Athabasca MINERALS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the Nine Months Ended August 31, 2014

Table of Contents

Notice of No Auditor Review of Condensed Interim Financial Statements
For the nine months ended August 31, 2014

The accompanying unaudited condensed interim financial statements of the Corporation have been prepared by and are the responsibility of the Corporation's management and have been approved by the Audit Committee and Board of Directors of the Corporation.

The Corporation's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of condensed interim financial statements by an entity's auditor.

October 17, 2014

"Udomdej Kriangkum"	*"Don Hruba"*
Udomdej Kriangkum	Don Hruba
Chief Executive Officer	Chief Financial Officer

ATHABASCA MINERALS INC.
Condensed Interim Balance Sheets
(unaudited)

	August 31, 2014	November 30, 2013
ASSETS		
CURRENT		
Cash	$ 1,086,577	$ 72,151
Accounts receivable	5,840,788	4,543,848
Income tax recoverable	591,095	406,251
Inventory (Note 6)	9,959,762	7,455,044
Prepaid expenses and deposits	559,649	418,632
Current portion of land use agreement receivable (Note 10)	264,386	185,941
	18,302,257	13,081,867
LONG-TERM DEPOSITS (Note 7)	788,759	480,529
RESTRICTED CASH (Note 8)	344,155	336,317
PROPERTY AND EQUIPMENT (Note 9)	9,537,216	9,764,819
LAND USE AGREEMENT RECEIVABLE (Note 10)	40,395	253,841
RESOURCE PROPERTIES (Note 11)	6,916,978	5,821,161
INTANGIBLE ASSETS (Note 12)	2,792,592	3,442,592
GOODWILL (Note 13)	2,537,701	2,537,701
	$ 41,260,053	$ 35,718,827
LIABILITIES		
CURRENT		
Trade and other payables	$ 5,811,286	$ 4,973,845
Current portion of long-term debt (Note 14)	1,000,000	1,000,000
Current portion of lease obligation (Note 15)	1,349,736	1,307,465
	8,161,022	7,281,310
LONG-TERM DEBT (Note 14)	815,286	1,557,552
LEASE OBLIGATION (Note 15)	2,957,236	3,974,888
DECOMMISSIONING AND RESTORATION PROVISION (Note 16)	809,027	707,894
DEFERRED GAIN ON SALE AND LEASEBACK (Note 17)	21,229	27,006
DEFERRED TAX (Note 18)	2,486,418	2,324,964
	15,250,218	15,873,614
EQUITY		
SHARE CAPITAL (Note 19)	12,836,698	7,290,018
CONTRIBUTED SURPLUS	3,153,637	1,692,342
RETAINED EARNINGS	10,019,500	10,862,853
	26,009,835	19,845,213
	$ 41,260,053	$ 35,718,827

Approved by the Board of Directors

"Douglas Stuve", Director

Douglas M. Stuve

"William Kanters", Director

William A. Kanters

The accompanying notes are part of these financial statements.

ATHABASCA MINERALS INC.
Condensed Interim Statements of Net Income (Loss) and Comprehensive Income (Loss)
For the nine months ended August 31, 2014 and August 31, 2013

	Three months ended August 31, 2014	Three months ended August 31, 2013	Nine months ended August 31, 2014	Nine months ended August 31, 2013
AGGREGATE MANAGEMENT SERVICES	$ 4,547,008	$ 5,083,204	$ 7,482,012	$ 10,534,796
ROYALTIES	(1,202,320)	(1,462,698)	(2,056,199)	(2,998,251)
AGGREGATE MANAGEMENT FEES	3,344,688	3,620,506	5,425,813	7,536,545
AGGREGATE SALES	6,119,581	1,991,253	11,226,441	11,184,805
ROYALTIES	(137,385)	(36,610)	(421,207)	(184,127)
NET AGGREGATE SALES	5,982,196	1,954,643	10,805,234	11,000,678
REVENUE	9,326,884	5,575,149	16,231,047	18,537,223
Stripping, clearing and crushing expenses	165,294	418,589	977,184	2,514,397
Amortization, depreciation, and depletion	419,592	338,938	1,217,550	1,021,968
Other aggregate operating expenses	4,320,740	2,432,551	10,496,439	9,295,608
AGGREGATE OPERATING EXPENSES	(4,905,626)	(3,190,078)	(12,691,173)	(12,831,973)
GROSS PROFIT	4,421,258	2,385,071	3,539,874	5,705,250
OTHER EXPENSES				
Depreciation of property and equipment	118,422	132,421	415,745	391,777
Amortization of intangible assets (Note 12)	216,667	216,667	650,000	650,000
General and administrative	839,308	429,555	2,062,755	1,384,125
Finance costs (Note 20)	79,201	93,581	249,857	299,065
Share-based compensation	508,276	128,352	780,987	523,751
	(1,761,874)	(1,000,576)	(4,159,344)	(3,248,718)
INCOME (LOSS) BEFORE OTHER ITEMS	2,659,384	1,384,495	(619,470)	2,456,532
OTHER INCOME (LOSS)				
Interest income	824	4,045	9,270	22,241
(Loss) gain on land use agreement (Note 10)	(114,820)	49,454	(114,820)	(339,647)
Miscellaneous income	50	15,054	51,956	33,538
Amortization of deferred gain on sale and leaseback	1,926	1,926	5,778	5,778
Gain on write off of property and equipment	-	-	-	15,530
Write down of resource properties and exploration costs (Note11)	(261,131)	-	(261,131)	-
Recovery of intangible assets (Note 12)	35,480	4,327	35,480	38,682
	(337,671)	74,806	(273,467)	(223,878)
INCOME (LOSS) BEFORE INCOME TAXES	2,321,713	1,459,301	(892,937)	2,232,654
INCOME TAXES				
Current tax (expense) benefit (Note 18)	(720,417)	(425,563)	211,038	(844,188)
Deferred tax (expense) benefit (Note 18)	4,448	25,724	(161,454)	143,859
	(715,969)	(399,839)	49,584	(700,329)
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	**$ 1,605,744**	**$ 1,059,462**	**$ (843,353)**	**$ 1,532,325**
BASIC INCOME (LOSS) PER COMMON SHARE (Note 19 e)	**$ 0.049**	**$ 0.038**	**$ (0.027)**	**$ 0.054**
DILUTED INCOME (LOSS) PER COMMON SHARE (Note 19 e)	**$ 0.047**	**$ 0.037**	**$ (0.027)**	**$ 0.053**
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (Note 19 e)	**32,778,997**	**28,197,500**	**31,814,599**	**28,149,215**

The accompanying notes are part of these financial statements.

ATHABASCA MINERALS INC.

Condensed Interim Statements of Changes in Equity
For the nine months ended August 31, 2014 and August 31, 2013

	Nine months ended August 31, 2014				
	Number of Shares	**Share Capital**	**Contributed Surplus**	**Retained Earnings**	**Total Equity**
November 30, 2013	28,307,500	$7,290,018	$1,692,342	$10,862,853	$19,845,213
Share-based compensation	-	-	780,987	-	780,987
Options exercised	388,333	247,300	-	-	247,300
Warrants exercised	407,500	713,125	-	-	713,125
Private placement share issuance	3,965,517	4,870,096	879,904	-	5,750,000
Share issuance costs	-	(646,420)	162,983	-	(483,437)
Transfer of value on options exercised	-	181,740	(181,740)	-	-
Transfer of value on warrants exercised	-	180,839	(180,839)	-	-
Net loss for the period	-	-	-	(843,353)	(843,353)
August 31, 2014	33,068,850	$12,836,698	$3,153,637	$10,019,500	$26,009,835

	Nine months ended August 31, 2013				
	Number of Shares	**Share Capital**	**Contributed Surplus**	**Retained Earnings**	**Total Equity**
November 30, 2012	27,980,833	$7,049,080	$1,098,599	$8,941,213	$17,088,892
Share-based compensation	-	-	523,751	-	523,751
Options exercised	216,667	89,550	-	-	89,550
Transfer of value on options exercised	-	69,453	(69,453)	-	-
Net income for the period	-	-	-	1,532,325	1,532,325
August 31, 2013	28,197,500	$7,208,083	$1,552,897	$10,473,538	$19,234,518

The accompanying notes are part of these financial statements.

ATHABASCA MINERALS INC.

Condensed Interim Statements Of Cash Flows
For the nine months ended August 31, 2014 and August 31, 2013

	For the nine months ended August 31, 2014	2013
OPERATING ACTIVITIES		
Net (loss) income	$ (843,353)	$ 1,532,325
Adjustments for non-cash items:		
Depreciation, amortization, depletion and accretion	2,293,773	2,075,472
Deferred tax expense (benefit)	161,454	(143,859)
Share-based compensation	780,987	523,751
Loss on land use agreement	114,820	339,647
Amortization of deferred gain on sale and leaseback	(5,778)	(5,778)
Amortization of long-term debt transaction costs	7,734	6,544
Gain on write-off of property and equipment	-	(15,530)
Write down of resource properties and exploration costs	261,131	-
Recovery of intangible assets	(35,480)	(38,682)
Net income adjusted for non-cash items	2,735,288	4,273,890
Net changes in non-cash working capital balances		
Trade and other payables	837,441	1,345,327
Accounts receivable	(1,296,940)	(1,532,210)
Inventory	(2,504,718)	(4,141,386)
Income tax recoverable	(184,844)	-
Income tax payable	-	527,329
Prepaid expenses and deposits	(141,017)	17,330
	(554,790)	490,280
INVESTING ACTIVITIES		
Restricted cash	(7,838)	(103,054)
Proceeds from land use agreement	76,352	429,432
Long-term deposits	(308,230)	-
Purchase of property and equipment	(960,197)	(1,079,295)
Fund decommissioning and restoration provision	(29,107)	-
Insurance proceeds on write-off of property and equipment	-	27,950
Resource properties	(1,703,371)	(740,247)
	(2,932,391)	(1,465,214)
FINANCING ACTIVITIES		
Repayment of long-term debt	(750,000)	(750,000)
Repayment of lease obligations	(975,381)	(830,686)
Issue of share capital	6,710,425	89,550
Share issuance costs	(483,437)	-
	4,501,607	(1,491,136)
NET INCREASE (DECREASE) IN CASH	1,014,426	(2,466,070)
CASH, BEGINNING OF PERIOD	72,151	2,532,413
CASH, END OF PERIOD	$ 1,086,577	$ 66,343

Supplemental cash flow information (Note 25)

Note 1 – Nature of Business

Athabasca Minerals Inc. (the "Corporation") is incorporated under the *Business Corporations Act (Alberta).* The Corporation's head office is located at 9524 27 Avenue, Edmonton, Alberta, Canada T6N 1B2. The Corporation manages the Susan Lake aggregate (sand and gravel) pit on behalf of the Province of Alberta for which management fees are earned. A significant portion of the Corporation's total revenue is derived from this contract. In addition to this management contract, the Corporation owns gravel pits producing aggregate for a variety of purposes and explores for and develops land for the purposes of establishing additional Corporation owned gravel pits. The Corporation also acquires, explores and develops mineral claims located in the Fort McMurray area for the purpose of extracting salt, silica sand and other minerals. The Corporation is listed on the TSX Venture Exchange ("TSX Venture") under the stock symbol: ABM.

Note 2 – Seasonality of Operations

The Corporation derives a significant portion of its revenues from producing various types of aggregate in Northern Alberta. The ability to remove gravel from its gravel pits is hampered by cold and wet weather conditions. As a result, winter and spring are traditionally the slowest time for the Corporation.

Note 3 – Basis of Presentation and Statement of Compliance

These interim financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Corporation prepared these interim financial statements for the nine months ended August 31, 2014 (and comparative results for the nine months ended August 31, 2013) in accordance with International Accounting Standard ("IAS") 34- *Interim Financial Reporting*.

Certain information and disclosures normally required to be included in notes to the annual financial statements have been condensed or omitted. Accordingly these interim financial statements should also be read in conjunction with the Corporation's audited financial statements for the year ended November 30, 2013 presented under IFRS.

The accounting policies set out below have been applied to all periods presented in these financial statements.

The interim results are not indicative of results for a full year.

