



**CONDENSED INTERIM FINANCIAL STATEMENTS**

**For the Six Months Ended May 31, 2012**

**(unaudited)**

**Notice of No Auditor Review of Condensed Interim Financial Statements  
For the six months ended May 31, 2012**

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.

July 30, 2012

"Udomdej Kriangkum"  
Udomdej Kriangkum  
Chief Executive Officer

"Don Hrubá"  
Don Hrubá  
Chief Financial Officer

**ATHABASCA MINERALS INC.**  
**Condensed Interim Balance Sheets**  
**(unaudited)**

	<u>May 31,</u> <u>2012</u>	<u>November</u> <u>30, 2011</u> <b>(Note 22)</b>	<u>December</u> <u>1, 2010</u> <b>(Note 22)</b>
<b>ASSETS</b>			
<b>CURRENT</b>			
Cash	\$ 595,975	\$ 1,397,883	\$ 1,296,812
Short-term restricted cash (Note 12)	748,760	-	-
Accounts receivable	3,314,833	3,778,126	3,210,246
Prepaid expenses	313,878	327,510	502,546
Current portion of land use agreement receivable (Note 8)	213,552	213,057	-
Short-term investment	<u>603,000</u>	<u>603,000</u>	<u>603,000</u>
	5,789,998	6,319,576	5,612,604
LONG-TERM DEPOSITS	106,590	106,590	25,050
RESTRICTED CASH (Note 6)	109,800	25,522	-
PROPERTY AND EQUIPMENT (Note 7)	2,721,907	734,034	858,911
LAND USE AGREEMENT RECEIVABLE (Note 8)	494,283	603,876	-
RESOURCE PROPERTIES (Note 9)	5,435,173	4,694,489	3,379,376
INTANGIBLE ASSETS (Note 10)	4,742,593	5,175,926	6,234,494
GOODWILL (Note 11)	<u>2,537,701</u>	<u>2,537,701</u>	<u>2,537,701</u>
	<u>\$ 21,938,045</u>	<u>\$ 20,197,714</u>	<u>\$ 18,648,136</u>
<b>LIABILITIES</b>			
<b>CURRENT</b>			
Trade and other payables	\$ 1,638,408	\$ 1,476,071	\$ 871,279
Income tax payable	759,343	271,630	700,910
Callable debt (Note 12)	<u>2,963,354</u>	<u>3,883,479</u>	<u>5,723,729</u>
	5,361,105	5,631,180	7,295,918
DECOMMISSIONING AND RESTORATION PROVISION (Note 13)	779,077	587,664	267,781
DEFERRED TAX (Note 14)	<u>2,453,166</u>	<u>2,296,954</u>	<u>2,305,676</u>
	<u>8,593,348</u>	<u>8,515,798</u>	<u>9,869,375</u>
<b>EQUITY</b>			
SHARE CAPITAL (Note 15)	6,767,312	6,655,116	6,585,761
CONTRIBUTED SURPLUS	840,921	795,996	736,643
RETAINED EARNINGS	<u>5,736,464</u>	<u>4,230,804</u>	<u>1,456,357</u>
	<u>13,344,697</u>	<u>11,681,916</u>	<u>8,778,761</u>
	<u>\$ 21,938,045</u>	<u>\$ 20,197,714</u>	<u>\$ 18,648,136</u>

Approved by the Board of Directors

"Douglas Stuve", Director

Douglas M. Stuve

"Theodore Rousseau", Director

Theodore Rousseau

# ATHABASCA MINERALS INC.

## Condensed Interim Statements of Net Income and Comprehensive Income For the six months ended May, 31, 2012 and May 31, 2011 (unaudited)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2012	2011 (Note 22)	2012	2011 (Note 22)
AGGREGATE MANAGEMENT SERVICES	\$ 3,889,271	\$ 2,371,573	\$ 6,734,498	\$ 3,719,903
ROYALTIES	<u>1,123,493</u>	<u>675,569</u>	<u>1,946,211</u>	<u>1,032,203</u>
AGGREGATE MANAGEMENT FEES	<u>2,765,778</u>	<u>1,696,004</u>	<u>4,788,287</u>	<u>2,687,700</u>
AGGREGATE SALES	443,705	-	2,050,815	-
ROYALTIES	-	-	-	-
	<u>443,705</u>	<u>-</u>	<u>2,050,815</u>	<u>-</u>
REVENUE	<u>3,209,483</u>	<u>1,696,004</u>	<u>6,839,102</u>	<u>2,687,700</u>
Stripping and clearing expenses	570,351	-	1,621,051	-
Other aggregate operating expenses	<u>579,728</u>	<u>271,447</u>	<u>1,050,879</u>	<u>571,315</u>
AGGREGATE OPERATING EXPENSES	<u>1,150,079</u>	<u>271,447</u>	<u>2,671,930</u>	<u>571,315</u>
GROSS PROFIT	<u>2,059,404</u>	<u>1,424,557</u>	<u>4,167,172</u>	<u>2,116,385</u>
OTHER EXPENSES				
Depreciation of property and equipment	80,590	35,928	112,100	71,364
Amortization of intangible assets	226,398	238,032	477,700	476,097
Depletion of resource properties	5,730	-	22,299	-
General and administrative	503,987	357,641	944,230	636,469
Finance costs (Note 16)	41,793	64,028	87,918	132,205
Share-based compensation	<u>75,178</u>	<u>34,223</u>	<u>96,455</u>	<u>89,787</u>
	<u>933,676</u>	<u>729,852</u>	<u>1,740,702</u>	<u>1,405,922</u>
INCOME BEFORE OTHER ITEMS	<u>1,125,728</u>	<u>694,705</u>	<u>2,426,470</u>	<u>710,463</u>
OTHER INCOME (LOSS)				
Interest income	8,480	2,085	12,103	4,216
Gain on land use agreement	-	58,450	-	58,450
Foreign exchange	-	-	(445)	-
Miscellaneous income (expense)	3,550	(1,421)	6,283	(19,188)
Loss on write off of property and equipment	-	-	(24,827)	-
Write down of resource properties and exploration costs	-	-	-	(1,250)
	<u>12,030</u>	<u>59,114</u>	<u>(6,886)</u>	<u>42,228</u>
INCOME BEFORE INCOME TAXES	<u>1,137,758</u>	<u>753,819</u>	<u>2,419,584</u>	<u>752,691</u>
INCOME TAXES				
Current tax (Note 14)	374,254	154,312	757,712	147,943
Deferred tax expense (Note 14)	<u>42,252</u>	<u>234,792</u>	<u>156,212</u>	<u>241,923</u>
	<u>416,506</u>	<u>389,104</u>	<u>913,924</u>	<u>389,866</u>
<b>NET INCOME AND COMPREHENSIVE INCOME</b>	<b>\$ <u>721,252</u></b>	<b>\$ <u>364,715</u></b>	<b>\$ <u>1,505,660</u></b>	<b>\$ <u>362,825</u></b>
<b>BACIS INCOME PER COMMON SHARE (Note 15 e)</b>	<b>\$ <u>0.026</u></b>	<b>\$ <u>0.014</u></b>	<b>\$ <u>0.055</u></b>	<b>\$ <u>0.013</u></b>
<b>DILUTED INCOME PER COMMON SHARE (Note 15 e)</b>	<b>\$ <u>0.026</u></b>	<b>\$ <u>0.013</u></b>	<b>\$ <u>0.054</u></b>	<b>\$ <u>0.013</u></b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (Note 15 e)</b>	<b><u>27,312,934</u></b>	<b><u>26,934,165</u></b>	<b><u>27,256,361</u></b>	<b><u>27,010,399</u></b>

The accompanying notes are part of these financial statements.

