



**STRIKEPOINT GOLD INC.**

Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2015

These unaudited condensed consolidated interim financial statements of Strikepoint Gold Inc. for the three months ended March 31, 2015 have been prepared by management and approved by the Board of Directors. These unaudited condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

**STRIKEPOINT GOLD INC.**

## CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

AS AT

(Unaudited)

(Expressed in Canadian dollars)

	March 31, 2015	December 31, 2014
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 243,937	\$ 365,216
Receivables	5,533	4,340
Prepaid expenses and deposits	17,082	4,042
	266,552	373,598
<b>Equipment</b> (Note 4)	7,560	6,689
	\$ 274,112	\$ 380,287
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 15,329	\$ 24,451
<b>Shareholders' equity</b>		
Share capital (Note 8)	17,536,490	17,512,490
Reserves (Note 8)	4,895,516	4,877,281
Deficit	(22,173,223)	(22,033,935)
	258,783	355,836
	\$ 274,112	\$ 380,287

Nature of operations and going concern (Note 1)

Subsequent event (Note 14)

**On behalf of the Board:**"Shawn Khunkhun" Director"Arness Cordick" Director

**STRIKEPOINT GOLD INC.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

THREE MONTHS ENDED MARCH 31,

(Unaudited)

(Expressed in Canadian dollars)

	2015	2014
<b>EXPENSES</b>		
Amortization (Note 4)	\$ 468	\$ 409
Exploration (Note 5)	8,098	57,636
Management fees	32,000	36,000
Office	10,510	14,825
Option payments (Note 5)	49,000	1,000
Professional fees	4,751	6,801
Shareholder communications	5,341	12,768
Share-based payments (Note 8)	18,235	6,116
Transfer agent and filing fees	8,846	13,548
Travel and related costs	2,039	1,864
<b>Loss from operations</b>	<b>(139,288)</b>	<b>(150,967)</b>
<b>OTHER ITEMS</b>		
Fair value adjustment on investments (Note 3)	-	11,285
Gain on sale of investments (Note 3)	-	37,790
	-	49,075
<b>Loss and comprehensive loss for the period</b>	<b>\$ (139,288)</b>	<b>\$ (101,892)</b>
<b>Loss per common share (basic and diluted)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding (basic and diluted)</b>	<b>133,405,741</b>	<b>132,865,185</b>

**STRIKEPOINT GOLD INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
**THREE MONTHS ENDED MARCH 31,**  
(Unaudited)  
(Expressed in Canadian dollars)

	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (139,288)	\$ (101,892)
Items not affecting cash:		
Amortization	468	409
Share-based payments	18,235	6,116
Option payments by issuance of common shares	24,000	1,000
Gain on sale of investments	-	(37,790)
Fair valued adjustment on investments	-	(11,285)
Change in non-cash working capital items:		
Decrease (increase) in receivables	(1,193)	679
Increase in prepaid expenses and deposits	(13,040)	(5,869)
Decrease in accounts payable and accrued liabilities	<u>(9,122)</u>	<u>(14,204)</u>
Net cash used in operating activities	<u>(119,940)</u>	<u>(162,836)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of equipment	(1,339)	-
Proceeds from the sale of investments	<u>-</u>	<u>168,830</u>
Net cash provided by (used in) investing activities	<u>(1,339)</u>	<u>168,830</u>
<b>Change in cash during the period</b>	<b>(121,279)</b>	<b>5,994</b>
<b>Cash, beginning of period</b>	<b><u>365,216</u></b>	<b><u>172,393</u></b>
<b>Cash, end of period</b>	<b>\$ <u>243,937</u></b>	<b>\$ <u>178,387</u></b>

**STRIKEPOINT GOLD INC.**  
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(Unaudited)  
(Expressed in Canadian dollars)

	<u>Share Capital</u>				
	Number	Amount	Reserves	Deficit	Total
<b>Balance at December 31, 2013</b>	132,826,852	\$ 17,510,490	\$ 4,627,376	\$ (21,244,187)	\$ 893,679
Shares issued for exploration and evaluation asset	50,000	1,000	-	-	1,000
Share-based payments	-	-	6,116	-	6,116
Comprehensive loss for the period	-	-	-	(101,892)	(101,892)
<b>Balance at March 31, 2014</b>	132,876,852	\$ 17,511,490	\$ 4,633,492	\$ (21,346,079)	\$ 798,903
<b>Balance at December 31, 2014</b>	132,926,852	\$ 17,512,490	\$ 4,877,281	\$ (22,033,935)	\$ 355,836
Shares issued for mineral property option payments	1,200,000	24,000	-	-	24,000
Share-based payments	-	-	18,235	-	18,235
Comprehensive loss for the period	-	-	-	(139,288)	(139,288)
<b>Balance at March 31, 2015</b>	134,126,852	\$ 17,536,490	\$ 4,895,516	\$ (22,173,223)	\$ 258,783

## **STRIKEPOINT GOLD INC.**

### **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

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#### **1. NATURE OF OPERATIONS AND GOING CONCERN**

StrikePoint Gold Inc. (the “Company”) is incorporated under the laws of the Province of Alberta and is listed on the TSX Venture Exchange under the symbol “SKP”. The Company is considered to be in the exploration stage with respect to its mineral properties. Based on the information available to date, the Company has not yet determined whether its mineral properties contain ore reserves.