These financial statements were authorized for issue by the Board of Directors on October 17, 2014.

Note 4 – Significant accounting judgments and estimates and accounting changes

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually 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 could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include:

Judgments

Revenue

Under its aggregate management contracts with the government, the Corporation invoices its customers for any royalties applicable on the sale of aggregates, and is responsible to collect and remit all invoiced royalties. An entity acts as a principal (not as an agent) when it has exposure to the significant risks and

Note 4 – Significant accounting judgments and estimates and accounting changes (continued)

Judgments (continued)

Revenue (continued)

rewards associated with the sale of goods or the rendering of services. In a principal relationship, billed amounts are reported on a gross basis. In an agency relationship, billed amounts are reported on a net basis as the amounts collected on behalf of the principal are not considered revenue. Determining whether an entity is acting as a principal or agent requires judgment and consideration of all relevant facts and circumstances. Features that indicate that an entity is acting as a principal include:

- The entity has the primary responsibility for providing the goods or services to the customer or for fulfilling the order;
- The entity bears the customer's credit risk for the amount receivable from the customer;
- The entity has latitude in establishing prices, either directly or indirectly, for example by providing additional goods or services; and
- The entity has inventory risk before or after the customer order, during shipping or on return.

It is the judgment of management that in the case of providing aggregate management services, the first two considerations above apply to the Corporation's situation, whereas the remaining two considerations apply less to the Corporation's situation. It is therefore management's determination that the Corporation serves a role as principal rather than agent in the aggregate management services it performs.

Impairment of Resource Properties

Mineral properties are reviewed and evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Common indicators of impairment of a mineral property include, but are not limited to: (i) the right to explore in a specific area has expired, or will soon expire, and is not expected to be renewed; (ii) substantive expenditure on further exploration in a specific area is neither budgeted or planned; (iii) exploration in an area has not led to the discovery of commercially viable quantities of mineral resources, or the results are not compelling enough to warrant further exploration, and the Corporation has decided to discontinue activities in the area; or (iv) sufficient data exist to indicate that, although exploration or development in an area is likely to proceed, the carrying amount of the mineral property is unlikely to be recovered in full from successful development or by sale.

Commencement of Commercial Production

The Corporation assesses the stage of each resource property under development to determine when a property reaches the stage when it is substantially complete and ready for its intended use. Criteria used to assess when a property has commenced commercial production includes, among other considerations:

- Capital expenditures incurred relative to the expected costs to complete;
- The completion of a reasonable period of testing of mine plant and equipment;
- The ability to produce saleable aggregates;
- Achievement of production targets;
- Sufficiency of hauling access from the pit,
- The ability to sustain ongoing production.

When management determines that a property has commenced commercial production, costs deferred during development are reclassified as production costs and amortized.

Note 4 – Significant accounting judgments and estimates and accounting changes (continued)

Judgments (continued)

Collectability of Accounts Receivable

In considering the collectability of accounts receivable, taken into account is the legal obligation for payment by the customer, as well as the financial capacity of the customer to fund its obligation to the Corporation.

Estimates

Leases

Management uses judgment in determining whether the lease is a finance lease arrangement that transfers substantially all the risks and rewards of ownership. Management evaluates the lease terms and in some cases the lease transaction is not always conclusive in its classification as a finance lease.

Useful Economic Life of Property and Equipment

The cost less the residual value of each item of property and equipment is depreciated over its useful economic life. Depreciation is charged to exploration expense over the estimated life of the individual asset. Depreciation commences when assets are available for use. The assets' useful lives and methods of depreciation are reviewed and adjusted if appropriate at each fiscal year end.

Certain property, equipment and other tangible assets used directly in resource production activities are depreciated using the units-of-production ("UOP") method over a period not to exceed the estimated life of the ore body based on recoverable minerals to be mined from proven and probable mineral reserves.

The calculation of the UOP rate, and therefore the annual depreciation expense, could be materially affected by changes in the underlying estimates. Changes in estimates may result from difference between actual future production and current forecast of future production, expansion of mineral reserves through exploration activities, differences between estimated and actual costs of production and differences in mineral prices used in the estimation of mineral reserves.

Significant judgment is involved in the determination of useful life and residual values for the computation of depreciation and no assurance can be given that the actual useful lives or residual values will not differ significantly from current assumptions.

Impairment of Goodwill and Other Assets

Any goodwill is tested for impairment annually or more frequently if there is an indication of impairment. The carrying value of property and equipment and intangible assets is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in profit or loss. The assessment of fair values less costs to sell or value in use, including those of the cash-generating units for purposes of testing goodwill, require the use of estimates and assumptions for recoverable production, long-term commodity prices, discount rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of goodwill or other assets could impact the impairment analysis.

Mineral Reserves

Proven and probable mineral reserves are the economically mineable parts of the Corporation's measured and indicated mineral resources demonstrated by at least a preliminary feasibility study. The Corporation estimates its proven and probable mineral reserves and measured and indicated and inferred mineral

Note 4 – Significant accounting judgments and estimates and accounting changes (continued)

Estimates (continued)

Mineral Reserves (continued)

resources based on information compiled by appropriately qualified persons. Geological estimates of the size, depth and shape of the ore body requires complex judgements. The estimation of future cash flows related to proven and probable mineral reserves is based upon factors such as estimates of commodity prices, future capital requirements, mineral recovery factors and production costs along with geological assumptions and judgements made in estimating the size and grade of the ore body. Changes in the proven and probable mineral reserves or measured and indicated and inferred mineral resources estimates may impact the carrying value of mineral properties, property and equipment, decommissioning and restoration provisions, recognition of deferred tax amounts, amortization and depreciation.

Calculation of Share-based Compensation

The amount expensed for share-based compensation is based on the application of the Black-Scholes Option Pricing Model, which is highly dependent on the expected volatility of the Corporation's share price and the expected life of the options. The Corporation used an expected volatility rate for its shares based on historical stock trading data adjusted for future expectations; actual volatility may be significantly different.

While the estimate of share-based compensation can have a material impact on the operating results reported by the Corporation, it is a non-cash charge and as such has no impact on the Corporation's cash position or future cash flows.

Decommissioning and Restoration Provision

The Corporation assesses its provision for decommissioning and restoration on an annual basis or when new information or circumstances merit a re-assessment. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and the Corporation has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for decommissioning and restoration obligations require management to make estimates of the future costs the Corporation will incur to complete the decommissioning and restoration work required to comply with existing laws and regulations.

Actual costs incurred may differ from estimated costs. Also, future changes to environmental laws and regulations could increase the extent of decommissioning and restoration work to be performed by the Corporation. Increases in future costs could materially increase amounts expensed and amounts charged to profit or loss for decommissioning and restoration.

The provision, at each reporting date, for decommissioning and restoration provisions represents management's best estimate of the present value of the future decommissioning and restoration obligations. Actual expenditures may differ from the recorded amount.

Inventories

Inventory is valued at the lower of average production cost or net realizable value. Net realizable value is the estimated receipt from sale of the inventory in the normal course of business, less any anticipated costs to be incurred prior to its sale. The production cost of inventories is determined on a weighted average basis and includes direct labour, subcontractor production costs, overhead and depreciation, depletion and amortization of resource properties.

Note 4 – Significant accounting judgments and estimates and accounting changes (continued)

Estimates (continued)

Income Taxes

Income taxes are measured by applying estimated annual effective income tax rates that are expected to be in effect when the temporary differences that give rise to deferred tax assets and liabilities are expected to reverse or when losses are expected to be utilized. The estimated average annual effective income tax rates are re-estimated at each reporting date. Estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Corporation's ability to utilize the underlying future tax deductions against future taxable income before they expire. The Corporation's assessment is based upon existing tax laws, estimates of future taxable income, and the expected timing of taxable temporary difference reversals.

If the assessment of the Corporation's ability to utilize the underlying future tax deductions changes, the Corporation would be required to recognize more or fewer of the tax deductions as assets, which may decrease or increase the income tax expense in the period in which this is determined.

Land Use Agreement Receivable

The average daily work camp occupancy rates used in the determination of the total future proceeds of the land use agreement receivable is an estimate and therefore actual future proceeds under the land use agreement could vary significantly. During the year ended November 30, 2013 the first lodge was removed, and the remaining lodge is expected to remain unoccupied during the period February through November 2014. The work camp was constructed primarily to serve the accommodation needs of the oil sands industry workers. The actual occupancy rate is largely dependent on oil sands development activity in the Fort McMurray region of Alberta.

Accounting Changes

Effective December 1, 2013 the Corporation adopted the following new standards and interpretations issued by the IASB or International Financial Reporting Interpretation Committee ("IFRIC").

Scope of the reporting entity

IFRS 10, "Consolidated Financial Statements" and IFRS 12, "Disclosure of Interests in Other Entities", were issued and replace IAS 27, "Consolidated and Separate Financial Statements" and Standing Interpretations Committee ("SIC") 12, "Consolidation - Special Purpose Entities" for guidance on the consolidation model which identifies the elements of control and provides a comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. As no equity interests are currently held in, or joint arrangements held with other entities, adoption of this standard had no current impact on the Corporation's interim financial statements.

Stripping costs in the production phase of a surface mine

IFRIC 20, "Stripping Costs in the Production Phase of a Surface Mine" considers when and how to account separately for benefits arising from stripping activity, as well as how to measure these benefits both initially and subsequently. In surface mining operations, entities may find it necessary to remove mine waste materials (overburden) to gain access to mineral ore deposits. This waste removal activity is known as 'stripping.' IFRIC 20 only deals with waste removal costs that are incurred in surface mining activity during the production phase of the mine ('production stripping costs'). Adoption of this standard had no current impact on the Corporation's interim financial statements.

Note 4 – Significant accounting judgments and estimates and accounting changes (continued)

Joint arrangements

IFRS 11, "Joint Arrangements" was issued and supersedes IAS 31, "Interests in Joint Ventures" and SIC 13, "Jointly Controlled Entities-Non-monetary Contributions by Venturers", to establish principles for financial reporting by parties to a joint arrangement. As no joint venture interests are currently held in or between other entities, adoption of this standard had no current impact on the Corporation's interim financial statements.

Fair value measurement

IFRS 13, "Fair Value Measurement" was issued to set out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. Adoption of this standard had no current impact on the Corporation's interim financial statements.

Note 5 – Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents are defined as cash on deposit with financial institutions and highly liquid short-term investments that have maturity of three months or less.

Revenue Recognition

The Corporation derives revenues through the management of the Susan Lake aggregate pit where a management fee is earned based on the volume extracted from the pit. In addition, the Corporation derives revenues from the sale of aggregates from its corporate-owned pits. The Corporation recognizes revenue at the point that the aggregate material leaves the pit.

Revenue from the sale of aggregates, net of any discounts, is recognized on the sale of products at the time the Corporation has transferred to the buyer the significant risks and rewards of ownership; the Corporation retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; the amount of revenue can be measured reliably; it is probable that the economic benefits associated with the transaction will flow to the entity; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income is recognized as it is earned on an accrual basis.

Stripping and Clearing Costs

Stripping and clearing costs incurred during the development of a pit or mine are capitalized in resource properties. Stripping and clearing costs incurred subsequent to commencement of production are variable production costs that are included in the cost of inventory produced during the period in which they are incurred, unless the stripping and clearing activities can be shown to give rise to future benefits from the mineral property, in which case the stripping and clearing costs would be capitalized. Future benefits arise when stripping and clearing activities increases the future output of the pit or mine by providing access to an extension of an ore body or to a new ore body. Capitalized stripping costs are depleted based on the unit-of-production method using proven and probable mineral reserves as the depletion base.

Inventory

Inventory is valued at the lower of average production cost and net realizable value. Net realizable value is calculated as the estimated selling price at the measurement date less future costs required to sell inventory.

Production costs are included in inventory, including applicable amortization and depletion of estimated

Note 5 – Significant Accounting Policies (continued)

Inventory (continued)

resource properties. The cost of inventory includes, when applicable, the associated costs of crushing and hauling.

Any write down of inventory is recognized as a charge against profit or loss in the period the write down occurs.