# ATHABASCA MINERALS INC.

## Condensed Interim Statements of Changes in Equity For the six months ended May 31, 2012 and May 31, 2011 (unaudited)

	<b>Six months ended May 31, 2012</b>				
	<b>Number of Shares</b>	<b>Share Capital</b>	<b>Contributed Surplus</b>	<b>Retained Earnings</b>	<b>Total Equity</b>
<b>November 30, 2011</b>	27,199,166	\$6,655,116	\$795,996	\$4,230,804	\$11,681,916
Share-based compensation		-	96,455	-	96,455
Options exercised	233,333	60,666	-	-	60,666
Transfer of value on options exercised		51,530	(51,530)	-	-
Net income for the period		-	-	1,505,660	1,505,660
<b>May 31, 2012</b>	<b>27,432,499</b>	<b>\$6,767,312</b>	<b>\$ 840,921</b>	<b>\$5,736,464</b>	<b>\$13,344,697</b>

	<b>Six months ended May 31, 2011</b>				
	<b>Number of Shares</b>	<b>Share Capital</b>	<b>Contributed Surplus</b>	<b>Retained Earnings</b>	<b>Total Equity</b>
<b>December 1, 2010</b>	27,149,165	\$ 6,585,761	\$736,643	\$ 1,456,357	\$ 8,778,761
Premium on repurchased shares	(215,000)	(52,154)	-	(6,344)	(58,498)
Share-based compensation		-	89,787	-	89,787
Net income for the period		-	-	362,825	362,825
<b>May 31, 2011</b>	<b>26,934,165</b>	<b>\$6,533,607</b>	<b>\$826,430</b>	<b>\$1,812,838</b>	<b>\$9,172,875</b>

The accompanying notes are part of these financial statements.

# ATHABASCA MINERALS INC.

## Condensed Interim Statements Of Cash Flows For the six months ended May 31, 2012 and May 31, 2011 (unaudited)

	For the Six Months Ended May 31,	
	2012	2011
	(Note 22)	
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 1,505,660	\$ 362,825
Adjustments for non-cash items:		
Depreciation, amortization, depletion and accretion	614,336	549,831
Deferred tax expense	156,212	241,923
Share-based compensation	96,455	89,787
Gain on land use agreement	-	(58,450)
Loss on write down of property and equipment	24,827	-
Write down of resource properties and exploration costs	-	1,250
	<hr/>	<hr/>
Net income adjusted for non-cash items	2,397,490	1,187,166
Net changes in non-cash working capital balances		
Trade and other payables	162,338	201,727
Accounts receivable	463,293	1,164,588
Income tax receivable	-	(305,447)
Income tax payable	487,713	(700,910)
Prepaid expenses	13,632	82,044
	<hr/>	<hr/>
	3,524,466	1,629,168
<b>INVESTING ACTIVITIES</b>		
Short-term restricted cash	(748,760)	-
Restricted cash	(84,278)	-
Proceeds from land use agreement	109,098	44,559
Purchase of property and equipment	(2,124,800)	(15,957)
Development costs related to land use agreement	-	(200,234)
Resource properties	(618,175)	(1,208,247)
	<hr/>	<hr/>
	(3,466,915)	(1,379,879)
<b>FINANCING ACTIVITIES</b>		
Repurchase of share capital	-	(58,498)
Issue of share capital	60,666	-
Repayment of callable debt	(920,125)	(920,126)
	<hr/>	<hr/>
	(859,459)	(978,624)
NET DECREASE IN CASH	(801,908)	(729,335)
CASH, BEGINNING OF PERIOD	<hr/>	<hr/>
	1,397,883	1,296,812
CASH, END OF PERIOD	<hr/>	<hr/>
	\$ 595,975	\$ 567,477

Supplemental cash flow information (Note 21)

# **ATHABASCA MINERALS INC.**

## **Notes to Condensed Interim Financial Statements**

**For the six months ended May 31, 2012 and May 31, 2011**

**(unaudited)**

### **Note 1 – Nature of Business**

Athabasca Minerals Inc. (the “Corporation”) is incorporated under the *Canada Business Corporations Act (Alberta)*. The Corporation’s head office is located at 9524 27 Avenue, Edmonton, Alberta, Canada T6N 1B2. The Corporation manages two aggregate (sand and gravel) pits 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 one of these contracts. In addition to these management contracts, 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 and Canadian Shield areas for the purpose of extracting salt, silica sand and other minerals. The Corporation is listed on the TSX Venture Exchange (“TSX Venture”).

### **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**

#### **Adoption of International Financial Reporting Standards**

The Corporation was required to adopt International Financial Reporting Standards (“IFRS”) for its interim and annual financial statements for the fiscal year commencing December 1, 2011. The Corporation’s transition date to IFRS was December 1, 2010 (the “Transition Date”) and the comparative balance sheet as at November 30, 2011, the opening balance sheet as at December 1, 2010 and comparative statements of net income and comprehensive income, changes in equity and cash flows for the six months ended May 31, 2011, have been restated to IFRS.

The preparation of these condensed interim financial statements resulted in changes to the accounting policies as compared to the most recent annual financial statements prepared under Canadian generally accepted accounting principles (“Canadian GAAP”). The accounting policies set out below have been applied to all periods presented in these financial statements, and are based on IFRS as issued by the International Accounting Standards Board (“IASB”) that the Corporation expects to be applicable for its annual financial statements for the year ending November 30, 2012.

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

#### **Statement of Compliance**

These condensed interim financial statements of the Corporation have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (“IAS 34”) as issued by the IASB and using the accounting policies disclosed below.

The financial statements include an opening balance sheet as at December 1, 2010, the date at which the impact of IFRS transitions were recorded against equity in accordance with the provisions of IFRS 1 “First time adoption of International Financial Reporting Standards” and the 2011 comparative statements were prepared using the same basis of accounting. A detailed reconciliation of the financial statements prepared under Canadian GAAP and the comparative 2011 IFRS financial information is presented in Note 21.

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

**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
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**(unaudited)**

**Note 3 – Basis of Presentation** (continued)

**Statement of Compliance** (continued)

read in conjunction with the Corporation's audited financial statements for the year ended November 30, 2011 presented under Canadian GAAP.

These financial statements were authorized for issue by the Board of Directors on July 30, 2012.

**Basis for presentation**

The accounting policies set out below have been applied consistently to all periods presented in the financial statements and in preparing an opening IFRS balance sheet at December 1, 2010 for the purpose of transition to IFRS unless otherwise indicated.

**Note 4 – Significant accounting judgments and estimates**

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, but are not limited to:

**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 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.



**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the six months ended May 31, 2012 and May 31, 2011**  
**(unaudited)**

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

**Valuation 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. As at May 31, 2012 the Corporation determined that there were no indicators of impairment in the carrying values of its mineral properties.

**Useful economic life of property and equipment**

The cost less the residual value of each item of property, plant 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, plant, 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, 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 minerals 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

**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
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**Note 4 – Significant accounting judgments and estimates (continued)**

**Mineral reserves** (continued)

mineral 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 payments**

The amount expensed for share-based payments is based on the application of the Black-Scholes option pricing formula, 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 required 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.

**Income taxes**

Income taxes in interim reporting periods 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 interim 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

**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the six months ended May 31, 2012 and May 31, 2011**  
**(unaudited)**

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

**Income taxes** (continued)

income tax expense in the period in which this is determined.

**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.

**Land use agreement receivable**

The average daily work camp occupancy rate 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. The work camp was constructed primarily to serve the accommodation needs of the oil sands industry workers. As a result, the actual occupancy rate is likely to be largely dependent on oil sands development activity in the Fort McMurray region of Alberta.

**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 the majority of its revenues through the management of aggregate pits where a management fee is earned based on the volume extracted from the pits. The Corporation recognizes revenue at the point that the aggregate material leaves the pit.

Revenue from the sale of construction 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.

## **ATHABASCA MINERALS INC.**

### **Notes to Condensed Interim Financial Statements**

**For the six months ended May 31, 2012 and May 31, 2011**

**(unaudited)**

#### **Note 5 – Significant Accounting Policies (continued)**

##### **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:

	<u>Method</u>	<u>Rate</u>
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		
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 derecognising 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 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 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.

## **ATHABASCA MINERALS INC.**

### **Notes to Condensed Interim Financial Statements**

**For the six months ended May 31, 2012 and May 31, 2011**

**(unaudited)**

#### **Note 5 – Significant Accounting Policies (continued)**

##### **Resource Properties and Related Expenditures** (continued)

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 transferred to development costs. Subsequent development costs are capitalized, including any costs incurred to increase or extend the life of existing production. 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 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.

**ATHABASCA MINERALS INC.**  
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**Note 5 – Significant Accounting Policies** (continued)

**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. 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 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.

**Share-based Payments**

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 payments 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

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**Note 5 – Significant Accounting Policies** (continued)

**Share-based Payments** (continued)

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.