The Company’s head office and principle address is 507-837 West Hastings Street, Vancouver, BC, V6C 3N6. The registered and records office is located at 2400, 525 - 8th Avenue S.W., Calgary, Alberta, T2P 1G1.

These unaudited condensed consolidated interim financial statements have been prepared by management on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Several material uncertainties may cast a significant doubt on the validity of this assumption. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration projects. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to complete its exploration project by issuance of share capital or through joint ventures, and/or to realize future profitable production or proceeds from the disposition of property. As at March 31, 2015, the Company has an accumulated deficit of \$22,173,223 and has working capital of \$251,223.

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

#### **2. STATEMENT OF COMPLIANCE AND NEW ACCOUNTING STANDARDS**

These unaudited condensed interim financial statements were authorized for issue on May 15, 2015 by the directors of the Company.

##### **Statement of Compliance with International Financial Reporting Standards**

These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed consolidated interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2014.

Certain comparative figures were reclassified to conform with current period presentation.

**STRIKEPOINT GOLD INC.**

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

**2. STATEMENT OF COMPLIANCE AND NEW ACCOUNTING STANDARDS (cont'd)****New accounting standards and recent pronouncements**

On January 1, 2015, the Company adopted the “Amendment to IFRS 7 Financial Instruments: Disclosure”. There were no adjustments required on the adoption of this amendment.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

**3. INVESTMENTS**

- (a) As at December 31, 2013, the Company held an equity position of 7,617,000 common shares of Ressources Appalaches Inc. (“RAI”), a Canadian public company, with a fair value of \$685,530.

During the year ended December 31, 2014, the Company sold its 7,617,000 RAI shares for cash proceeds of \$617,837, resulting in a realized gain on the disposition of shares of \$85,775.

- (b) As at December 31, 2013, the Company held an equity position of 500,000 common shares in San Gold Corporation (“SGC”), a Canadian public company, with an estimated fair value of \$55,000.

During the year ended December 31, 2014, the Company sold its 500,000 SGC shares for cash proceeds of \$75,000, resulting in a realized loss on the disposition of shares of \$586,128.

**4. EQUIPMENT**

	Furniture & equipment
<b>Cost</b>	
Balance, December 31, 2014	\$ 78,644
Additions	<u>1,339</u>
Balance, March 31, 2015	<u>\$ 79,983</u>
<b>Accumulated amortization</b>	
Balance, December 31, 2014	\$ 71,955
Amortization	<u>468</u>
Balance, March 31, 2015	<u>\$ 72,423</u>
<b>Carrying amounts</b>	
As at December 31, 2014	\$ 6,689
As at March 31, 2015	<u>\$ 7,560</u>



**STRIKEPOINT GOLD INC.**

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

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**5. LOBSTICK OPTION AGREEMENT**

On November 26, 2013, the Company entered into an option agreement with an unrelated individual (the "Optionor") whereby the Optionor granted the Company the option to acquire a 100% undivided right, title and interest in the optioned property (the "Lobstick Property") located in the Lobstick area near Lake of the Woods, Ontario.

In order to exercise the option, the Company must pay and issue to the Optionor:

- \$5,000 plus 50,000 common shares of the Company on or before December 15, 2013 of which \$5,000 was paid on December 11, 2013 with the issue date for the common shares extended to January 21, 2014 (issued) (Note 8);
- \$5,000 plus 50,000 common shares of the Company upon confirmation of plan and permit acceptance by the Ontario Ministry of Northern Development and Mines, paid and issued, respectively, on June 10, 2014 (Note 8);
- Payment of \$15,000 (paid) and the issuance of 100,000 common shares (issued) of the Company, on or before December 15, 2014;
- Payment of \$15,000 and the issuance of 100,000 common shares of the Company, on or before December 15, 2015;
- Payment of \$15,000 and the issuance of 100,000 common shares of the Company, on or before December 15, 2016; and
- Payment of \$15,000 and the issuance of 100,000 common shares of the Company, on or before December 15, 2017.