Intangible Assets

Intangible assets include management contracts relating to the management of aggregate pits, which are carried at cost and amortized on a straight-line basis over the expected life of the contract, or the remaining life of the mine if shorter. The Corporation has not identified intangible assets for which the expected useful life is indefinite.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation and any accumulated impairment losses. The Corporation provides for depreciation on its property and equipment using the following methods and rates:

	Method	Rate
Onsite buildings and fences	Straight line	10 years
Office complex	Straight line	15 years
Scale and scale houses	Straight line	10 years
Exploration and development tangible assets	Unit-of-production	
Equipment		
Crushing equipment	Unit-of-production	
Mobile home	Straight line	10 years
Computer software	Straight line	1-3 years
Office equipment	Straight line	3 years
Computer hardware	Declining balance	30%
Large equipment	Declining balance	20%
Vehicles	Declining balance	30%

Costs for property and equipment include all costs required to bring the asset into its intended use by the Corporation. Significant parts of an item of property and equipment with different useful lives are recognized and depreciated separately. Depreciation commences when the asset is available for use. The assets residual values, useful lives and method of depreciation are reviewed each financial year and adjustments are accounted for prospectively if appropriate. Repairs and maintenance expenditures are charged to operations as incurred. Major improvements and replacements, which extend the useful life of an asset, are capitalized. An item of property and equipment is derecognized on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognizing of an asset is included in profit or loss in the period the asset is derecognized.

Resource Properties and Related Expenditures

Direct mineral exploration, evaluation and development costs are capitalized on a specific project basis until such time as a resource is defined or the project is abandoned. Any related decommissioning and restoration provisions are capitalized on an individual project basis. Costs for properties that are abandoned are written off. The capitalized costs will be amortized on the basis of units produced in relation to the proven and probable reserves available on the related property following commencement of production. Exploration and evaluation expenditures incurred before the Corporation has obtained the legal

Note 5 – Significant Accounting Policies (continued)

Resource Properties and Related Expenditures (continued)

right to explore an area are expensed as incurred.

The capitalized costs do not necessarily reflect the current or future values since the recoverability of the amounts capitalized for undeveloped mineral properties is dependent upon the determination of an economically recoverable resource, confirmation of the Corporation's interest in the underlying mineral properties, the ability to obtain the necessary financing to complete their development and future profitable production or proceeds from the disposition thereof.

Title to mineral properties involves inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently unreliable conveyance history characteristic of many mineral properties. The Corporation has investigated title to all of its mineral properties and, to the best of its knowledge all of its properties are in good standing.

The Corporation may conclude that it will receive future economic benefits from an exploration property, which is generally when a bankable feasibility study has been completed and economically recoverable mineral resources for the project are determined. At this stage, the property is considered to be under development. Previously capitalized exploration costs related to the property are at that time tested for impairment and are then transferred to development costs. Subsequent development costs are capitalized, including any costs incurred to increase or extend the life of existing production. Once a mineral property has been brought into commercial production, costs of any additional work on that property are expensed as incurred, except for development programs that extend the life or enhance the value of a property, which will be deferred and depleted over the useful life of the related assets. On the commencement of commercial production, net capitalized costs will be charged to operations on a unit-of-production basis, by property, using estimated proven and probable reserves as the depletion base.

Mineral properties are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. When it is determined that a project or property will be abandoned the costs are written-off, or if its carrying value has been impaired, the costs are written down to the recoverable amount, which is the higher of fair value less costs to sell and value in use. Where future cash flows are not reasonably determinable, mineral property interests are evaluated for impairment based on results of exploration work, management's intent and ability to retain title to the property, and determination of the extent to which future exploration programs are warranted and likely to be funded.

Income per Common Share

Income per common share is calculated by dividing the net income for the period by the weighted average number of common shares outstanding during the financial reporting period. Diluted income per share is calculated by adjusting the weighted average number of shares for the dilutive effect of options and warrants. The computation of diluted income per share assumes the conversion, exercise or contingent issuance of securities only when such conversion would have a dilutive effect on income. It is assumed that outstanding options, warrants and similar items are exercised or converted into shares and that the proceeds that would be realized upon such exercise or conversion are used to purchase common shares at the average market price per share during the relevant financial reporting period.

Decommissioning and Restoration Provision

The Corporation recognizes a liability for restoration, rehabilitation and environmental obligations associated with long-lived assets, including the abandonment of mineral properties and returning properties to the condition required in order to satisfy regulatory obligations.

The Corporation records the present value of the estimated legal and constructive obligations required to restore the exploration sites in the period incurred, along with a corresponding increase in the carrying value of the related asset. The present value of the estimated future cash outflows to settle the obligation is

Note 5 – Significant Accounting Policies (continued)

Decommissioning and Restoration Provision (continued)

determined using a risk-free pre-tax discount rate that reflects the time value of money. The liability is subsequently adjusted for the passage of time, and is recognized as a finance cost in profit or loss. The liability is also adjusted due to revisions in either the timing or amount of the original estimated cash flows associated with the liability, or for changes to the current market-based discount rate. Changes resulting from revisions to the timing or amount of the original estimate of undiscounted retirement obligation cash flows are recognized as an increase or decrease in the carrying amount of the decommissioning and restoration provision with a corresponding increase or decrease in the carrying value of the related asset.

Impairment of Non-financial Assets

For the purposes of assessing impairment, the recoverable amount of an asset, which is the higher of its fair value less costs to sell and its value in use, is estimated. If it is not possible to estimate the recoverable amount of an individual asset, the asset is included in the cash-generating unit to which it belongs and the recoverable amount of the cash generating unit is estimated. As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level. A cash-generating unit is 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.

Cash-generating units to which goodwill has been allocated are tested for impairment at least annually. Intangible assets with an indefinite useful life and an intangible asset not yet available for use are also tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the asset is impaired such as decreases in mineral prices, an increase in operating costs, or a decrease in mineable reserves. The Corporation also considers net book value of the asset, the ongoing costs required to maintain and operate the asset, and the use, value and condition of the asset.

An impairment loss is recognized for the amount by which the asset’s or cash-generating unit’s carrying amount exceeds its recoverable amount which is the higher of its fair value less costs to sell and its value in use. To determine the value in use, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. Future cash flows used in the determination of value in use are estimated based on expected future production, recoverability of reserves, commodity prices, operating costs, decommissioning and restoration costs, as well as capital costs. Management estimates of future cash flows are subject to risks and uncertainties. It is reasonably possible that changes in estimates could occur which may affect the recoverable amounts of assets, including the Corporation’s investments in mineral properties.

Fair value less costs to sell is determined with reference to discounted estimated future cash flow analysis or on recent transactions involving dispositions of similar properties.

An impairment loss for a cash-generating unit is first allocated to reduce the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is allocated on a pro rata basis to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist or may have decreased. An impairment charge is reversed if the cash-generating unit’s recoverable amount exceeds its carrying amount. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, however only to the extent 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 cash-generating unit) in prior years.

Note 5 – Significant Accounting Policies (continued)

Share-based Compensation

The Corporation grants stock options to directors, officers, employees and consultants of the Corporation pursuant to a stock option plan. The fair value of options granted is recognized as an expense with a corresponding increase in contributed surplus.

Share-based compensation to employees and others providing similar services are measured on the grant date at the fair value of the instruments issued. Fair value is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the actual number of options that are expected to vest. Each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value.

Share-based payments to non-employees are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

Any consideration received upon exercise of options is credited to share capital and the associated amounts originally recorded in contributed surplus are transferred to share capital.

In the event options are forfeited prior to vesting, the amount recognized in prior periods in relation to the option is reversed.

Leases

Leases are classified as finance or operating leases. A lease is classified as a finance lease if it effectively transfers substantially the entire risks and rewards incidental to ownership.

At the commencement of the lease the Corporation recognizes finance leases as an asset acquisition and an assumption of an obligation in the balance sheet at the amounts equal to the lower of the fair value of the leased property, or the present value of the minimum lease payments. The discount rate to be used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine; if not, the incremental borrowing rate is used. The interest element of the lease payment is recognized as finance cost over the lease term to achieve a constant periodic rate of interest on the remaining balance of the liability. Any initial direct costs of the lessee are added to the amount recognized as an asset. The useful life and depreciation method is determined on a consistent basis with the Corporation’s policies for property and equipment. The asset is depreciated over the shorter of the lease term and its useful life.

All other leases are accounted for as operating leases, wherein payments are expensed on a straight-line basis over the term of the lease.

Provisions

Liabilities are recognized when the Corporation has a present legal or constructive obligation arising as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation and a reliable estimate of the obligation can be made.

A provision is a liability of uncertain timing or amount. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using the pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as a finance cost.

Note 5 – Significant Accounting Policies (continued)

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity and other comprehensive income, in which case the tax expense is also recognized directly in equity and other comprehensive income, respectively.

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

Deferred tax assets and liabilities are provided for using the liability method on temporary differences between the tax bases and carrying amounts of assets and liabilities. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the year in which temporary differences are expected to be recovered or settled. Changes to these balances, including changes due to changes to income tax rates, are recognized in profit or loss in the period in which they occur.

Deferred tax assets are recognized to the extent future recovery is probable. Deferred tax assets are reduced to the extent it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Financial instruments

The Corporation has classified its financial assets and liabilities as follows:

Financial statement item	Classification	Measurement
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Land use agreement receivable	Loans and receivables	Amortized cost
Long-term deposits	Loans and receivables	Amortized cost
Restricted cash	Loans and receivables	Amortized cost
Trade and other payables	Other financial liabilities	Amortized cost
Long-term debt	Other financial liabilities	Amortized cost

i. Non-derivative financial assets

The Corporation classifies non-derivative financial assets as financial assets at fair value through profit or loss, loans and receivables, held to maturity investments, or available for sale financial assets as appropriate.

Financial assets at fair value through profit or loss
A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets in this category are measured at fair value, with any changes therein recognized in profit and loss when incurred, along with any attributable transaction costs.

Loans and receivables
Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method.

Note 5 – Significant Accounting Policies (continued)

Financial instruments (continued)

i. Non-derivative financial assets (continued)

Held to maturity
A financial asset that has fixed or determinable payments and fixed maturity, and which the Corporation has the positive intention and ability to hold until maturity. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition held to maturity investments are measured at amortized cost using the effective interest method.

Available for sale
Financial assets classified as available for sale are initially recognized at fair value and subsequently measured at fair value with any changes in fair value recognized in other comprehensive income.

ii. Non-derivative financial liabilities

The Corporation's non-derivative financial liabilities are classified as financial liabilities at fair value through profit or loss or other financial liabilities, based on the purpose for which the liability was incurred.

Other financial liabilities
These financial liabilities are recognized initially at fair value net of any directly attributable transactions costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss are initially and subsequently measured at fair value with changes in fair values recognized in profit or loss.

iii. Impairment of financial assets

At each reporting date, the Corporation assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

Borrowing Costs

Borrowing costs are capitalized when such costs are directly attributable to the acquisition, construction or production of a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to prepare for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

New standards not yet adopted

i. Financial instruments classification and measurement

In October 2010, the IASB issued IFRS 9 "Financial Instruments" ("IFRS 9") which proposes to replace IAS 39 "Financial Instruments: recognition and measurement". The replacement standard has the following significant components: establishes two primary measurement categories for financial assets-amortized cost and fair value; establishes criteria for classification of financial assets within the measurement category based on business model and cash flow characteristics; and eliminates existing held to maturity, available-for-sale, and loans and receivable categories.

Note 5 – Significant Accounting Policies (continued)

New standards not yet adopted (continued)

i. **Financial instruments classification and measurement** (continued)

In November 2013, the IASB issued an amendment to IFRS 9 which includes a new hedge model that aligns accounting more closely with risk management, as well as enhancements to the disclosures about hedge accounting and risk management. Additionally as the impairment guidance in IFRS 9, as well as certain limited amendments to the classification and measurement requirements of IFRS 9 are not yet complete, the previously mandated effective date of IFRS 9 of January 1, 2015, has been removed. Entities may apply IFRS 9 before the IASB completes the amendments, but are not required to. The Corporation will evaluate the impact of the change to its financial statements based on the characteristics of its financial instruments at the time of adoption.

ii. **Levies**

IAS 37 “Provisions for contingent liabilities and contingent assets” is effective for annual periods beginning on or after January 1, 2014. IAS sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event. The interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. Management is assessing the impact of adopting the standard and its impact on the Corporation’s financial statements.