**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.

**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.

**Derivative instruments**

Derivative instruments, including certain derivative instruments embedded in other contracts and instruments designated for hedging activities are recognized as either assets or liabilities in the balance sheet and measured at fair value. The Corporation does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. Any change in the fair value of a derivative or an

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**Note 5 – Significant Accounting Policies** (continued)

**Derivative instruments** (continued)

embedded derivative not designated as a hedging instrument is recognized as a gain or loss in profit or loss.

**Financial instruments**

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

<b><u>Financial statement item</u></b>	<b><u>Classification</u></b>	<b><u>Measurement</u></b>
Cash	Loans and receivables	Amortized cost
Short-term restricted cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Land use agreement receivable	Loans and receivables	Amortized cost
Short-term investment	Held to maturity	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
Callable 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.

**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



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**Note 5 – Significant Accounting Policies** (continued)

**Financial instruments** (continued)

**ii. Non-derivative financial liabilities** (continued)

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.

**New standards not yet adopted**

**i. 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. These standards are effective for annual periods beginning on or after January 1, 2013. The Corporation is currently evaluating the impact of the new standards.

**ii. 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. This standard is effective for annual periods beginning on or after January 1, 2013. The Corporation is currently evaluating the impact of this new standard.

**iii. 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. This standard is effective for annual periods beginning on or after January 1, 2013. The Corporation is currently evaluating the impact of this standard.

**ATHABASCA MINERALS INC.**  
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**Note 5 – Significant Accounting Policies** (continued)

**New standards not yet adopted** (continued)

**iv. Employee benefits**

IAS 19, “Employee Benefits”, was amended to eliminate the options to defer, or recognize in full in profit or loss, actuarial gains and losses, to streamline the presentation of changes in assets and liabilities arising from defined benefit plans and to enhance the disclosure requirements for defined benefit plans. This amendment is effective for annual periods beginning on or after January 1, 2013. The Corporation is currently evaluating the impact of these amendments.

**v. Financial instruments classification and measurement**

IFRS 9, “Financial Instruments” was issued and will replace IAS 39, “Financial Instruments: Recognition and Measurement.” The new standard has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value, and a debt instrument is measured at amortized cost only if the entity is holding it to collect contractual cash flows that represent principal and interest. The new standard is effective for annual periods beginning on or after January 1, 2015. The Corporation is currently evaluating the impact of this new standard.

**Note 6 – Restricted Cash**

<u>May 31, 2012</u>	<u>November 30, 2011</u>	<u>December 1, 2010</u>
\$ 109,800	\$ 25,522	\$ -

Under its long-term land use agreement with a camp provider the Corporation has received and has placed funds on deposit totalling \$59,800 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.

# ATHABASCA MINERALS INC.

## Notes to Condensed Interim Financial Statements

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(unaudited)

### Note 7 – Property and Equipment

	Equipment	Onsite buildings and fences	Office Complex	Scales and scale houses	Total
Cost at:	\$	\$	\$	\$	\$
December 1, 2010	703,762	95,760	165,016	273,051	1,237,589
additions	11,547	-	5,035	-	16,582
write-offs	-	-	-	-	-
November 30, 2011	715,309	95,760	170,051	273,051	1,254,171
additions	1,993,221	-	3,816	127,763	2,124,800
write-offs	(48,013)	-	-	-	(48,013)
May 31, 2012	2,660,517	95,760	173,867	400,814	3,330,958

#### Accumulated Depreciation at:

December 1, 2010	303,712	17,799	1,375	55,792	378,678
additions	93,451	9,576	11,127	27,305	141,459
write-offs	-	-	-	-	-
November 30, 2011	397,163	27,375	12,502	83,097	520,137
additions	85,116	4,788	5,732	16,464	112,100
write-offs	(23,186)	-	-	-	(23,186)
May 31, 2012	459,093	32,163	18,234	99,561	609,051

#### Carrying value at:

December 1, 2010	400,050	77,961	163,641	217,259	858,911
November 30, 2011	318,146	68,385	157,549	189,954	734,034
May 31, 2012	2,201,424	63,597	155,633	301,253	2,721,907

Depreciation expense for the following periods:	Total
	\$
Period ending May 31, 2012	112,100
Period ending May 31, 2011	71,364

### Note 8 – Land Use Agreement Receivable

	May 31, 2012	November 30, 2011	December 1, 2010
Land use agreement receivable	\$ 707,835	\$ 816,933	\$ -
Less current portion of land use agreement receivable	213,552	213,057	-
	<u>\$ 494,283</u>	<u>\$ 603,876</u>	<u>\$ -</u>

## ATHABASCA MINERALS INC.

### Notes to Condensed Interim Financial Statements

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(unaudited)

#### Note 8 – Land Use Agreement Receivable (continued)

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 42 acre parcel of developed land out of the depleted portion of the Corporation's miscellaneous lease at Poplar Creek to the work camp provider. The work camp provider has constructed a facility on the lease that can currently accommodate approximately 500 workers, primarily employed in the oil sands industry. Pursuant to the land use agreement, the work camp provider pays monthly 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 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 proceeds to be received 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. In arriving at the estimated daily work camp occupancy rate, management used the actual daily occupancy rate experienced since inception of the contract. Management has assumed the actual experienced occupancy rate will remain constant over the agreement through October 19, 2015. Total future cash flow from fixed monthly receipts plus estimated receipts for daily occupancy were combined then discounted at a rate of 4.58%. The Land use agreement receivable carrying value is the estimated future discounted proceeds to be received subsequent to May 31, 2012.

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 9 – Resource Properties

	<u>May 31, 2012</u>	<u>November 30, 2011</u>	<u>December 1, 2010</u>
Land	\$ 157,100	\$ 157,100	\$ 157,100
Mineral permits	46,875	41,250	40,000
Mineral leases	79,051	31,802	-
Decommissioning and Restoration costs	281,267	136,457	-
Exploration costs	3,420,039	3,104,396	3,182,276
Development costs	1,450,841	1,223,484	-
	<u>\$ 5,435,173</u>	<u>\$ 4,694,489</u>	<u>\$ 3,379,376</u>

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

The mineral permits are located largely in the Fort McMurray and Canadian Shield areas. 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.

## ATHABASCA MINERALS INC.

### Notes to Condensed Interim Financial Statements

For the six months ended May 31, 2012 and May 31, 2011

(unaudited)

#### Note 9 – Resource Properties (continued)

The Corporation has seven mineral leases covering 12,800 hectares containing silica sand reserves in the Wood Buffalo region of Alberta, referred to by the Corporation as the Firebag property, which the Corporation may develop for the production of frac sand. The Corporation has four mineral leases covering 5,835.5 hectares containing salt reserves in the area of Boyle, Alberta which the Corporation may develop for the production of salt. All leases are for a fifteen year period expiring May 11, 2026. 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 Kearn pit. A determination of the fair value of the Kearn pit liability assumes undiscounted estimated future cash flows needed to settle the liability incurred to May 31, 2012 of approximately \$177,656 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 1.79%, resulting in a present value of \$148,211, and included in decommissioning and restoration costs.

During the three months ended February 29, 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 May 31, 2012 of approximately \$210,051 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 1.79%, resulting in a present value of \$177,422, and included in decommissioning and restoration costs (net of \$44,366 accumulated depreciation).

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

	<b>Six months ended May 31, 2012</b>	<b>Year ended November 30, 2011</b>
	(hectares)	(hectares)
Balance at the beginning of the period	227,282	504,584
Mineral permits acquired during the period	149,550	22,817
Minerals permits relinquished during the period	-	(300,119)
Balance at end of the period	<u>376,832</u>	<u>227,282</u>

Subsequent to May 31, 2012, the Corporation did not relinquish any mineral permits and acquired additional permits covering 26,112 hectares.

