \$15,038).

On July 25, 2012, the Company sold a vehicle to Dominic O'Sullivan for proceeds of \$43,540 (GYD\$9,112,000) for a gain of \$808 (GYD\$ 169,404). At September 30, 2012, \$43,540 amount was owing to the Company.

(b) Remuneration of directors and key management personnel of the Corporation was as follows:

	Three months ended September 30, 2012 \$	Three months ended September 30, 2011 \$
<i>Directors</i>		
Board and sub-committee fees	85,731	56,113
Executive/consulting fees	153,177	103,991
<i>Key Management Personnel</i>		
Executive/consulting fees	127,730	-
Other payments and benefits	7,703	-
Share-based payments	-	-
	374,341	160,104

Short term advances to key management personnel totalled \$1,433 during the period. At September 30, 2012, a total of \$478 was owing to the Company.

13. BASIC LOSS PER SHARE

	September 30, 2012	September 30, 2011
Basic loss per share (cents per share)	(0.34)	0.11
Weighted Average Number of Share	411,130,105	336,582,718

None of the 22,582,954 options on issue as at September 30, 2012, are included in the calculation of the weighted average number of shares for diluted earnings per share as they are considered anti-dilutive due to the Company making a loss for period. As such, the fully diluted loss is the same as the basic loss disclosed above.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

14. COMMITMENTS

(a) Exploration Expenditure Commitments

The following amounts represent payments required to maintain tenure, vendor payments and amounts committed under work programs. These amounts are not legal obligations of the group and actual expenditure may vary depending on the outcome of actual exploration programs, and the costs and results from those programs.

	Consolidated	
	September 30, 2012	June 30, 2012
	\$	\$
Less than one year	5,446,990	5,949,000
Between one year to five years	5,938,114	4,215,000
	11,385,104	10,164,000

The Company has contracted the use of drill rigs to conduct drilling programs, the remaining value of which totalled \$1,433,486 at September 30, 2012 (\$254,499 at June 30, 2012). These drilling commitments will partially satisfy the exploration commitments above.

(b) Lease Commitments

The Company leases office premises in both Guyana and Perth, Western Australia under an operating lease. The lease periods run for four years and two years, and commenced on February 1, 2010 and December 1, 2011 respectively. Other lease commitments include residential properties leased for expatriate employees.

Non-cancellable operating lease rentals are payable as follows:

	Consolidated	
	September 30, 2012	June 30, 2012
	\$	\$
Less than one year	126,513	119,000
Between one year to five years	20,941	38,000
	147,454	157,000

(c) Remuneration Commitments

Senior management have entered into agreements whereby either party can terminate the agreement by giving between two to three months written notice. The commitment associated with these arrangements is as follows:

	Consolidated	
	September 30, 2012	June 30, 2012
	\$	\$
Less than one year	479,074	203,000
	479,074	203,000

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the Three Months Ended September 30, 2012
(Unaudited)

15. SUBSEQUENT EVENTS

Subsequent to September 30, 2012, and to the date of this report, the Company issued and allotted a total of 453,725 shares upon the exercise of options. The Company received proceeds of \$81,000 in relation to these issues.

On October 5, 2012, the Company allotted 500,000 shares at a deemed price of \$0.45 as part consideration for the acquisition of additional mineral properties.

On October 31, 2012, Dominic O'Sullivan resigned as a director.