Note 6 – Inventory

Inventory consists of the following:

	August 31, 2014	November 30, 2013
Stockpiled crushed gravel	$ 7,424,447	$ 5,296,985
Stockpiled sand	2,535,315	2,158,059
	$ 9,959,762	$ 7,455,044

Inventory with a production cost of $3,675,015 was sold during the nine months ended August 31, 2014 (2013- $4,318,504) and forms part of aggregate operating expenses.

Note 7 – Long-Term Deposits

	August 31, 2014	November 30, 2013
Security deposits on gravel leases	$ 611,560	$ 324,900
Security deposits on miscellaneous leases	51,570	30,000
Deposits on lease obligations	125,629	125,629
	$ 788,759	$ 480,529

Note 8 – Restricted Cash

August 31, 2014	November 30, 2013
$ 344,155	$ 336,317

Under its long-term land use agreement with a camp provider (Note 10) the Corporation has received and has placed funds on deposit totalling $294,155 to be first applied toward any costs for reclamation of the Poplar Creek site. The Corporation has placed funds on deposit totalling $50,000 to be applied toward reclamation of the House River pit.

Note 9 – Property and Equipment

	Crushing Spread	Equipment	Onsite buildings and fences	Office Complex	Scales and scale houses	Total
Cost at:	**$**	**$**	**$**	**$**	**$**	**$**
November 30, 2012	3,676,482	5,279,450	545,126	173,867	555,926	10,230,851
additions	1,767	2,525,892	46,065		99,993	2,673,717
disposals	-	(401,962)	-	-	-	(401,962)
write-offs	-	(14,515)	-	-	-	(14,515)
November 30, 2013	3,678,249	7,388,865	591,191	173,867	655,919	12,488,091
additions	-	312,341	471,560	-	176,296	960,197
disposals	-	-	-	-	-	-
write-offs	-	-	-	-	-	-
August 31, 2014	3,678,249	7,701,206	1,062,751	173,867	832,215	13,448,288
Accumulated Depreciation at:						
November 30, 2012	40,850	816,467	53,066	23,966	128,412	1,062,761
additions	393,786	1,137,712	58,710	11,591	63,670	1,665,469
disposals	-	-	-	-	-	-
write-offs	-	(2,096)	(2,862)	-	-	(4,958)
November 30, 2013	434,636	1,952,083	108,914	35,557	192,082	2,723,272
additions	156,131	891,766	71,190	8,693	60,020	1,187,800
write-offs	-	-	-	-	-	-
August 31, 2014	590,767	2,843,849	180,104	44,250	252,102	3,911,072
Carrying value at:						
November 30, 2013	3,243,613	5,436,782	482,277	138,310	463,837	9,764,819
August 31, 2014	3,087,482	4,857,357	882,647	129,617	580,113	9,537,216
Carrying value of leased assets included above:						
November 30, 2013	3,243,613	2,825,577	276,580	-	60,114	6,405,884
August 31, 2014	3,087,483	2,440,590	252,836	-	54,851	5,835,760
Depreciation expense for the following periods:						**Total**
						$
Period ending August 31, 2014						1,187,800
Period ending August 31, 2013						1,137,460

During the year ended November 30, 2012 the Corporation participated in a lease buy back transaction (Note 17).

Note 10 – Land Use Agreement Receivable

		August 31, 2014		November 30, 2013
Land use agreement receivable	$	304,781	$	439,782
Less current portion of land use agreement receivable		264,386		185,941
Long-term land use agreement receivable	$	40,395	$	253,841

The Corporation has recognized a land use agreement receivable in connection with a long-term land use agreement with a work camp provider, whereby the Corporation transferred a 76 acre parcel of developed land out of the depleted portion of the Corporation's miscellaneous lease at Poplar Creek to the work camp provider, transferring 42 acres during fiscal 2011 and a further 34 acres during 2014. During fiscal 2011, the work camp provider constructed a lodge on the lease that can accommodate approximately 500 workers, primarily employed in the oil sands industry. Pursuant to the land use agreement, the work camp provider pays monthly fees and daily accommodation fees to the Corporation. The work camp provider will also contribute toward the estimated cost of decommissioning and restoration, in aggregate not to exceed the non-refundable amount of $300,000, which the Corporation will maintain in a restricted cash account to be first applied toward any costs for decommissioning and restoration of the Poplar Creek site. The land use agreement commenced on March 1, 2011 and expires on October 19, 2015. The agreement will automatically renew for an equivalent term period, under the same terms and conditions, subject to amendments agreed to in writing by both parties, unless otherwise terminated earlier by written mutual agreement by both parties.

In determining the land use agreement receivable carrying value and the gain on land use agreement, an estimate of total future receipts under the land use agreement is required. The total estimated proceeds receivable by the Corporation under the agreement include both a fixed monthly component and estimated proceeds for daily work camp accommodation.

During June 2012, the work camp provider began operating a second lodge with occupancy for 600 workers that it had constructed on the 42 acre parcel of developed land the Corporation had transferred during fiscal 2011. The second lodge is also governed pursuant to the land agreement entered in 2011 between the Corporation and the work camp provider. The Corporation will not receive an increased fixed monthly fee; however, the Corporation will receive proceeds for actual daily accommodation at the second lodge at the same daily rate received at the first lodge. The work camp provider's contribution toward the estimated cost of decommissioning and restoration is unaffected by the addition of the second lodge, remaining not to exceed $300,000 in aggregate. During May 2013, the work camp provider dismantled and removed the 500 worker lodge, leaving only the 600 worker lodge in operation after that time.

At August 31, 2014 management valued the portion of the land use agreement receivable attributable to the first lodge at $64,797. The valuation was determined with reference to the monthly fees that are payable by the work camp provider, through October 19, 2015. Total future cash flow from estimated future receipts was then discounted at a rate of 3.10%. The actual monthly fees from the first lodge were $45,000 during the nine months ended August 31, 2014.

At August 31, 2014 management valued the portion of the land use agreement receivable attributable to the second lodge at $239,984. The valuation was determined with reference to the monthly average accommodation rate experienced since inception at the second lodge, covering the period June 2012 through January 31, 2014. Since February 1, 2014 the work camp provider has essentially closed the lodge due to recent low occupancy at the lodge. Management has estimated the lodge will reopen during December 2014. The future accommodation rate is projected to remain constant through October 19, 2015 at the monthly historic average experienced up to January 31, 2014, prior to its expected temporary closure. Total future cash flow in the amount of $251,263 from estimated receipts for daily occupancy at the second lodge was discounted at a rate of 3.10%.The actual accommodation receipts from the second lodge were $31,352 during the nine months ended August 31, 2014.

Note 10 – Land Use Agreement Receivable (continued)

Components of Loss on Land Use Agreement	Nine Months Ended August 31, 2014	2013
Lodge 1: Revaluation of estimated future discounted receipts	$ -	$ (407,181)
Lodge 2: Revaluation of estimated future discounted receipts	(58,649)	47,358
(Increased) decreased future reclamation costs attributable to land use agreement (note 12)	(56,171)	20,176
	$ (114,820)	$ (339,647)

The land use agreement receivable combined current and long-term carrying value of $304,781 at August 31, 2014 is the estimated future discounted receipts subsequent to August 31, 2014.

The average daily work camp occupancy rate used in the determination of total future proceeds is an estimate; therefore actual future proceeds under the land use agreement could vary significantly. Future changes in land use agreement receivable, if any, could have a material impact and would be reflected prospectively, as a change in accounting estimate.

Note 11 – Resource Properties

	August 31, 2014	November 30, 2013
Land	$ 157,100	$ 157,100
Mineral permits	25,625	39,375
Mineral leases	72,578	33,443
Decommissioning and restoration costs	349,121	327,622
Exploration costs	4,123,660	3,253,368
Production costs	1,937,921	1,798,271
Miscellaneous lease costs	250,973	211,982
	$ 6,916,978	$ 5,821,161

The land is located near Peace River, Alberta and was purchased as a potential gravel resource property.

The Corporation has seven mineral leases (expiring May 11, 2026) covering 12,800 hectares containing silica sand in the Regional Municipality of Wood Buffalo, Alberta, referred to by the Corporation as the Firebag property, a portion of which the Corporation may develop for the production of frac sand. The Corporation has two mineral leases (expiring June 24, 2028) covering 2,432 hectares containing silica sand in the Regional Municipality of Wood Buffalo, Alberta, referred to by the Corporation as the Birch Mountain property, a portion of which the Corporation may develop for the production of frac sand. The Corporation has four mineral leases (expiring May 11, 2026) covering 5,835.5 hectares containing salt near Boyle, Alberta, referred to by the Corporation as the Boyle property, which the Corporation may develop for the production of salt. The Corporation has one mineral lease (expiring September 23, 2028) covering 256 hectares containing salt in the Regional Municipality of Wood Buffalo, Alberta, referred to by the Corporation as the Dover property which the Corporation may develop for the production of salt. The Corporation has one mineral lease (expiring October 17, 2028) covering 256 hectares containing conglomerate near Hinton, Alberta which the Corporation may develop for the production of conglomerate. Annual lease rental of $3.50 per hectare is required as payment to maintain a mineral lease in good standing.

During the year ended November 30, 2011 the Corporation recognized an obligation for future decommissioning and restoration costs on its Kearl pit. A determination of the fair value of the Kearl pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August

Note 11 – Resource Properties (continued)

31, 2014 of approximately $166,200 which is expected to be expended at the termination of the surface materials lease in 2021. These estimated future cash flows have been discounted at a risk-free rate of 1.63%, resulting in a present value of $150,113, and included in decommissioning and restoration costs (net of $27,663 accumulated depreciation).

During the year ended November 30, 2012 the Corporation recognized an obligation for future decommissioning and restoration costs on its House River pit. A determination of the fair value of the House River pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August 31, 2014 of approximately $115,899 which is expected to be expended at the termination of the surface materials lease in 2021. These estimated future cash flows have been discounted at a risk-free rate of 1.64%, resulting in a present value of $103,502 and included in decommissioning and restoration costs (net of $46,778 accumulated depreciation).

During the year ended November 30, 2012 the Corporation recognized an obligation for future decommissioning and restoration costs on its Logan pit. A determination of the fair value of the Logan pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August 31, 2014 of approximately $172,349 which is expected to be expended at the termination of the surface materials lease in 2020. These estimated future cash flows have been discounted at a risk-free rate of 1.63%, resulting in a present value of $155,666 and included in decommissioning and restoration costs (net of $48,795 accumulated depreciation).

During the year ended November 30, 2013 the Corporation entered into an agreement for aggregate mining on 37 acres adjacent to the corporate-owned Logan pit, on property the Corporation refers to as the Logan East pit. Per the terms of the agreement, the Corporation receives all revenues and funds all costs associated with the setup, operations and reclamation of this pit. During the year ended November 30, 2013 the Corporation recognized an obligation for future decommissioning and restoration costs at the Logan East pit. A determination of the fair value of the Logan East pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August 31, 2014 of approximately $16,900 which is expected to be expended at the termination of the surface materials lease in 2022. These estimated future cash flows have been discounted at a risk-free rate of 1.79%, resulting in a present value of $14,586 and included in decommissioning and restoration costs.

During the year ended November 30, 2013 the Corporation recognized an obligation for future decommissioning and restoration costs on its Conklin, Alberta Stockpile Miscellaneous Lease (MLL). A determination of the fair value of the Conklin Stockpile liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August 31, 2014 of approximately $45,582 which is expected to be expended at the termination of the surface materials lease in 2020. These estimated future cash flows have been discounted at a risk-free rate of 1.79%, resulting in a present value of $39,342 and included in decommissioning and restoration costs (net of $1,316 accumulated depreciation).