The exploration and development costs were incurred largely in the Fort McMurray and Canadian Shield areas and are comprised of:

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**Note 9 – Resource Properties (continued)**

**Exploration and Development Costs May 31, 2012**

<b>Exploration Costs</b>	<b>Logan Pit</b>	<b>Kearl Pit</b>	<b>House River Pit</b>	<b>Pelican Hill Pit</b>	<b>Boyle Project</b>	<b>Firebag Project</b>	<b>Canadian Shield</b>	<b>Birch Mountain</b>	<b>Dover Project</b>	<b>All Other Projects</b>	<b>Total</b>
Balance at November 30, 2011	\$ -	-	-	70,278	50,028	285,712	117,413	431,418	1,004,544	\$ 1,145,003	\$ 3,104,396
Six months ended May 31, 2012 activity											
Clearing costs	-	-	-	-	-	-	-	-	-	-	-
Consulting fees	-	-	-	-	800	9,975	400	575	1,775	70,425	83,950
Drilling and testing	-	-	-	-	-	12,024	-	-	-	60,441	72,465
Equipment and aircraft rental	-	-	-	-	-	-	-	-	-	41,496	41,496
Land and crop damages	-	-	-	-	-	-	-	-	-	6,078	6,078
Land leases	-	-	-	-	5,716	12,260	-	-	-	-	17,976
Salaries and employee benefits	-	-	-	-	12	7,486	-	-	-	44,383	51,881
Survey	-	-	-	-	-	-	-	-	-	5,900	5,900
Travel	-	-	-	-	-	7,939	-	-	-	20,947	28,886
Permits	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	560	-	71	-	-	-	6,380	7,011
Abandoned projects	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>560</b>	<b>6,528</b>	<b>49,755</b>	<b>400</b>	<b>575</b>	<b>1,775</b>	<b>256,050</b>	<b>315,643</b>
Transferred to Development Costs	-	-	-	-	-	-	-	-	-	-	-
<b>Cumulative Exploration Costs- May 31, 2012</b>	<b>\$ -</b>	<b>-</b>	<b>-</b>	<b>70,838</b>	<b>56,556</b>	<b>335,467</b>	<b>117,813</b>	<b>431,993</b>	<b>1,006,319</b>	<b>1,401,053</b>	<b>\$ 3,420,039</b>
<b>Development Costs</b>											
Balance at November 30, 2011	\$ 236,082	949,976	37,426	-	-	-	-	-	-	-	\$ 1,223,484
Six months ended May 31, 2012 activity											
Tangible costs- Road building	-	-	-	-	-	-	-	-	-	-	-
Intangible costs- All other	1,272	195,552	52,832	-	-	-	-	-	-	-	249,656
Accumulated Depletion	-	-	(22,299)	-	-	-	-	-	-	-	(22,299)
<b>Cumulative Development Costs- May 31, 2012</b>	<b>237,354</b>	<b>1,145,528</b>	<b>67,959</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,450,841</b>
<b>Total Exploration and Development Costs- May 31, 2012</b>	<b>\$ 237,354</b>	<b>1,145,528</b>	<b>67,959</b>	<b>70,838</b>	<b>56,556</b>	<b>335,467</b>	<b>117,813</b>	<b>431,993</b>	<b>1,006,319</b>	<b>1,401,053</b>	<b>\$ 4,870,880</b>

<b>Exploration Costs</b>	<b>Logan Pit</b>	<b>Kearl Pit</b>	<b>House River Pit</b>	<b>Pelican Hill Pit</b>	<b>Boyle Project</b>	<b>Firebag Project</b>	<b>Canadian Shield</b>	<b>Birch Mountain</b>	<b>Dover Project</b>	<b>All Other Projects</b>	<b>Total</b>
Balance at December 1, 2010	\$ 134,508	68,855	26,277	18,473	47,453	35,760	108,988	430,238	1,004,544	1,307,180	\$ 3,182,276
Year end November 30, 2011 activity											
Clearing costs	-	-	-	-	-	25,687	-	-	-	-	25,687
Consulting fees	375	1,375	-	3,865	1,575	96,393	8,425	-	-	69,176	181,184
Drilling and testing	-	-	-	-	-	104,872	-	1,180	-	13,067	119,119
Equipment and aircraft rental	-	-	-	2,000	-	1,818	-	-	-	14,190	18,008
Land and crop damages	-	-	-	33,977	-	-	-	-	-	-	33,977
Land leases	-	-	-	-	-	-	-	-	-	40,297	40,297
Salaries and employee benefits	7,729	5,950	439	804	1,000	10,499	-	-	-	107,304	133,725
Survey	-	-	7,200	9,800	-	-	-	-	-	-	17,000
Travel	-	-	-	71	-	7,292	-	-	-	21,187	28,550
Permits	-	-	-	-	-	-	-	-	-	7,500	7,500
Other	38	-	42	1,288	-	3,391	-	-	-	16,758	21,517
Abandoned projects	-	-	-	-	-	-	-	-	-	(451,656)	(451,656)
<b>Total</b>	<b>8,142</b>	<b>7,325</b>	<b>7,681</b>	<b>51,805</b>	<b>2,575</b>	<b>249,952</b>	<b>8,425</b>	<b>1,180</b>	<b>-</b>	<b>(162,177)</b>	<b>174,908</b>
Transferred to Development Costs	(142,650)	(76,180)	(33,958)	-	-	-	-	-	-	-	(252,788)
<b>Cumulative Exploration Costs- November 30, 2011</b>	<b>\$ -</b>	<b>-</b>	<b>-</b>	<b>70,278</b>	<b>50,028</b>	<b>285,712</b>	<b>117,413</b>	<b>431,418</b>	<b>1,004,544</b>	<b>1,145,003</b>	<b>\$ 3,104,396</b>
<b>Development Costs</b>											
Balance at December 1, 2010	\$ -	-	-	-	-	-	-	-	-	-	\$ -
Tangible costs- Road building	-	512,494	-	-	-	-	-	-	-	-	512,494
Intangible costs- All other	236,082	437,482	37,426	-	-	-	-	-	-	-	710,990
<b>Cumulative Development Costs- November 30, 2011</b>	<b>236,082</b>	<b>949,976</b>	<b>37,426</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,223,484</b>
<b>Total Exploration and Development Costs- November 30, 2011</b>	<b>\$ 236,082</b>	<b>949,976</b>	<b>37,426</b>	<b>70,278</b>	<b>50,028</b>	<b>285,712</b>	<b>117,413</b>	<b>431,418</b>	<b>1,004,544</b>	<b>1,145,003</b>	<b>\$ 4,327,880</b>

**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the six months ended May 31, 2012 and May 31, 2011**  
**(unaudited)**

**Note 10 – Intangible Assets**

	Susan Lake Management Contract	Poplar Creek Management Contract	Poplar Creek Decommissioning and Restoration Costs	Total
Cost at:	\$	\$	\$	\$
December 1, 2010	7,800,000	105,000	257,182	8,162,182
additions	-	-	176,222	176,222
November 30, 2011	7,800,000	105,000	433,404	8,338,404
additions	-	-	-	-
May 31, 2012	7,800,000	105,000	433,404	8,338,404

Accumulated Amortization at:

December 1, 2010	1,757,407	50,098	120,183	1,927,688
amortization for the period	866,667	24,706	61,405	952,778
disposal of land			63,836	63,836
write-offs	-	30,196	187,980	218,176
November 30, 2011	2,624,074	105,000	433,404	3,162,478
amortization for the period	433,333	-	-	433,333
write-offs	-	-	-	-
May 31, 2012	3,057,407	105,000	433,404	3,595,811

Carrying value at:

December 1, 2010	6,042,593	54,902	136,999	6,234,494
November 30, 2011	5,175,926	-	-	5,175,926
May 31, 2012	4,742,593	-	-	4,742,593

Amortization expense for the following periods:

(reported on income statement as amortization of intangible assets)

	Susan Lake Management Contract	Poplar Creek Management Contract	Poplar Creek Decommissioning and Restoration Costs	Total
	\$	\$	\$	\$
Period ending May 31, 2012	433,333	-	44,366	477,700
Period ending May 31, 2011	433,333	12,353	30,411	476,097

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 depreciated on a straight-line basis over the life of the contract. As at May 31, 2012 the remaining term of the contract is 66 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.

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

**ATHABASCA MINERALS INC.**  
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**Note 10- Intangible Assets** (continued)

decommissioning and restoration. As at May 31, 2012 the contracts are in effect, and no portions of the lands have been withdrawn for oil sand lease development (Note 18 c).

**Note 11- 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. Impairment of goodwill was tested at transition on December 1, 2010 and November 30, 2011 with a conclusion reached that no impairment has occurred. No events have occurred or circumstances changed that would suggest there could be impairment at May 31, 2012.