In addition, the Company must fulfill all work commitments relating the Lobstick Property comprised of \$12,000 per year by April 8 of each year. The Company may accelerate the cash payments, share issuances and work commitments at its discretion. The Company will be the operator of the Lobstick Property during the term of the option agreement.

During the three months ended March 31, 2015, the Company incurred \$7,823 (2014 - \$57,636) of exploration expenditures on the Lobstick Property. The expenditures were comprised of the following:

	March 31, 2015	March 31, 2014
Geological consulting	\$ 7,823	\$ 18,631
Surveying	-	36,000
Travel	-	3,005
	<u>\$ 7,823</u>	<u>\$ 57,636</u>

## **STRIKEPOINT GOLD INC.**

### **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian dollars)

**MARCH 31, 2015**

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#### **5. LOBSTICK OPTION AGREEMENT (cont'd)**

Following the exercise of the option, the Company must pay and issue to the Optionor:

- \$50,000 plus 1,000,000 common shares of the Company within 30 days of filing a technical report under National Instrument 43-101 demonstrating mineral resources on any part of the Lobstick Property;
- \$50,000 plus 1,000,000 common shares of the Company within 30 days of filing a positive, bankable feasibility study (as defined under National Instrument 43-101) with respect to any part of the Lobstick Property; and
- A 3% net smelter return royalty with respect to the Lobstick Property upon commencement of commercial production, for which the Company may repurchase two-thirds of the 3% net smelter return royalty from the Optionor for \$1,000,000 for each one-third repurchased.

#### **6. BLACKRAVEN OPTION AGREEMENT**

On February 19, 2015, the Company entered into an Assignment and Assumption Agreement (the "Assignment Agreement") with Entourage Metals Ltd. ("Entourage"), a Canadian public company, whereby Entourage has assigned to the Company all of its rights under an existing option agreement dated February 28, 2011, as amended on February 26, 2013 and as further amended on February 28, 2014 (the "Option Agreement"), to acquire a 100% interest in and to the Black Raven Property, located in NW Ontario. As consideration for the Assignment Agreement, the Company issued, on closing, 1,000,000 common shares to Entourage.

In order for the Company to earn an undivided 100% interest in the Black Raven Property, the Company will be required to:

- issue 100,000 common shares (issued) and pay \$25,000 (paid) to seven individuals (the "vendors") (the original optionors) on or before February 28, 2015;
- issue 100,000 common shares and pay \$25,000 to the vendors on or before February 28, 2016; and
- issue 500,000 common shares is required to be issued to the vendors within 15 business days following the completion and filing of a NI 43-101 compliant resource of at least 500,000 ounces Au or the equivalent in situ value of Cu, Pb, Zn, Ag or other precious metals.

During the three months ended March 31, 2015, the Company incurred \$275 (2014 - \$Nil) of exploration expenditures on the Blackraven Property. The expenditures were comprised of geological consulting fees.

**STRIKEPOINT GOLD INC.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian dollars)

**MARCH 31, 2015**

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**7. ANGELINA OPTION AGREEMENT**

On March 20, 2014, the Company entered into an option agreement with JOVG Global Mineral Enterprises (“JOVG”) on the Company’s 100% owned Angelina property, located in Rice Lake Belt, Manitoba. Pursuant to the terms of the option agreement, JOVG, a private company based in Winnipeg, Manitoba, has the option to earn a 50% undivided interest in the Angelina property by conducting a minimum of \$150,000 in exploration work on the property before February 15, 2015 (incurred); a further \$150,000 by February 15, 2016 and a further \$250,000 by each of February 15, 2017 and 2018. The Company considers the agreement with JOVG to be in good standing.

**8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	March 31, 2015	December 31, 2014
Accounts payable	\$ 1,079	\$ 10,451
Accrued liabilities	14,250	14,000
Total	\$ 15,329	\$ 24,451

**9. SHARE CAPITAL AND RESERVES**

## a) Authorized share capital

As at March 31, 2015, the authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares, consisting only of common shares, are fully paid.

## b) Issued share capital

On January 21, 2014, the Company issued 50,000 common shares pursuant to the Lobstick option agreement described in Note 5, for which the market value on the date of issuance was \$0.02 per share.

On June 13, 2014, the Company issued 50,000 common shares pursuant to the Lobstick option agreement described in Note 5, for which the market value on the date of issuance was \$0.02 per share.

On February 2, 2015, the Company issued 100,000 common shares pursuant to the Lobstick option agreement described in Note 5, for which the market value on the date of issuance was \$0.02 per share.

On February 25, 2015, the Company issued 1,100,000 common shares pursuant to the Blackraven option agreement described in Note 5, for which the market value on the date of issuance was \$0.02 per share.