During the nine months ended August 31, 2014 the Corporation entered into an agreement for aggregate mining on 56 acres on property the Corporation refers to as the Cowper pit. Per the terms of the agreement, the Corporation receives all revenues and funds all costs associated with the setup, operations and reclamation of this pit. During the nine months ended August 31, 2014 the Corporation recognized an obligation for future decommissioning and restoration costs at the Cowper pit. A determination of the fair value of the Cowper pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August 31, 2014 of approximately $52,820, and during the period expended $29,107 in reclamation activities. The remaining $25,713 is expected to be expended during the year ended November 30, 2015. These estimated future cash flows have been discounted at a risk-free rate of 1.08%, resulting in a present value of $25,369 and included in decommissioning and restoration costs (net of $54,127 accumulated depreciation).

During the nine months ended August 31, 2014 the Corporation entered into an agreement for aggregate mining on 70 acres on property the Corporation refers to as the Km248 pit. Per the terms of the agreement, the Corporation receives all revenues and funds all costs associated with the setup, operations

Note 11 – Resource Properties (continued)

and reclamation of this pit. During the nine months ended August 31, 2014 the Corporation recognized an obligation for future decommissioning and restoration costs at the Km248 pit. A determination of the fair value of the Km248 pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to August 31, 2014 of approximately $61,070 which is expected to be expended during the year ended November 30, 2015. These estimated future cash flows have been discounted at a risk-free rate of 1.37%, resulting in a present value of $57,608 and included in decommissioning and restoration costs (net of $20,208 accumulated depreciation).

The mineral permits are located largely in the areas of Fort McMurray and Hinton, Alberta. They have a term of 14 years covering seven assessment periods of two years each. The spending commitment to retain the existing permits is $5 per hectare for the first two year period, $10 per hectare for the second two year period, $10 per hectare for the third two year period, $15 per hectare for the fourth two year period, $15 per hectare for the fifth two year period, $15 per hectare for the sixth two year period and $15 per hectare for the seventh two year period.

The following provides the land area covered by the Corporation's mineral permits:

	August 31, 2014 (hectares)	**November 30, 2013** (hectares)
Balance at the beginning of the period	488,952	439,331
Mineral permits acquired during the period	35,056	125,934
Minerals permits relinquished during the period	(210,970)	(76,313)
Balance at end of the period	313,038	488,952

Subsequent to August 31, 2014, the Corporation relinquished mineral permits totalling 4,096 hectares and acquired no additional permits.

The exploration, development and production costs reflected on the following resource properties schedule were incurred primarily in the Fort McMurray area of Northern Alberta.

During nine months ended August 31, 2014 a total of $261,131 (2013- $nil) had been written off pertaining to abandoned projects that had been previously capitalized. Management re-evaluated the future economic potential of these projects and determined that further financial investment would be unjustified. Consequently those projects were abandoned and their costs written off as a charge against current income.

A description of each resource property reported in the following chart is provided:

<u>Logan pit</u>
Logan is an 80.37-acre corporate owned pit located approximately 160 kilometers south of Fort McMurray. National Instrument 43-101 Resource Calculations for the Logan aggregate deposit includes 1,357,000 tonnes of “indicated” gravel and a further 662,000 tonnes of “inferred” gravel. The surface material lease on this property expires in 2020.

<u>Kearl pit</u>
Kearl is a 79.99-acre corporate owned pit located approximately 60 kilometers east of the Susan Lake gravel pit, near Fort McMurray. National Instrument 43-101 Resource Calculations for the Kearl aggregate deposit includes 3,770,330 tonnes and 7,636,390 tonnes of “indicated” gravel and sand respectively, and a further 434,000 tonnes of “inferred” gravel. The surface material lease on this property expires in 2021.

Note 11 – Resource Properties (continued)

House River pit
House River is a 79.98-acre corporate owned pit located approximately 11 kilometers east of highway 63on the House River, near Fort McMurray. National Instrument 43-101 Resource Calculations for House River Hill pit has not been performed. Surface material lease approval on this mixed sand and gravel pit was received in 201 and expires in 2021. The pit was placed into operation during fiscal 2012.

Pelican Hill pit
Pelican Hill is a 79.7-acre corporate owned pit located approximately 70 kilometers southeast of the Hamlet of Wabasca, near Fort McMurray. A National Instrument 43-101 Resource Calculations for Pelican Hill pit has not been performed. The Corporation received surface material lease approval on this mixed sand and gravel pit in June, 2011, which expires in 2021.

Cowper pit
Cowper is a 56.34-acre pit, operated by the Corporation under an agreement with the third party, located adjacent to Cowper Lake, near Fort McMurray. During the nine months ended August 31, 2014 the pit was placed into operation and was depleted. The surface material lease on this property expires in 2021.

Km248 pit
Km248 is a 69.69-acre pit, operated by the Corporation under an agreement with the third party, located near Quigley, Alberta near Fort McMurray. National Instrument 43-101 Resource Calculations for Km248 Hill pit has not been performed. Surface material lease approval on this mixed sand and gravel pit was received in May 2014 and expires in 2024. The pit was placed into operation during the nine months ended August 31, 2014.

Boyle Project
The Corporation holds four mineral leases covering 5,835.5 hectares containing salt in the northeast area of Boyle, Alberta which the Corporation is considering for the development of salt. The Corporation maintains a 100% interest in these mineral leases.

Firebag Project
The Corporation holds seven mineral leases covering 12,800 hectares and mineral permits covering 21,472 hectares in the Regional Municipality of Wood Buffalo, Alberta. The leases and permitted lands contain silica sand. The Corporation is in discussions with the provincial government in order to obtain approvals for the development of a portion of this property for the production of frac sand. The Corporation maintains a 100% interest in these mineral leases.

Birch Mountain
The Corporation holds two mineral leases covering 2,432 hectares and mineral permits on 16,000 hectares in the Regional Municipality of Wood Buffalo, Alberta in the Birch Mountain area approximately 150 kilometers north of Fort McMurray on which it has identified a deposit of silica sand.

Dover Project
The Corporation holds one mineral lease covering 256 hectares and mineral permits on 31,616 hectares in the Regional Municipality of Wood Buffalo, Alberta in the Birch Mountain area approximately 150 kilometers north of Fort McMurray. On the property is a salt formation which the Corporation has identified and evaluated. Management feels the property may be usable for housing industrial waste products or for storage of petroleum products, and is assessing its strategic options for this project.

Richardson Project
The Corporation holds mineral permits covering 54,790 hectares in the Regional Municipality of Wood Buffalo, Alberta approximately 150 kilometers north of Fort McMurray on which it has identified a deposit of granite and dolomite.

Note 11 – Resource Properties (continued)

Hinton Project

The Corporation holds one mineral lease covering 256 hectares and mineral permits on 9,128 hectares near Hinton, Alberta on which it has identified a deposit of conglomerate.

All Other Projects

This project category consists of approximately 15 individual projects which have not yet reached the stage where they have been separately broken out. The related properties are located in the Fort McMurray area, and principally pertain to the exploration of gravel, limestone, granite, lithium and other minerals.

ATHABASCA MINERALS INC.

Notes to Condensed Interim Financial Statements
For the nine months ended August 31, 2014 and August 31, 2013

Note 11 – Resource Properties (continued)

Exploration and Production Costs August 31, 2014

Exploration Costs	**Logan Pit**	**Kearl Pit**	**House River Pit**	**Cowper Pit**	**KM248 Pit**	**Pelican Hill Pit**	**Boyle Project**	**Firebag Project**	**Hinton Project**	**Richardson Project**	**Birch Mountain**	**Dover Project**	**All Other Projects**	**Total**
Balance at November 30, 2013	$ -	-	-	-	-	72,636	95,173	522,675	52,253	425,937	442,191	1,008,750	633,753	$ 3,253,368
Nine months ended August 31, 2014 activity														
Consulting fees	-	-	-	3,219	32,673	-	-	49,922	1,485	440	-	-	50,000	137,739
Testing and drilling	-	-	-	-	-	-	-	44,336	-	445,072	-	-	61,757	551,165
Equipment and aircraft rental	-	-	-	8,850	29,172	-	-	-	-	32,726	-	-	900	71,648
Land leases	-	-	-	-	-	-	10,128	22,216	447	-	3,156	447	-	36,394
Salaries and employee benefits	-	-	-	19,113	327	891	-	23,781	1,618	43,333	-	108	32,198	121,369
Travel	-	-	-	10,419	1,130	-	-	3,296	-	6,036	-	-	4,931	25,812
Other	-	-	-	232,912	144,048	31,966	212	70,162	4	70,478	-	-	119,377	669,159
Abandoned projects	-	-	-	-	-	-	-	-	-	-	-	-	(261,131)	(261,131)
Total	-	-	-	274,513	207,350	32,857	10,340	213,713	3,554	598,085	3,156	555	8,032	1,352,155
Transferred to Production Costs	-	-	-	(274,513)	(207,350)	-	-	-	-	-	-	-	-	(481,863)
Cumulative Exploration Costs- August 31, 2014	**-**	**-**	**-**	**-**	**-**	**105,493**	**105,513**	**736,388**	**55,807**	**1,024,022**	**445,347**	**1,009,305**	**641,785**	**4,123,660**
Production Costs														
Balance at November 30, 2013	$ 534,991	1,123,604	139,676	-	-	-	-	-	-	-	-	-	-	$ 1,798,271
Transferred from Exploration costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nine months ended August 31, 2014 activity	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible costs-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Clearing and stripping	-	-	-	121,688	45,803	-	-	-	-	-	-	-	-	167,491
Survey	-	-	-	-	5,477	-	-	-	-	-	-	-	-	5,477
Salaries and employee benefits	49	-	21,036	20,072	327	-	-	-	-	-	-	-	-	41,484
Other	25	525	1,307	132,753	155,743	-	-	-	-	-	-	-	-	290,353
	535,065	1,124,129	162,019	274,513	207,350	-	-	-	-	-	-	-	-	2,303,076
Current Year Depletion	-	(17,906)	-	(274,513)	(72,736)	-	-	-	-	-	-	-	-	(365,155)
Cumulative Production Costs- August 31, 2014	**535,065**	**1,106,223**	**162,019**	**-**	**134,614**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,937,921**
Total Exploration and Production Costs- August 31, 2014	**$ 535,065**	**$ 1,106,223**	**$ 162,019**	**$ -**	**$134,614**	**$105,493**	**$ 105,513**	**$736,388**	**$ 55,807**	**$ 1,024,022**	**$445,347**	**$ 1,009,305**	**$ 641,785**	**$ 6,061,581**

Exploration Costs	**Logan Pit**	**Kearl Pit**	**House River Pit**	**Cowper Pit**	**KM248 Pit**	**Pelican Hill Pit**	**Boyle Project**	**Firebag Project**	**Hinton Project**	**Richardson Project**	**Birch Mountain**	**Dover Project**	**All Other Projects**	**Total**
Balance at November 30, 2012	$ -	-	-	-		70,838	72,758	416,197	25,540	72,330	431,993	1,006,319	1,055,715	$ 3,151,690
Nine months ended August 31, 2013 activity	-													
Consulting fees	-	-	-	-	-	-	-	16,480	25,200	85,710	3,520	275	49,826	181,011
Testing and drilling	-	-	-	-	-	-	-	4,645	-	174,032	-	-	20,763	199,440
Equipment and aircraft rental	-	-	-	-	-	-	-	-	-	1,725	-	-	(5,867)	(4,142)
Land leases	-	-	-	-	-		16,619	36,454	-	-	-	-	-	53,073
Salaries and employee benefits	-	-	-	-	-	225	497	10,460	1,349	11,593	72	309	23,018	47,523
Travel	-	-	-	-	-	-	-	1,723	-	37,851	-	-	8,669	48,243
Other	-	-	-	-	-	-	-	1,003	56	18,483	-	-	48,935	68,477
Abandoned projects	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	225	17,116	70,765	26,605	329,394	3,592	584	145,344	593,625
Transferred to Development Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cumulative Exploration Costs- August 31, 2013	**$ -**	**-**	**-**	**-**	**-**	**71,063**	**89,874**	**486,962**	**52,145**	**401,724**	**435,585**	**1,006,903**	**1,201,059**	**$ 3,745,315**
Production Costs														
Balance at November 30, 2012	$ 612,976	1,247,794	78,435	-	-	-	-	-	-	-	-	-	-	$ 1,939,205
Nine months ended August 31, 2013 activity														
Tangible costs- Road building	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible costs-														
Testing and drilling	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Clearing and stripping	39,450	-	-	-	-	-	-	-	-	-	-	-	-	39,450
Salaries and employee benefits	12,984	74	6,518	-	-	-	-	-	-	-	-	-	-	19,576
Other	316	1,320	5,955	-	-	-	-	-	-	-	-	-	-	7,591
	665,726	1,249,188	90,908	-	-	-	-	-	-	-	-	-	-	2,005,822
Current Year Depletion	(140,456)	(31,740)	-	-	-	-	-	-	-	-	-	-	-	(172,196)
Cumulative Production Costs- August 31, 2013	**525,270**	**1,217,448**	**90,908**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,833,626**
Total Exploration and Production Costs- August 31, 2013	**$ 525,270**	**$ 1,217,448**	**$ 90,908**	**$ -**	**$ -**	**$ 71,063**	**$ 89,874**	**$486,962**	**$ 52,145**	**$ 401,724**	**$435,585**	**$ 1,006,903**	**$1,201,059**	**$ 5,578,941**