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 duration equal to the remaining life of the Susan Lake management contract (six years and seven years at November 30, 2011 and December 1, 2010, respectively). 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 12 – Callable Debt**

	<u>May 31, 2012</u>	<u>November 30, 2011</u>	<u>December 1, 2010</u>
Bank loan, repayable in monthly instalments of \$150,000 plus interest at the bank's prime lending rate plus 1.875%, due December 31, 2013.	\$2,850,000	\$ 3,750,000	\$ 5,550,000
Bank loan, repayable in monthly instalments of \$771 plus interest at the bank's prime lending rate plus 2%, due June 30, 2013.	10,021	14,646	23,896
Bank loan, repayable in monthly instalments of \$2,583 plus interest at the bank's prime lending rate plus 2%, due September 30, 2015.	<u>103,333</u>	<u>118,833</u>	<u>149,833</u>
	<u>\$2,963,354</u>	<u>\$3,883,479</u>	<u>\$ 5,723,729</u>

The bank loans have been classified as current liabilities since the lender has the right to demand repayment at any time. The principal repayment requirements unless demanded for the subsequent four years are expected to be as follows:

June 1, 2012 – May 31, 2013	\$1,840,250
June 1, 2013 – May 31, 2014	1,081,771
June 1, 2014 – May 31, 2015	31,000
June 1, 2015 – May 31, 2016	<u>10,333</u>
	<u>\$2,963,354</u>



## ATHABASCA MINERALS INC.

### Notes to Condensed Interim Financial Statements For the six months ended May 31, 2012 and May 31, 2011 (unaudited)

#### Note 12 – Callable Debt (continued)

The following security is provided for the callable debt and the following additional credit facilities:

- general security agreement
- mortgage over half of a section of land located near Peace River, Alberta (Note 9)
- 36x60 triple wide modular office complex
- withhold of management compensation
- assignment of investment at a minimum of \$600,000
- assignment of cash deposit of \$748,760, serving as specific security on letters of commercial credit in the amounts of \$248,760 and \$500,000 referenced below

The Corporation has a letter of commercial credit for \$603,000 to the benefit of the Province of Alberta for decommissioning and restoration at the Susan Lake pit. A cost of 1.75% per annum is charged for the letter of commercial credit.

The Corporation has access to a letter of commercial credit, for which the maximum of \$250,000 is available at a cost of 1.75% per annum relating to decommissioning and restoration. As at May 31, 2012, a letter of commercial credit of \$248,760 has been issued to the benefit of the Province of Alberta in relation to a miscellaneous lease for a storage yard located at the Poplar Creek site.

The Corporation has access to a letter of commercial credit, for which the maximum of \$500,000 is available at a cost of 1.75% per annum relating to decommissioning and restoration. As at May 31, 2012, a letter of commercial credit of \$500,000 has been issued to the benefit of the Province of Alberta for decommissioning and restoration at the Poplar Creek pit.

The Corporation has access to a corporate credit card facility, up to a maximum of \$50,000.

As at May 31, 2012 the Corporation is in compliance with the lender's financial covenants.  
See Subsequent Events- Note 23

#### Note 13 – Decommissioning and Restoration Provision

The Corporation has recognized a decommissioning and restoration provision in connection with the Poplar Creek management agreement and related surface material lease acquired November 20, 2008, with the Kearl pit surface material lease for land disturbance occurring during the year ended November 30, 2011, and with the House River pit surface material lease for land disturbance occurring during the three months ended February 29, 2012.

	<b>Six months ended May 31, 2012</b>	<b>Year ended November 30, 2011</b>
Balance at beginning of period	\$ 587,664	\$ 267,781
Change in interest rate	7,537	14,241
Accretion	2,237	7,204
Change in estimate	7,291	(184,874)
Kearl pit addition during the period	-	483,312
House River pit addition during period	174,348	-
Balance at end of period	<u>\$ 779,077</u>	<u>\$ 587,664</u>

## **ATHABASCA MINERALS INC.**

### **Notes to Condensed Interim Financial Statements**

**For the six months ended May 31, 2012 and May 31, 2011**

**(unaudited)**

#### **Note 13 – 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 May 31, 2012 of approximately \$539,840. This pertains to both the depleted 42 acre parcel of land transferred under a long-term land use agreement with a work camp provider (Note 8), and the depleted 124 acres on which the Corporation holds a miscellaneous lease to develop a storage yard within the Poplar Creek pit. The decommissioning and restoration costs are expected to be expended at the expiry of the land use agreement in 2015 plus an expected five year renewal through 2020, and at the expiry of the miscellaneous lease term in 2013 plus an expected ten year renewal through 2023, with decommissioning and restoration expected to commence in 2022.

These estimated future cash flows have been discounted at a risk-free rate of 1.79%. The Corporation has provided a \$500,000 letter of credit to the benefit of the Province 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 11). 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 May 31, 2012 of approximately \$177,656 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 1.79%. The Corporation has provided a \$38,300 security deposit paid to the Province 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 during the three months ended May 31, 2012 with the increase added to the related asset.

During the three months ended February 29, 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 May 31, 2012 of approximately \$210,051 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 1.79%. The Corporation has provided a \$27,430 security deposit paid to the Province 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%.

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. Included in the short-term investment is a \$603,000 term deposit backing a letter of commercial credit in the same amount to the benefit of the Province of Alberta for decommissioning and restoration in relation to the Susan Lake management agreement and related surface material lease.

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 14 - 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

**ATHABASCA MINERALS INC.****Notes to Condensed Interim Financial Statements****For the six months ended May 31, 2012 and May 31, 2011****(unaudited)****Note 14 - Income Taxes** (continued)

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:

	<u>May 31, 2012</u>	<u>November 30, 2011</u>	<u>December 1, 2010</u>
Deferred tax assets:			
Decommissioning and restoration provision	\$ 194,769	\$ 146,916	\$ 66,945
Cumulative eligible capital	25,079	25,079	26,756
Prepaid gravel	37,500	37,500	-
Share issue costs	13,990	13,990	13,990
	<u>271,338</u>	<u>223,485</u>	<u>107,691</u>
Deferred tax liabilities:			
Property and equipment	80,207	65,684	59,465
Resource properties	1,278,648	953,901	816,001
Land use agreement receivable	176,959	204,233	-
Intangible assets	1,188,690	1,296,621	1,537,901
	<u>2,724,504</u>	<u>2,520,439</u>	<u>2,413,367</u>
Deferred tax liability	<u>\$ 2,453,166</u>	<u>\$ 2,296,954</u>	<u>\$ 2,305,676</u>

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.

	<u>Six months ended</u>	
	<u>May 31, 2012</u>	<u>May 31, 2011</u>
Income before income taxes	\$ 2,419,584	\$ 752,691
Statutory Canadian combined corporate tax rate	25.0%	26.5%
Expected tax expense	604,896	199,463
Increase in income taxes resulting from:		
Non-deductible expenses	107,177	96,677
Other	201,851	82,688
Changes in income tax rates	-	11,038
	<u>\$ 913,924</u>	<u>\$ 389,866</u>

The provision for deferred taxes is comprised of:

Provision for current taxes	\$ 757,712	\$ 147,943
Provision for deferred taxes	<u>156,212</u>	<u>241,923</u>
	<u>\$ 913,924</u>	<u>\$ 389,866</u>

# ATHABASCA MINERALS INC.

## Notes to Condensed Interim Financial Statements For the six months ended May 31, 2012 and May 31, 2011 (unaudited)

### Note 15 - Share Capital

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

- b) The Corporation has issued common voting shares of its share capital as follows:

	<u>Six months ended May 31,</u> <u>2012</u>		<u>Year ended November 30,</u> <u>2011</u>	
	<u>Number of</u> <u>Shares</u>	<u>Amount</u>	<u>Number of</u> <u>Shares</u>	<u>Amount</u>
Balance at beginning of period	27,199,166	\$ 6,655,116	27,149,165	\$ 6,585,761
Transfer from contributed surplus on exercise of stock options	-	51,530	-	54,358
Repurchased shares (Note 14 c)	-	-	(215,000)	(52,154)
Issued shares on exercise of stock options (Note 14 d)	<u>233,333</u>	<u>60,666</u>	<u>265,001</u>	<u>67,151</u>
Balance at end of period	<u>27,432,499</u>	<u>\$ 6,767,312</u>	<u>27,199,166</u>	<u>\$ 6,655,116</u>

- c) Repurchased common shares:

During the years ended November 30, 2010 and 2011 the Corporation had in place a normal course issuer bid that commenced on July 5, 2010 and terminated on July 5, 2011. During the year ended November 30, 2011 the aggregate cost of the common shares purchased and cancelled was \$58,498 of which \$52,154 was recorded as a charge against share capital for the average carrying value of the common shares of approximately \$0.24 per share with \$6,344 charged to retained earnings.