**STRIKEPOINT GOLD INC.**

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

**9. SHARE CAPITAL AND RESERVES (cont'd)**

## c) Stock options

The Company has an incentive stock options plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 5 years and vesting periods are determined by the Board of Directors.

Details of stock options outstanding as at March 31, 2015 are as follows:

Number of Shares	Exercise Price	Expiry Date
250,000	\$0.10	August 21, 2017
1,000,000	\$0.10	November 22, 2018
4,300,000	\$0.07	September 17, 2019
<u>1,000,000</u>	\$0.07	February 16, 2020
6,550,000		

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2014	6,550,000	\$ 0.08
Forfeited	(1,000,000)	\$ 0.07
Granted	<u>1,000,000</u>	\$ 0.07
Balance, March 31, 2015	6,550,000	\$ 0.08
Number of stock options exercisable	6,550,000	\$ 0.08

**STRIKEPOINT GOLD INC.**

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

**9. SHARE CAPITAL AND RESERVES (cont'd)**

## d) Share-based payments

In February 2015, the Company granted stock options to a director to acquire up to 1,000,000 common shares with a grant date fair value of \$0.02 per option resulting in share-based payments expense of \$18,235, using the Black-Scholes option pricing model.

The Company applies the fair value method using the Black-Scholes option pricing model to account for stock options granted to directors, officers and consultants. The following assumptions were used to calculate the fair value of the stock options granted during the year:

	2015
Risk-free interest rate	0.79%
Expected life of options	5 years
Annualized volatility	170%
Dividend rate	0%
Forfeiture rate	0%

## e) Warrants

No warrants were issued during the three months ended March 31, 2015 or during the year ended December 31, 2014.

As at March 31, 2015, the Company had no outstanding warrants.

**10. RELATED PARTY TRANSACTIONS**

During the three months ended March 31, 2015, the Company entered into the following transactions with related parties:

- Paid or accrued management fees of \$12,000 (2014 - \$12,000) to the CEO of the Company.
- Paid or accrued management fees of \$Nil (2014 - \$12,000) to a company controlled by the former CFO of the Company.
- Paid or accrued management fees of \$20,000 (2014 - \$12,000) to directors of the Company.
- Paid or accrued professional fees of \$4,500 (2014 - \$nil) to a company controlled by the Corporate Secretary of the Company.
- Recorded share-based payment expense of \$18,235 (2014 - \$nil) in conjunction with the granting of stock options to a director of the Company.

Key management personnel compensation disclosed above (including senior officers and certain directors of the Company):

	March 31, 2015	March 31, 2014
Short-term benefits	\$ 32,000	\$ 36,000
Share-based payments	18,235	-

**STRIKEPOINT GOLD INC.**

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

**11. FINANCIAL INSTRUMENTS AND RISK FACTORS***Fair value*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments include cash, investments, receivables, and accounts payable and accrued liabilities. The carrying value of these financial instruments approximates their fair value. Cash and investments are measured based on Level 1 inputs of the fair value hierarchy.

The following is an analysis of the Company's financial assets measured at fair value as at March 31, 2015 and December 31, 2014:

	As at March 31, 2015		
	Level 1	Level 2	Level 3
Cash	\$ 243,937	\$ -	\$ -

  

	As at December 31, 2014		
	Level 1	Level 2	Level 3
Cash	\$ 365,216	\$ -	\$ -

*Risk factors*

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

*Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company has cash balances but no interest-bearing debt. The bank account is held with a major Canadian bank. As all of the Company's cash is held by one bank, there is a concentration of credit risk with the bank. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company's secondary exposure to risk is on its receivables. This risk is minimal as receivables consist primarily of refundable government sales taxes.

## **STRIKEPOINT GOLD INC.**

### **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian dollars)

MARCH 31, 2015

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#### **11. FINANCIAL INSTRUMENTS AND RISK FACTORS (cont'd)**

##### *Currency Risk*

Currency risk is the risk that arises from the change in price of one currency against another. The Company operates in Canada and is therefore not exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

##### *Interest Rate Risk*

Interest rate risk is the risk due to variability of interest rates. The Company is exposed to interest rate risk on its bank account. The income earned on the bank account is subject to the movements in interest rates. The Company has cash balances and no-interest bearing debt, therefore, interest rate risk is nominal.

##### *Liquidity Risk*

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions, both liquidity and funding risk have been assessed as high.

#### **12. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation interests, acquire additional exploration and evaluation interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

#### **13. SEGMENTED INFORMATION**

The primary business of the Company is the acquisition and exploration of mineral properties in Canada.

#### **14. SUBSEQUENT EVENT**

Subsequent to March 31, 2015, the Company granted 6,500,000 stock options to consultants of the Company, exercisable at \$0.05 per share and expiring on March 31, 2020.