Production Costs	**Logan Pit**	**Kearl Pit**	**House River Pit**	**Cowper Pit**	**KM248 Pit**	**Pelican Hill Pit**	**Boyle Project**	**Firebag Project**	**Hinton Project**	**Richardson Project**	**Birch Mountain**	**Dover Project**	**All Other Projects**	**Total**
Cost at:														
August 31, 2014	$ 717,523	$ 1,285,194	$ 184,317	$ 274,513	$207,350	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 2,668,897
November 30, 2013	$ 717,449	$ 1,284,668	$ 161,975	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 2,164,092
Accumulated Depletion at:														
August 31, 2014	$ 182,458	$ 178,971	$ 22,299	$ 274,513	$ 72,736	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 730,977
November 30, 2013	$ 182,458	$ 161,064	$ 22,299	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 365,821

Note 12 – Intangible Assets

	Susan Lake Management Contract	Poplar Creek Management Contract	Poplar Creek Decommissioning and Restoration Costs	Total
Cost at:	$	$	$	$
November 30, 2012	7,800,000	105,000	364,604	8,269,604
additions (reductions)	-	-	(219,665)	(219,665)
November 30, 2013	7,800,000	105,000	144,939	8,049,939
additions (reductions)	-	-	20,692	20,692
August 31, 2014	7,800,000	105,000	165,631	8,070,631
Accumulated Amortization at:				
November 30, 2012	3,490,741	105,000	364,604	3,960,345
amortization for the period	866,667	-	-	866,667
additions (reductions)	-	-	(219,665)	(219,665)
November 30, 2013	4,357,408	105,000	144,939	4,607,347
amortization for the period	650,000	-	-	650,000
additions (reductions)	-	-	20,692	20,692
August 31, 2014	5,007,408	105,000	165,631	5,278,039
Carrying value at:				
November 30, 2013	3,442,592	-	-	3,442,592
August 31, 2014	2,792,592	-	-	2,792,592

Intangible assets consist of two management contracts with the Province of Alberta relating to the management of aggregate pits at Poplar Creek, Alberta and Susan Lake, Alberta. The Susan Lake management contract is amortized on a straight-line basis over the life of the contract. As at August 31, 2014 the remaining term of the contract is 39 months. The Poplar Creek pit has been depleted and accordingly its management contract and decommissioning and restoration costs carrying values were written off at November 30, 2011.

During the nine months ended August 31, 2014, the estimate for future decommissioning and restoration costs for the Poplar Creek pit increased by $20,692. Of the increase, $56,172 was an increase attributable to the 76 acres related to the land use agreement (Note 10), and $35,480 was a decrease attributable to the 90 acre laydown storage yard. $56,171 was recorded as an increase in the loss on the land use agreement, and $35,480 was credited to intangible assets and subsequently impaired and included in the recovery of write down of intangible assets. During the nine months ended August 31, 2014, the area acreage attributed to the land use agreement increased from 42 acres to 76 acres, and the laydown storage yard area decreased from 124 acres to 90 acres. During the nine months ended August 31, 2014 the miscellaneous lease covering the 90 acre area was renewed for a further period expiring December 31, 2016, and approved for the purpose of commercial development, with potential intended uses to include a corporate office facility, a weigh scale of imported aggregate stockpiles, staff accommodations, refuel depot and wash pond.

During the nine months ended August 31, 2013, the estimate for future decommissioning and restoration costs for the Poplar Creek pit decreased by $58,858. Of the decrease, $20,176 was a decrease attributable to the 42 acres related to the land use agreement (Note 10), and $38,682 was a decrease attributable to the

Note 12 – Intangible Assets (continued)

124 acre laydown storage yard. $20,176 was recorded as a reduction in the loss on the land use agreement, and $38,682 was credited to intangible assets and subsequently impaired and included in the recovery of write down of intangible assets.

The terms of the contracts give the Province of Alberta the right to terminate the contracts without cause upon three months written notice. The contracts provide that the Province of Alberta may at any time during the term of the agreement require the Corporation to operate the tender location in cooperation with oil sand lease development. The Province of Alberta also has the right to withdraw any portion of the lands from the contracts and those lands withdrawn shall cease to be the responsibility of the Corporation with respect to decommissioning and restoration. See Subsequent Event (Note 26).

Note 13- Goodwill

The goodwill arose as a result of the acquisition of Aggregates Management Inc. that closed on November 20, 2008. The acquired company held the management contracts to operate on behalf of the Province of Alberta, two aggregate pits in the Fort McMurray area of Alberta. No events have occurred or circumstances changed that would suggest impairment exists at August 31, 2014.

The Susan Lake pit cash generating unit (“CGU”) represents virtually all of the revenues and cash inflows of the acquired company, with the result that all goodwill is allocated to the Susan Lake pit CGU for the purposes of impairment testing.

The recoverable amount of a CGU is determined based on the higher of value in use calculations or fair value less cost to sell. The Corporation’s value in use calculations use after-tax cash flow projections expected to be generated by the CGU based on the actual results of operations from the preceding fiscal year. The cash flows were done over the duration equal to the remaining life of the Susan Lake management contract (four years at November 30, 2013. No growth rate was applied to the projections and a discount rate of 9% had been used based on the Corporation’s after-tax weighted cost of capital.

Note 14 – Long-Term Debt

	August 31, 2014	**November 30, 2013**
Bank loan, repayable in monthly instalments of $83,333 plus interest at the bank's prime lending rate plus 1.75%, due June 8, 2016	$1,833,333	$ 2,583,333
Deferred long-term debt transaction costs amortized over life of term debt	(18,047)	(25,781)
	1,815,286	2,557,552
Principal due within one year	1,000,000	1,000,000
	$ 815,286	$ 1,557,552

The principal repayment requirements for the subsequent three years are as follows:

September 1, 2014 – August 31, 2015	$1,000,000
September 1, 2015 – August 31, 2016	833,333
	$1,833,333

The term debt was previously subject to an annual cash sweep of 20% free cash flow or a minimum of $350,000, whichever is larger, if the Corporation’s annual funded debt to EBITDA ratio is equal to or greater than 2.0 to 1.0. The cash sweep covenant was waived once the outstanding term debt reduced to $2,500,000. At August 31, 2014 the outstanding term debt was less than $2,500,000 and therefore the annual cash sweep provision no longer applies.

Note 14 – Long-Term Debt (continued)

Security was provided for the long-term debt, the lease obligation (Note 15), the demand revolving operating loan, and additional credit facilities as follows:

- general security agreement creating a first priority security interest in all present and after acquired personal property of the Corporation and a floating charge over all the Corporation's present and after acquired real property;
- collateral land mortgage over half of a section of land located near Peace River, Alberta (Note 11);
- assignment of risk insurance;
- environmental agreement and indemnity;
- security agreement over cash, credit balances and deposit instruments; and
- current account overdraft agreement in support of line of credit.

The Corporation has access to a $3,000,000 demand operating loan with a sub-limit of $2,000,000 available for letters of commercial credit. The operating loan bears interest at the bank's prime lending rate plus 1%. No balance was outstanding on the operating loan as at August 31, 2014; however, $675,880 of the operating loan is committed, although not funded, in order to secure letters of credit totalling $1,351,760 as described below, which bear a different rate of interest.

Availability of operating loan borrowing is subject to margin requirements, and is determined based upon acceptable accounts receivable and inventory.

The Corporation has a letter of commercial credit for $603,000 to the benefit of the Government of Alberta for decommissioning and restoration at the Susan Lake pit. A cost of 2.50% per annum is charged for the letter of commercial credit.

The Corporation has a letter of commercial credit for $248,760 to the benefit of the Government of Alberta for decommissioning and restoration in relation to a miscellaneous lease for a storage yard located at the Poplar Creek site. A cost of 2.50% per annum is charged for the letter of commercial credit.

The Corporation has a letter of commercial credit for $500,000 to the benefit of the Government of Alberta for decommissioning and restoration at the Poplar Creek pit. A cost of 2.50% per annum is charged for the letter of commercial credit.

The Corporation has access to an $8,000,000 leasing facility to finance the acquisition of equipment, of which it has utilized $6,803,876. See Lease Obligation (Note 15).

The Corporation has access to a corporate credit card facility, up to a maximum of $100,000.

As at August 31, 2014 the Corporation is in compliance with the lender's covenants (see Notes 23 c) and 24).

Note 15 – Lease Obligation

	August 31, 2014	November 30, 2013
Lease, repayable in monthly instalments of $38,817 including interest at 4.124%, due June 30, 2017	$ 1,209,109	$1,515,767
Lease, repayable in monthly instalments of $65,253 including interest at 4.250%, due August 31, 2017	2,201,937	2,709,984
Lease, repayable in monthly instalments of $6,627 including interest at 4.250%, due August 31, 2017	223,711	275,306
Lease, repayable in monthly instalments of $7,452 including interest at 4.614%, due September 21, 2018	339,914	386,814
Lease, repayable in monthly instalments of $7,481 including interest at 4.593%, due October 12, 2018	332,301	394,482
	4,306,972	5,282,353
Principal due within one year	1,349,736	1,307,465
	$2,957,236	$3,974,888

Future minimum lease payments for the subsequent five years are as follows:

September 1, 2013 – August 31, 2014	$	1,507,544
September 1, 2014 – August 31, 2015		1,507,544
September 1, 2015 – August 31, 2016		1,391,192
September 1, 2016 – August 31, 2017		179,389
September 1, 2017 – October 21, 2018		22,613
		4,608,282
Less interest included in payments		157,808
Years 2 - 5		143,502
		301,310
Lease loan principal outstanding	$	4,306,972

Security is provided for the lease obligation. See Long-Term Debt (Note 14).

Note 16 – Decommissioning and Restoration Provision

		Nine months ended August 31, 2014		Year ended November 30, 2013
Balance at beginning of period	$	707,894	$	1,098,041
Change in interest rate		23,071		(26,379)
Accretion		10,479		17,405
Change in estimate		(16,676)		(441,783)
Cowper pit addition during period		55,758		-
Km248 per pit addition during period		57,608		-
Reclamation funded during period		(29,107)		-
Conklin stockpile miscellaneous lease addition during period		-		43,436
Logan pit addition during period		-		17,174
Balance at end of period	$	809,027	$	707,894

Note 16 – Decommissioning and Restoration Provision (continued)

A determination of the fair value of the Poplar Creek provision assumes undiscounted estimated future cash flows needed to settle the liability as at August 31, 2014 of approximately $218,774. Within the Poplar Creek pit, this pertains to both the depleted 76 acre parcel of land transferred under a long-term land use agreement with a work camp provider (Note 10), and the depleted 90 acres miscellaneous lease that was approved for various commercial purposes during fiscal 2014 and which expires December 31, 2016. The decommissioning and restoration costs are expected to be expended following the expiry of the miscellaneous lease term, with decommissioning and restoration expected to be completed during 2017. These estimated future cash flows have been discounted at a risk-free rate of 1.07% on the 76 acre parcel of land transferred under a long-term land use agreement, and 1.07% on the depleted 90 acres within the Poplar Creek pit. The Corporation has provided a $500,000 letter of credit to the benefit of the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Poplar Creek management agreement and related surface material lease (Note 12). These estimated future cash flows include an assumed inflation rate of 3%.