During the six months ended May 31, 2012 the Corporation had in place a normal course issuer bid (the "Bid"). In accordance with the terms of the Bid, the Corporation may purchase up to a total of 1,353,375 common shares representing approximately 5% of the common shares of the Corporation issued and outstanding as at August 1, 2011. The Bid commenced on August 12, 2011 and will terminate on August 12, 2012. All acquisitions of common shares by the Corporation pursuant to the Bid will be made through the facilities of TSX Venture Exchange Inc. (the "Exchange") at the market price for the common shares at the time of the acquisition. The purchase and payment for the common shares will be made by the Corporation in accordance with the by-laws and rules of the Exchange.

There are no persons acting jointly or in concert with the Corporation in respect of the Bid. The Corporation is making the Bid in order to stabilize the trading price and provide liquidity in the market for its common shares. During the year ended November 30, 2011 and during the six months ended May 31, 2012 no common shares had been repurchased pursuant to the Bid that commenced on August 12, 2011.

- d) Stock options:

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

**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
**For the six months ended May 31, 2012 and May 31, 2011**  
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**Note 15 - Share Capital** (continued)

d) Stock options:

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

	<b>Six months ended May 31, 2012</b>		<b>Year ended November 30, 2011</b>	
	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>
Options outstanding, beginning of period	2,414,100	\$ 0.33	2,645,767	\$ 0.32
Issued	1,205,000	\$ 0.63	70,000	\$ 0.35
Expired or cancelled	(1,205,767)	\$ 0.40	(36,666)	\$ 0.26
Exercised	<u>(233,333)</u>	\$ 0.26	<u>(265,001)</u>	\$ 0.25
Options outstanding, end of period	<u>2,180,000</u>	\$ 0.47	<u>2,414,100</u>	\$ 0.33

Of the outstanding stock options, 905,000 options were exercisable at May 31, 2012 at a weighted average exercise price of \$0.26 per share.

The weighted average remaining contractual life of the options is 3.89 years. The weighted average share price on the dates options were exercised is \$0.44.

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.

On March 29, 2012, the Corporation granted 1,205,000 stock options to the Corporation's directors, officers, employees and consultants. The options vest as to one-third on each of August 29, 2012, March 29, 2013 and August 29, 2013. The fair value of the options on the grant date was estimated at \$556,107 (\$0.4615 weighted average fair value per option) using the Black-Scholes option-pricing model with the following assumptions:

Exercise price	\$0.63 (equal to closing price on date of grant)
Dividend yield	Nil
Expected Volatility	97%
Risk free rate of return	1.55%
Expected life	5 years

**ATHABASCA MINERALS INC.**  
**Notes to Condensed Interim Financial Statements**  
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**Note 15 - Share Capital** (continued)

d) Stock options: (continued)

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:

<u>Expiry Date</u>	<u>Exercise Price</u>	<u>Number of Options Outstanding May 31, 2012</u>	<u>Number of Options Outstanding November 30, 2011</u>	<u>Number of Options Outstanding December 1, 2010</u>
January 8, 2012	\$ .40	-	955,767	955,767
October 15, 2012	\$ .26	50,000	150,000	150,000
May 13, 2013	\$ .40	25,000	75,000	75,000
September 21, 2014	\$ .25	450,000	450,000	625,000
October 15, 2014	\$ .40	-	100,000	100,000
November 2, 2014	\$ .40	-	100,000	100,000
October 15, 2015	\$ .26	380,000	513,333	640,000
October 6, 2016	\$ .35	70,000	70,000	-
March 29, 2017	\$ .63	1,205,000	-	-
		<u>2,180,000</u>	<u>2,414,100</u>	<u>2,645,767</u>

e) Net income per common share

	<u>For the Three Months Ended May 31,</u>		<u>For the Six Months Ended May 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
<b>Net income per common share- basic</b>				
Net income	\$ 721,252	\$ 364,715	\$ 1,505,660	\$ 362,825
Weighted average number of common shares outstanding	27,312,934	26,934,165	27,256,361	27,010,399
Net income per common share	\$ 0.026	\$ 0.014	\$ 0.055	\$ 0.013
<b>Net income per common share- diluted</b>				
Net income	\$ 721,252	\$ 364,715	\$ 1,505,660	\$ 362,825
Weighted average number of common shares outstanding	27,312,934	26,934,165	27,256,361	27,010,399
Effect of employee share-based compensation	<u>545,122</u>	<u>1,611,534</u>	<u>491,731</u>	<u>372,829</u>
Weighted average number of common shares outstanding, assuming dilution	27,858,056	28,545,699	27,748,092	27,383,228
Net income per common share	\$ 0.026	\$ 0.013	\$ 0.054	\$ 0.013

During the three months ended May 31, 2012 all options outstanding at May 31, 2012 were dilutive. During the six months ended May 31, 2012, 1,205,000 options outstanding at May 31, 2012 were not dilutive.

**ATHABASCA MINERALS INC.****Notes to Condensed Interim Financial Statements**

For the six months ended May 31, 2012 and May 31, 2011

(unaudited)

**Note 16 – Finance Costs**

	For the Three Months Ended May 31,		For the Six Months Ended May 31,	
	2012	2011	2012	2011
Interest on callable debt	\$ 40,242	\$ 62,824	\$ 85,681	\$ 129,835
Accretion	1,551	1,204	2,237	2,370
	<u>\$ 41,793</u>	<u>\$ 64,028</u>	<u>\$ 87,918</u>	<u>\$ 132,205</u>

**Note 17 - Related Party Transactions**

During the three months ended May 31, 2012 the Corporation incurred expenses of \$305,232 (2011 - \$138,622) 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 six months ended May 31, 2012 the Corporation incurred expenses of \$404,690 (2011 - \$262,112) 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 May 31,		For the Six Months Ended May 31,	
	2012	2011	2012	2011
Directors and Officers:				
Directors fees and expenses	\$ -	\$ 6,889	\$ -	\$ 9,139
Travel and miscellaneous	11,008	12,570	18,140	16,972
Exploration and development costs	-	256	-	256
	<u>11,008</u>	<u>19,715</u>	<u>18,140</u>	<u>26,367</u>
Companies controlled by directors and officers:				
Consulting fees for services rendered	97,149	94,407	169,260	191,699
Travel and miscellaneous	2,250	2,909	4,500	5,960
Exploration and development costs	179,825	6,591	182,790	8,086
Rent	15,000	15,000	30,000	30,000
	<u>294,224</u>	<u>118,907</u>	<u>386,550</u>	<u>235,745</u>
	<u>\$ 305,232</u>	<u>\$ 138,622</u>	<u>\$ 404,690</u>	<u>\$ 262,112</u>

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 18 – 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 May 31,		For the Six Months Ended May 31,	
	2012	2011	2012	2011
Salaries and other benefits	\$ 258,927	\$ 191,576	\$ 413,430	\$ 365,016
Share-based benefits	70,084	21,782	88,116	50,968
	<u>\$ 329,011</u>	<u>\$ 213,358</u>	<u>\$ 501,546</u>	<u>\$ 415,984</u>

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**Note 19 - Financial Instruments**

The Corporation's financial instruments consist of cash, short-term restricted cash, restricted cash, accounts receivable, land use agreement receivable, short-term investment, long-term deposits, trade and other payables, and callable debt.

a) Fair Value

Due to the short-term nature of cash, short-term restricted cash, accounts receivable, and trade and other payables the carrying value of these financial instruments approximate their fair value. The fair value of callable debt, short-term investment and restricted cash 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. 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, short-term restricted cash, restricted cash, short-term investment, accounts receivable, long-term deposits and land use agreement receivable. The Corporation's maximum credit risk at May 31, 2012 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 May 31, 2012, 75.4% of the Corporation's accounts receivable was due from four customers.

The Corporation's aged accounts receivable are comprised of 45.0% current, 26.0% past due up to 60 days and 29.0% past due over 60 days. While certain amounts are past due, management considers there is no impairment of the accounts receivable.

Included in accounts receivable past due over 60 days is \$800,035 owed to the Corporation from a customer who is an oil sands industry participant. This amount has been disputed by the customer however management expects to collect the receivable during the year ending November 30, 2012.

Credit risk associated with cash, short-term restricted cash, restricted cash and short-term investment 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 Province 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. The Corporation has complied with all ratios as at May 31, 2012 however the credit facilities are due on demand. The demand feature of the credit facilities increases the Corporation's liquidity risk as the bank could demand repayment. Management has assessed this risk and believes that it has sufficient capital through internally generated cash flows or alternate sources of financing to mitigate this risk.

As at May 31, 2012 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 and callable loans. In aggregate the contractual maturities and amount due at maturity by fiscal year for these financial liabilities are as follows:



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**Note 19 - Financial Instruments** (continued)

c) Liquidity Risk (continued)

Year 1	\$ 4,601,762
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The Corporation expects the callable debt will be repaid in monthly amounts, however, the balance of \$2,963,354 has been reported above as the lender has the right to demand full repayment at any time.

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 for 2012. The expectation could be adversely affected by a material negative change in the demand for aggregate or the Corporation's management contracts (Note 10).

As discussed in Note 23 a), subsequent to the period end the Corporation has refinanced its credit facilities. As a result, the credit facilities which are due on demand as at May 31, 2012 will be replaced by term debt which is to be repaid in monthly amounts over four years. The Corporation's liquidity risk will therefore be reduced as a result of refinancing.

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 May 31, 2012 the Corporation had USD cash on hand in the amount of \$11,885 (CAD \$12,200), and no USD denominated trade and other payables.

e) Interest Rate Risk

The Corporation has an interest bearing term deposit and carries variable rate debt financing. Given the interest rate is fixed on the term deposit the Corporation is not exposed to any interest rate risk on this financial instrument. However, the Corporation is exposed to interest rate risk on the variable rate callable debt. A 100 basis point increase in the interest rate on the callable debt would decrease net income and comprehensive income by approximately \$22,000.

The Corporation's bank loans bear interest at 1.875% and 2% over the bank's prime lending rate. As the bank's prime lending rate fluctuates so will the cost of borrowing. While exposed to interest rate risk in the short term, the Corporation has the ability to convert the variable rate financing to fixed rate financing on the demand loan bearing the bank's prime lending rate plus 1.875%, due December 31, 2013 thereby significantly reducing the exposure to interest rate risk. Given the ability to convert to a fixed rate bank loan, the Corporation is not exposed to significant interest rate risk.

As discussed in Note 23 a), subsequent to the period end, the Corporation has refinanced its credit facilities. Upon refinancing, the Corporation's term debt will bear interest at bank prime plus 1.75% and the operating loan will bear interest at bank prime plus 1%, except for the letters of credit issued from the operating loan that will bear interest at 2.5% over the bank's prime lending rate. The lease facility will bear a fixed rate of interest to be determined at time of funding, currently set at 4.15%.

**Note 20 - Capital Disclosures**

The Corporation defines capital as equity. 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.

## ATHABASCA MINERALS INC.

### Notes to Condensed Interim Financial Statements For the six months ended May 31, 2012 and May 31, 2011 (unaudited)

#### Note 20 - Capital Disclosures (continued)

The Corporation is subject to externally imposed capital requirements represented by various bank covenants related to its callable loans. These covenants include restrictions on capital expenditures, minimum debt service coverage, maximum funded debt, minimum working capital ratio and a minimum equity. The covenants will result in restrictions on the use of capital. As at May 31, 2012 the Corporation is in compliance with these covenants.

There were no changes to the Corporation's capital management during the period ended May 31, 2012.

Note 21 - Supplemental Cash Flow Information	Six Months Ended	
	May 31, 2012	May 31, 2011

The Corporation paid or received cash during the period for the following:

Interest paid	\$ 85,427	\$ 129,835
Interest received	\$ 8,606	\$ 457
Income taxes paid	\$ 270,000	\$ 1,154,300

#### Note 22 – Transition to IFRS

The Corporation's IFRS accounting policies presented in Note 5 have been applied in preparing the financial statements for the period ended May 31, 2012, the comparative information and the opening balance sheet at the Transition Date.

The Corporation has applied IFRS 1, *First-time Adoption of International Financial Reporting Standards* in preparing these IFRS financial statements. The effects of the transition to IFRS on equity, net income and comprehensive income and reported cash flows are presented in this section and are further explained in the notes that accompany the tables below. There was no significant impact on the statements of cash flows as a result of adopting IFRS.

#### First time adoption and exceptions applied

Upon transition to IFRS, IFRS 1 mandates certain exceptions to IFRS and permits certain exemptions from full retrospective application. The Company has applied the mandatory exceptions and elected certain optional exemptions.

#### Mandatory exceptions to retrospective application

##### Estimates

Hindsight was not used to create or revise estimates. The Corporation's estimates in accordance with IFRS at the date of transition are consistent with estimates made for the same date in accordance with Canadian GAAP.

#### Elected exemptions from full retrospective application

##### Share-based payment transactions

The Corporation has elected under IFRS to not apply IFRS 2 *Share-based Payments* to stock options that have vested by December 1, 2010, the Transition Date.

## **ATHABASCA MINERALS INC.**

### **Notes to Condensed Interim Financial Statements**

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#### **Note 22 – Transition to IFRS (continued)**

##### **Elected exemptions from full retrospective application (continued)**

###### **Business Combinations**

The Corporation has elected not to apply IFRS 3 *Business Combinations* retrospectively to business combinations that occurred before the date of transition to IFRS.

###### **Borrowing Costs**

The Corporation has elected not to capitalize borrowing costs related to any qualifying asset that has started development as at the transition date. The capitalization of borrowing costs will commence following the transition date.

###### **Presentation differences**

Some financial statement line items are described differently under IFRS than they were under Canadian GAAP. These line items (with Canadian GAAP descriptions in brackets) are:

- Deferred taxes (Future income taxes)
- Share-based compensation (stock-based compensation)
- The statement of net income, comprehensive income and retained earnings has been replaced by two separate statements: statement of comprehensive income and statement of changes in equity
- Trade and other payables (accounts payable and accrued liabilities)
- Depreciation and amortization (Amortization)
- Decommissioning and restoration provision (asset retirement obligation)
- Finance costs (interest on callable debt and accretion)

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**Note 22 – Transition to IFRS (continued)**