During the year ended November 30, 2011 the Corporation recognized a decommissioning and restoration provision on its Kearl pit. A determination of the fair value of the Kearl pit provision assumes undiscounted estimated future cash flows needed to settle the liability as at August 31, 2014 of approximately $166,200 which is expected to be expended at the termination of the surface materials lease in 2021.

These estimated future cash flows have been discounted at a risk-free rate of 1.63%. The Corporation has provided a $79,990 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Kearl pit surface materials lease. These estimated future cash flows include an assumed inflation rate of 3%. The estimated future decommissioning and restoration cost associated with the Kearl pit was increased by $8,361 during the nine months ended August 31, 2014 with the increase added to the related asset.

During the year ended November 30, 2012 the Corporation recognized a decommissioning and restoration provision on its House River pit. A determination of the fair value of the House River pit provision assumes undiscounted estimated future cash flows needed to settle the provision as at August 31, 2014 of approximately $115,899 which is expected to be expended at the termination of the surface materials lease in 2021. These estimated future cash flows have been discounted at a risk-free rate of 1.64%. The Corporation has provided a $79,980 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the House River pit surface materials lease. These estimated future cash flows include an assumed inflation rate of 3%. The estimated future decommissioning and restoration cost associated with the House River pit was increased by $9,168 during the nine months ended August 31, 2014 with the increase added to the related asset.

During the year ended November 30, 2012 the Corporation recognized a decommissioning and restoration provision on its Logan pit. A determination of the fair value of the Logan pit provision assumes undiscounted estimated future cash flows needed to settle the provision as at August 31, 2014 of approximately $172,349 which is expected to be expended at the termination of the surface materials lease in 2020. These estimated future cash flows have been discounted at a risk-free rate of 1.63%. The Corporation has provided an $80,370 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Logan pit surface materials lease. These estimated future cash flows include an assumed inflation rate of 3%. The estimated future decommissioning and restoration cost associated with the Logan pit was decreased by $16,911 during the nine months ended August 31, 2014 with the decrease deducted from the related asset.

During the year ended November 30, 2013 the Corporation recognized a decommissioning and restoration provision on the Logan East pit. A determination of the fair value of the Logan East pit provision assumes undiscounted estimated future cash flows needed to settle the provision as at August 31, 2014 of approximately $16,900 which is expected to be expended at the termination of the surface materials lease in 2022. These estimated future cash flows have been discounted at a risk-free rate of 1.79%. The Corporation has provided a $37,170 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Logan East pit surface materials lease.

Note 16 – Decommissioning and Restoration Provision (continued)

These estimated future cash flows include an assumed inflation rate of 3%. The estimated future decommissioning and restoration cost associated with the Logan East pit was decreased by $2,481 during the nine months ended August 31, 2014 with the decrease deducted from the related asset.

During the year ended November 30, 2013 the Corporation recognized a decommissioning and restoration provision on the Conklin stockpile miscellaneous lease. A determination of the fair value of the Conklin stockpile provision assumes undiscounted estimated future cash flows needed to settle the provision as at August 31, 2014 of approximately $45,582 which is expected to be expended at the termination of the miscellaneous lease in 2022. These estimated future cash flows have been discounted at a risk-free rate of 1.79. The Corporation has provided a $20,000 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Conklin stockpile miscellaneous lease. These estimated future cash flows include an assumed inflation rate of 3%. The estimated future decommissioning and restoration cost associated with the Conklin stockpile was decreased by $4,094 during the nine months ended August 31, 2014 with the decrease deducted from the related asset.

During the nine months ended August 31, 2014 the Corporation recognized a decommissioning and restoration provision on the Cowper pit. A determination of the fair value of the Cowper pit provision assumes undiscounted estimated future cash flows needed to settle the provision as at August 31, 2014 of approximately $54,820, of which $29,107 had been funded during the nine months ended August 31, 2014, and the remaining $25,713 is expected to be expended during the year ended November 30, 2015. These estimated future cash flows have been discounted at a risk-free rate of 1.08%. The Corporation has provided a $56,340 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Cowper pit surface materials lease. These estimated future cash flows include an assumed inflation rate of 3%.

During the nine months ended August 31, 2014 the Corporation recognized a decommissioning and restoration provision on the Km248 pit. A determination of the fair value of the Km248 pit provision assumes undiscounted estimated future cash flows needed to settle the provision as at August 31, 2014 of approximately $57,608 which is expected to be expended during the year ended November 30, 2015. These estimated future cash flows have been discounted at a risk-free rate of 1.37%. The Corporation has provided a $70,350 security deposit paid to the Government of Alberta on behalf of the Corporation for decommissioning and restoration in relation to the Km248 pit surface materials lease. These estimated future cash flows include an assumed inflation rate of 3%.

No decommissioning and restoration provision has been provided for the Susan Lake management agreement as either a third party will assume the retirement costs or the specific area of the pit has not been environmentally disturbed.

In view of uncertainties concerning decommissioning and restoration provisions, the ultimate costs could be materially different from the amounts estimated. The estimate of future decommissioning and restoration provisions is subject to change based on amendments to applicable laws and legislation. Future changes in decommissioning and restoration provisions, if any, could have a significant impact and would be reflected prospectively, as a change in accounting estimate.

Note 17 – Deferred Gain on Sale and Leaseback

	August 31, 2014	November 30, 2013
	$ 21,229	$ 27,006

Note 17 – Deferred Gain on Sale and Leaseback (continued)

During the year ended November 30, 2012 the Corporation received lease proceeds on the sale and leaseback of property and equipment in an amount of $38,515 exceeding the carrying value of the assets that were sold. The deferred gain on sale and leaseback will be realized over the 60 month term of the lease. During the nine months ended August 31, 2014 $5,778 of the deferred gain on sale and leaseback was realized and taken into income.

Note 18 - Income Taxes

The estimation of the Corporation's deferred tax assets and liabilities involves significant judgment around a number of assumptions. Judgment must be used to determine the Corporation's future earning potential, and the expected timing of the reversal of deferred tax assets and liabilities. Further uncertainties are the result of interpretation of tax legislation which might differ from the ultimate assessment of the tax authorities. These differences may affect the final amount or the timing of the payment of taxes.

Deferred taxes reflects the tax effects of non-capital losses carried forward and the effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts recognized for income tax purposes.

The tax effects of temporary differences that give rise to significant portions of the net deferred tax liability are:

		August 31, 2014		November 30, 2013
Deferred tax assets:				
Cumulative eligible capital	$	37,784	$	37,784
Deferred gain on sale and leaseback		5,307		6,751
		43,091		44,535
Deferred tax liabilities:				
Property and equipment		366,321		313,084
Resource properties		1,358,019		1,054,996
Land use agreement receivable		107,021		140,771
Intangible assets		698,148		860,648
		2,529,509		2,369,499
Net deferred tax liability	$	2,486,418	$	2,324,964

Income tax expense varies from the amount that would result from applying the combined federal and provincial income tax rates to income before income taxes. These variances are presented in the following table.

		Nine months ended August 31, 2014		2013
(Loss) income before income taxes	$	(892,937)	$	2,232,654
Statutory Canadian combined corporate tax rate		25.0%		25.0%
Expected tax expense		(223,234)		558,164
Increase in income taxes resulting from:				
Non-deductible expenses		204,348		144,185
Other		(30,698)		(2,020)
	$	(49,584)	$	700,329

The provision for taxes is comprised of:

Provision for current taxes (benefit)	$	(211,038)	$	844,188
Provision for deferred taxes (benefit)		161,454		(143,859)
	$	(49,584)	$	700,329

Note 19 – Share Capital

a) Authorized:

An unlimited number of:
Common voting shares with no par value
Preferred shares, issuable in series

b) Repurchased common shares:

During the years ended November 30, 2012 and November 30, 2013 the Corporation had in place a normal course issuer bid (the "2012 Bid") that commenced on August 14, 2012 and terminated on August 14, 2013. During the years ended November 30, 2012 and November 30, 2013 no common shares were repurchased pursuant to the 2012 Bid.

c) Stock options:

The Corporation has issued options to directors, officers, employees and consultants of the Corporation as incentives.

The continuity of the Corporation's outstanding stock options is as follows:

	Nine months ended August 31, 2014			Year Ended November 30, 2013		
	Number of Options		Weighted Average Exercise Price	Number of Options		Weighted Average Exercise Price
Options outstanding:						
Beginning of period	2,326,666	$	0.87	1,836,666	$	0.58
Issued	1,387,931		2.51	1,185,000		1.31
Expired or cancelled	(133,333)		1.02	(368,333)		1.24
Exercised	(388,333)		0.58	(326,667)		0.42
End of period	3,192,931	$	1.61	2,326,666	$	0.87

Of the outstanding stock options, 1,809,596 options were exercisable at August 31, 2014 at a weighted average exercise price of $0.99 per share.

The weighted average remaining contractual life of the options is 3.50 years.

The weighted average share price on the dates options were exercised is $2.71.

The Corporation's stock option plan provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase common shares. The stock option plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the TSX Venture Exchange. Options may be exercisable for up to ten years from the date of grant, but the Board of Directors has the discretion to grant options that are exercisable for a shorter period. Options under the stock option plan are not transferable or assignable. Pursuant to the stock option plan, options must be exercised within a reasonable period following termination of employment or cessation of the optionee's position with the Corporation, or such other period established by the Board of Directors, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the option may be exercised within one year, subject to the expiry date.

Note 19 – Share Capital (continued)

c) Stock options: (continued)

The fair value of the options granted during the year ended November 30, 2013 was estimated on the dates of the grant using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

Exercise price	$1.25 (equal to closing price on date of grant)
Dividend yield	Nil
Expected Volatility	95%
Risk free rate of return	1.81%
Expected life	5 years
Forfeiture rate	0%

The expected volatility was determined using historical trading data for the Corporation for a period commensurate with the expected life of the options.

The fair value of the options granted during the nine months ended August 31, 2014 was estimated on the dates of the grant using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

Exercise price	$2.73 (equal to closing price on date of grant)
Dividend yield	Nil
Expected Volatility	71.5%
Risk free rate of return	1.56%
Expected life	5 years
Forfeiture rate	0%

The expected volatility was determined using historical trading data for the Corporation for a period commensurate with the expected life of the options.

Occasionally, the Corporation issues stock options to agents which do not fall under the plan. On January 14, 2014 the Corporation, in connection with a private placement of common shares and warrants, granted agent options to purchase 237,931 common shares for a price of $1.45 per common share for a period of 24 months (see Note 19 (d)).

The fair value of the options granted was estimated on the dates of the grant using the Black-Scholes Option Pricing Model with the following assumptions:

Exercise price	$1.45
Dividend yield	Nil
Expected Volatility	69.5%
Risk free rate of return	1.05%
Expected life	2 years
Forfeiture rate	0%

The expected volatility was determined using historical trading data for the Corporation for a period commensurate with the expected life of the options.

The following is a summary of the outstanding stock options:

Note 19 – Share Capital (continued)

c) Stock options: (continued)

Expiry Date		Exercise Price	Number of Options Outstanding August 31, 2014	Number of Options Outstanding November 30, 2013
September 21, 2014	$	.25	-	75,000
October 15, 2015	$	.26	160,000	160,000
January 14, 2016	$	1.45	237,931	-
October 6, 2016	$	.35	-	70,000
March 29, 2017	$	.63	768,333	886,666
August 24, 2017	$	1.04	50,000	150,000
December 11, 2017	$	1.64	360,000	360,000
September 6, 2018	$	1.02	466,667	625,000
January 14, 2019	$	1.63	150,000	-
June 26, 2019	$	2.90	1,000,000	-
			3,192,931	2,326,666

d) Warrants

		Nine months ended August 31, 2014			Year ended November 30, 2013	
		Weighted Average Exercise Price	Number of Warrants		Weighted Average Exercise Price	Number of Warrants
Warrants outstanding:						
Beginning of period	$	-	-	$	-	-
Issued		1.75	1,982,758		-	-
Expired or cancelled		-	-		-	-
Exercised		1.75	(407,500)		-	-
End of period	$	1.75	1,575,258	$	-	-

On January 14, 2014 the Corporation issued 3,965,517 common shares in a private placement for cash consideration of $5,750,000. Legal and filing fees of $138,437 and commissions of $345,000 associated with the private placement were incurred for net proceeds of $5,266,563. Each common share issued in the private placement is accompanied by one common share purchase warrant entitling the holder to acquire one-half additional common share at a price of $1.75 for a period of two years from January 14, 2014. The fair values attributed to the common shares and warrants were $4,870,096 and $879,904 respectively.

The fair value of the warrants was determined using the Black-Scholes Option Pricing Model with the following assumptions:

Exercise price	$1.75
Dividend yield	Nil
Expected Volatility	69.5%
Risk free rate of return	1.05%
Expected life	2 years
Forfeiture rate	0%

The expected volatility was determined using historical trading data for the Corporation for a period commensurate with the expected life of the warrants.

Note 19 – Share Capital (continued)

d) Warrants: (continued)

Of the outstanding warrants, 1,575,258 options were exercisable at August 31, 2014 at a weighted average exercise price of $1.75 per share.

The weighted average remaining contractual life of the options is 1.37 years.

The weighted average share price on the dates warrants were exercised is $2.70.

e) Net income per common share

	For the three months ended August 31, 2014	For the three months ended August 31, 2013	For the nine months ended August 31, 2014	For the nine months ended August 31, 2013
Net (loss) income per common share-basic				
Net (loss) income	$ 1,605,744	$ 1,059,462	$ (843,353)	$ 1,532,325
Weighted average number of common shares outstanding	32,778,997	28,197,500	31,814,599	28,149,215
Net (loss) income per common share	$ 0.049	$ 0.038	$ (0.027)	$ 0.054
Net (loss) income per common share-diluted				
Net (loss) income	$ 1,605,744	$ 1,059,462	$ (843,353)	$ 1,532,325
Weighted average number of common shares outstanding	32,778,997	28,197,500	31,814,599	28,149,215
Effect of dilutive stock options	1,254,741	500,062	-	693,088
Weighted average number of common shares outstanding, assuming dilution	34,033,738	28,697,562	31,814,599	28,842,303
Net (loss) income per common share	$ 0.047	$ 0.037	$ (0.027)	$ 0.053

During the three months ended August 31, 2014, no options outstanding at August 31, 2014 were not dilutive. During the three months ended August 31, 2013, 360,000 options outstanding at August 31, 2013 were not dilutive.

During the nine months ended August 31, 2014, the Corporation was in a net loss position therefore the conversion of convertible securities is considered to be anti-dilutive. During the nine months ended August 31, 2013, 360,000 options outstanding at August 31, 2013 were not dilutive.

Note 20 – Finance Costs

	For the three months ended August 31, 2014	For the three months ended August 31, 2013	For the nine months ended August 31, 2014	For the nine months ended August 31, 2013
Interest on long-term debt	$ 23,184	$ 34,870	$ 77,092	$ 115,590
Interest on lease obligations	47,913	51,962	154,552	165,204
Amortization on long-term debt transaction costs	2,578	2,578	7,734	6,544
Accretion	5,526	4,171	10,479	11,727
	$ 79,201	$ 93,581	$ 249,857	$ 299,065

Note 21 - Related Party Transactions

During the three months ended August 31, 2014, the Corporation incurred expenses of $46,231 (2013 - $25,912) for services provided by certain directors and officers and certain companies controlled by certain directors and officers of the Corporation as further described below.

During the nine months ended August 31, 2014, the Corporation incurred expenses of $93,229 (2013 - $79,041) for services provided by certain directors and officers and certain companies controlled by certain directors and officers of the Corporation as further described below.

These fees are recorded in the financial statements as follows:

	For the three months ended August 31, 2014	For the three months ended August 31, 2013	For the nine months ended August 31, 2014	For the nine months ended August 31, 2013
Directors and Officers:				
Directors fees and expenses	$ 10,701	$ 521	$ 12,303	$ 521
Travel and miscellaneous	14,530	2,942	17,926	4,321
	25,231	3,463	30,229	4,842
Companies controlled by directors and officers:				
Travel and miscellaneous	-	-	-	750
Property and equipment	-	1,449	-	10,449
Rent	21,000	21,000	63,000	63,000
	21,000	22,449	63,000	74,199
	$ 46,231	$ 25,912	$ 93,229	$ 79,041

There is $55 related to these expenses recorded in accounts payable and accrued liabilities at August 31, 2014 (2013 - $nil).

All related party transactions were in the normal course of operations and were measured at the amount of consideration established and agreed to by the related parties.

Note 22 – Compensation of Key Management

Key management personnel include members of the Board of Directors and the senior leadership team. Compensation for key management personnel, including directors, was as follows:

	For the three months ended August 31, 2014	For the three months ended August 31, 2013	For the nine months ended August 31, 2014	For the nine months ended August 31, 2013
Salaries and other benefits	$ 185,470	$ 155,480	$ 625,061	$ 540,986
Share-based benefits	377,447	83,629	531,237	438,342
	$ 562,917	$ 239,109	$ 1,156,298	$ 979,328

Note 23 - Financial Instruments

The Corporation's financial instruments consist of cash, restricted cash, accounts receivable, land use agreement receivable, long-term deposits, trade and other payables, bank advances, lease obligation, and long-term debt.

Note 23 - Financial Instruments (continued)

a) Fair Value

Due to the short-term nature of cash, accounts receivable, bank advances, trade and other payables the carrying value of these financial instruments approximate their fair value. The fair value of restricted cash and long-term debt approximates their carrying values as they are at the market rate of interest. Long-term deposits are refundable. The fair value of long-term deposits is not materially different from carrying value. The lease obligation is at a fixed rate of interest. The fair value of the lease obligation is not materially different from carrying value as they are at the market rate of interest. Land use agreement receivable is an estimate of discounted future cash flow with carrying value approximating fair value.

b) Credit Risk

Financial instruments that potentially subject the Corporation to concentrations of credit risk consist primarily of cash, restricted cash, accounts receivable, long-term deposits and land use agreement receivable. The Corporation’s maximum credit risk at August 31, 2014 is the carrying value of these financial assets.

In the normal course of business the Corporation evaluates the financial condition of its customers on a continuing basis and reviews the credit worthiness of all new customers. Management assesses the need for allowances for potential credit losses by considering the credit risk of specific customers, historical trends and other information. At August 31, 2014, 66.5% of the Corporation's accounts receivable was due from four customers.

The Corporation’s aged accounts receivable are comprised of 55.6% current, 44.3% past due up to 60 days and 0.1% past due over 60 days. While certain amounts are past due, management considers there is no impairment of the accounts receivable except as provided in the following paragraph.

Included in accounts receivable past due over 60 days is $628,716 owed to the Corporation which is under dispute. The Corporation has provided $628,716 as an allowance for doubtful accounts, of which $250,000 was expensed to bad debts during fiscal 2014, $259,509 during fiscal 2013 and $119,207 during fiscal 2012.

Credit risk associated with cash and restricted cash is minimized substantially by ensuring that these financial assets are placed with major financial institutions that have been accorded strong investment grade rating. Long-term deposits are held with the Government of Alberta thus bear little credit risk.

c) Liquidity Risk

The Corporation manages liquidity risk by ensuring sufficient funds are available to meet liabilities when they come due. Under its long-term credit facilities, the Corporation must maintain certain ratios. Prior to August 31, 2014 the Corporation received approval from its lender to temporarily revise two of its debt covenant ratios, by reducing the minimum debt service coverage, and by increasing the maximum funded debt to EBITDA ratio, for the periods covering the second and third fiscal quarters of 2014. The Corporation has complied with all ratios as at August 31, 2014.

As at August 31, 2014 the Corporation has sufficient working capital to fund ongoing operations and meet its liabilities when they come due. Accordingly, the Corporation is not exposed to significant liquidity risk. The Corporation has identified its financial liabilities as trade and other payables, term debt, including interest (excluding deferred transaction costs) and lease obligation, including interest.

Note 23 - Financial Instruments (continued)

c) Liquidity Risk (continued)

	0 -1 year	2- 3 years	4 - 5 years	Total
	$	$	$	$
Trade and other payables	5,811,286	-	-	5,811,286
Long-term debt, including interest	1,061,354	848,177	-	1,909,531
Lease obligation, including interest	1,507,544	2,898,737	202,001	4,608,282
Total	8,380,184	3,746,914	202,001	12,329,099

The Corporation's existing credit facilities and cash flow from operating activities is expected to be greater than anticipated capital expenditures and the contractual maturities of the Corporation's financial liabilities as at August 31, 2014. The expectation could be adversely affected by a material negative change in the demand for aggregate or the Corporation's management contracts (Note 12).

d) Foreign Currency Risk

The Corporation maintains a USD currency bank account with a nominal balance for the infrequent need to fund supplier purchases denominated in USD currency. As at August 31, 2014 the Corporation had USD cash on hand in the amount of $42 (CAD $47), and no USD denominated trade and other payables or receivables. As the amounts involved are unsubstantial management feels risk is minimal.

e) Interest Rate Risk

The Corporation is exposed to interest rate risk on the variable rate term loan and letters of credit facility. A 100 basis point increase in the interest rate on the term loan and letters of credit facility would decrease net income and comprehensive income by approximately $24,000.

The Corporation's term debt bears interest at 1.75% over the bank's prime lending rate. The Corporation's letters of credit facility bears interest at 2.5% over the bank's prime lending rate. As the bank's prime lending rate fluctuates so will the cost of borrowing.

Note 24 - Capital Disclosures

The capital structure of the Corporation consists of net debt (borrowings as detailed in Note 14 and Note 15 offset by cash and bank balances) plus equity (comprising share capital, contributed surplus and retained earnings). The Corporation's objective when managing capital is to provide sufficient capital to cover normal operating and capital expenditures. In order to maintain or adjust the capital structure, the Corporation may issue debt, purchase shares for cancellation pursuant to normal course issuer bids or issue new shares. The Corporation is subject to externally imposed capital requirements as discussed below.

The Corporation is subject to externally imposed capital requirements represented by various bank covenants related to its term debt and operating loan. These covenants include restrictions on capital expenditures and buy-back of share capital, minimum debt service coverage, minimum working capital ratio and a maximum funded debt to EBITDA ratio. The covenants will result in restrictions on the use of capital. Prior to August 31, 2014 the Corporation received approval from its lender to temporarily revise two of its debt covenant ratios, by reducing the minimum debt service coverage, and by increasing the maximum funded debt to EBITDA ratio, for the periods covering the second and third fiscal quarters of 2014. As at August 31, 2014 the Corporation is in compliance with these covenants.

There were no changes to the Corporation's capital management during the nine months ended August 31, 2014.

Note 25 - Supplemental Cash Flow Information

	Nine months ended August 31,			
		2014		**2013**
The Corporation paid or received cash during the period for the following:				
Interest paid	$	231,643	$	284,003
Interest received	$	9,270	$	11,007
Income taxes paid	$	-	$	316,859

Note 26 – Subsequent Event

The Susan Lake management contract with the Province of Alberta relates to the management of the aggregate pit at Susan Lake, Alberta. As at August 31, 2014 the remaining term of the contract is 39 months. The Province of Alberta has the right to withdraw any portion of the lands from the contracts and those lands withdrawn shall cease to be the responsibility of the Corporation with respect to decommissioning and restoration.

On July 16, 2014 Environment and Sustainable Resource Development advised the Corporation that it will proceed with a proposed boundary amendment to the Susan Lake Surface Material Lease. On July 29, 2014 management met with ESRD to further discuss the intended boundary revision, and on October 6, 2014 management had provided a written response to ESRD to the various considerations under discussion, and now awaits further communication from ESRD. If implemented, this will have the effect of reducing the size of the remaining area available to mine for aggregate resources.

Management is assessing the impact of this proposed change, and at present an estimate of its financial impact cannot be made.