Reconciliation of balance sheets

	As at December 1, 2010			As at May 31, 2011			As at November 30, 2011			
	Canadian GAAP	Effect of transition to IFRS	IFRS	Canadian GAAP	Effect of transition to IFRS	IFRS	Canadian GAAP	Effect of transition to IFRS	IFRS	
	Note	\$	\$	\$	\$	\$	\$	\$	\$	
<b>ASSETS</b>										
<b>CURRENT</b>										
Cash		1,296,812	-	1,296,812	567,477	-	567,477	1,397,883	-	1,397,883
Accounts receivable		3,210,246	-	3,210,246	2,045,658	-	2,045,658	3,778,126	-	3,778,126
Prepaid expenses		502,546	-	502,546	420,502	-	420,502	327,510	-	327,510
Income tax receivable		-	-	-	305,447	-	305,447	-	-	-
Current portion of land use agreement receivable		-	-	-	58,657	-	58,657	213,057	-	213,057
Short-term investment		603,000	-	603,000	603,000	-	603,000	603,000	-	603,000
		<u>5,612,604</u>	<u>-</u>	<u>5,612,604</u>	<u>4,000,741</u>	<u>-</u>	<u>4,000,741</u>	<u>6,319,576</u>	<u>-</u>	<u>6,319,576</u>
LONG-TERM DEPOSITS		25,050	-	25,050	25,050	-	25,050	106,590	-	106,590
RESTRICTED CASH		-	-	-	-	-	-	25,522	-	25,522
PROPERTY AND EQUIPMENT		858,911	-	858,911	803,504	-	803,504	734,034	-	734,034
LAND USE AGREEMENT RECEIVABLE		-	-	-	155,468	-	155,468	603,876	-	603,876
RESOURCE PROPERTIES	i	3,445,276	(65,900)	3,379,376	4,652,274	(65,900)	4,586,374	4,729,270	(34,781)	4,694,489
INTANGIBLE ASSETS	ii	6,201,442	33,052	6,234,494	5,732,656	26,418	5,759,074	5,175,926	-	5,175,926
GOODWILL		2,537,701	-	2,537,701	2,537,701	-	2,537,701	2,537,701	-	2,537,701
		<u>18,680,984</u>	<u>(32,848)</u>	<u>18,648,136</u>	<u>17,907,394</u>	<u>(39,482)</u>	<u>17,867,912</u>	<u>20,232,495</u>	<u>(34,781)</u>	<u>20,197,714</u>
<b>LIABILITIES</b>										
<b>CURRENT</b>										
Trade and other payables		871,279	-	871,279	1,073,006	-	1,073,006	1,476,071	-	1,476,071
Income tax payable		700,910	-	700,910	-	-	-	271,630	-	271,630
Callable debt		5,723,729	-	5,723,729	4,803,604	-	4,803,604	3,883,479	-	3,883,479
		<u>7,295,918</u>	<u>-</u>	<u>7,295,918</u>	<u>5,876,610</u>	<u>-</u>	<u>5,876,610</u>	<u>5,631,180</u>	<u>-</u>	<u>5,631,180</u>
DECOMMISSIONING AND RESTORATION PROVISION	ii	231,436	36,345	267,781	241,148	29,681	270,829	446,032	141,632	587,664
DEFERRED TAX	i, ii, iii	2,357,456	(51,780)	2,305,676	2,577,116	(29,518)	2,547,598	2,341,057	(44,103)	2,296,954
		<u>9,884,810</u>	<u>(15,435)</u>	<u>9,869,375</u>	<u>8,694,874</u>	<u>163</u>	<u>8,695,037</u>	<u>8,418,269</u>	<u>97,529</u>	<u>8,515,798</u>
<b>EQUITY</b>										
SHARE CAPITAL		6,585,761	-	6,585,761	6,533,607	-	6,533,607	6,655,116	-	6,655,116
CONTRIBUTED SURPLUS		736,643	-	736,643	826,430	-	826,430	795,996	-	795,996
RETAINED EARNINGS		1,473,770	(17,413)	1,456,357	1,852,483	(39,645)	1,812,838	4,363,114	(132,310)	4,230,804
		<u>8,796,174</u>	<u>(17,413)</u>	<u>8,778,761</u>	<u>9,212,520</u>	<u>(39,645)</u>	<u>9,172,875</u>	<u>11,814,226</u>	<u>(132,310)</u>	<u>11,681,916</u>
		<u>18,680,984</u>	<u>(32,848)</u>	<u>18,648,136</u>	<u>17,907,394</u>	<u>(39,482)</u>	<u>17,867,912</u>	<u>20,232,495</u>	<u>(34,781)</u>	<u>20,197,714</u>



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**Note 22 – Transition to IFRS** (continued)

**Reconciliation of equity**

	Share Capital \$	Contributed surplus \$	Retained Earnings \$	Total \$
<b>December 1, 2010 – Canadian GAAP</b>	6,585,761	736,643	1,473,770	8,796,174
Revaluation of carrying value of exploration costs			(65,900)	(65,900)
Revaluation of carrying value of resource property decommissioning and restoration assets			33,052	33,052
Revaluation of carrying value of decommissioning and restoration provision			(36,345)	(36,345)
Deferred tax impact of changes to carrying amounts			51,780	51,780
<b>December 1, 2010 – IFRS</b>	<b>6,585,761</b>	<b>736,643</b>	<b>1,456,357</b>	<b>8,778,761</b>
<b>May 31, 2011 – Canadian GAAP</b>	6,533,607	826,430	1,852,483	9,212,520
Revaluation of carrying value of exploration costs			(65,900)	(65,900)
Revaluation of carrying value of resource property decommissioning and restoration assets			26,418	26,418
Revaluation of carrying value of decommissioning and restoration provision			(29,681)	(29,681)
Deferred tax impact of changes to carrying amounts			29,518	29,518
<b>May 31, 2011 – IFRS</b>	<b>6,533,607</b>	<b>826,430</b>	<b>1,812,838</b>	<b>9,172,875</b>
<b>November 30, 2011 – Canadian GAAP</b>	6,655,116	795,996	4,363,114	11,814,226
Revaluation of carrying value of exploration costs			(65,900)	(65,900)
Revaluation of carrying value of resource property decommissioning and restoration assets			31,119	31,119
Revaluation of carrying value of decommissioning and restoration provision			(141,632)	(141,632)
Deferred tax impact of changes to carrying amounts			44,103	44,103
<b>November 30, 2011 - IFRS</b>	<b>6,655,116</b>	<b>795,996</b>	<b>4,230,804</b>	<b>11,681,916</b>

**Notes to Reconciliation**

**i. Resource Properties**

IFRS prohibits the capitalization of exploration costs in advance of holding permits on exploration properties. As a result, the Corporation wrote off \$65,900 of capitalized exploration costs as of December 1, 2010, the date of transition, decreasing resource properties and retained earnings by that amount at December 1, 2010, at May 31, 2011 and at November 30, 2011.

For the year ended November 30, 2011 there was a \$34,781 decrease in resource properties, comprised of an increase in resource properties decommissioning and restoration assets during the year, less the \$65,900 write off of resource properties as of December 1, 2010.

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**Note 22 – Transition to IFRS** (continued)

**Notes to Reconciliation** (continued)

**ii. Decommissioning and Restoration Provision**

Under Canadian GAAP the discount rate used is the credit adjusted risk free rate which is set at the time the obligation is established. Under IFRS the discount rate reflects the risks specific to the provision and is updated if conditions change that would require a change in the rate. As well, the accretion expense is classified as a finance cost under IFRS.

The impact on the transition to IFRS was an increase in the decommissioning and restoration provision of \$36,345, a \$33,052 increase in related decommissioning and restoration assets, and a \$3,293 reduction in retained earnings resulting from \$24,492 reduced accretion expense on the decommissioning and restoration provision and \$27,785 increased amortization expense on decommissioning and restoration assets.

For the quarter ended May 31, 2011 there was a \$2,756 decrease in decommissioning and restoration provision, a \$2,693 decrease in the related decommissioning and restoration assets, and a \$63 increase in net income resulting from \$3,639 increased amortization expense on decommissioning and restoration assets and from \$3,702 reduced accretion expense on the decommissioning and restoration provision.

For the six months ended May 31, 2011 there was a \$29,681 increase in decommissioning and restoration provision, a \$26,418 increase in the related decommissioning and restoration assets, and a \$31 increase in net income resulting from \$7,311 increased amortization expense on decommissioning and restoration assets and from \$7,342 reduced accretion expense on the decommissioning and restoration provision.

For the year ended November 30, 2011 there was an increase in the decommissioning and restoration provision of \$141,632, and a \$107,220 reduction in income before income taxes. The reduction resulted from \$15,289 reduced accretion expense on the decommissioning and restoration provision, \$15,206 increased amortization expense on decommissioning and restoration assets, and \$107,303 increased impairment charges from write off of decommissioning and restoration assets.

**iii. Deferred taxes**

The carrying values of resource properties, the decommissioning and restoration provision and related decommissioning and restoration assets had changed from re-measurement under IFRS, resulting in changed deferred tax calculations.

The impact on the transition to IFRS was a \$51,780 decrease in deferred tax liability and a corresponding increase in retained earnings.

For the six months ended May 31, 2011 there was a \$22,263 reduction in net income resulting from a corresponding increase in deferred tax expense, with no change during the quarter ended May 31, 2011.

For the year ended November 30, 2011 there was a \$7,677 reduction in net income resulting from a corresponding decrease in deferred tax benefit.

## **ATHABASCA MINERALS INC.**

### **Notes to Condensed Interim Financial Statements**

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#### **Note 23 – Subsequent Event**

##### a) Bank Refinancing

In March 2012 the Corporation entered into lease and lending commitment letters with a Canadian chartered bank for a new credit facility in the amount of \$10 million. Initial funding from the new credit facility occurred during the months of June and July 2012.

The new financing arrangement includes \$4,000,000 of term debt used in June 2012 to retire callable debt outstanding of approximately \$2,963,354, providing approximately \$1,036,646 in further working capital. A lease financing component is available for the acquisition of \$3,000,000 of capital expenditures. During June 2012, the Corporation received \$2,108,617 as proceeds from the \$3,000,000 lease facility. This served to reimburse the Corporation for purchases of various machinery and equipment acquired by the Corporation during the current fiscal year. A balance of \$891,383 from the \$3,000,000 lease facility remains available to the Corporation to finance future purchases of property and equipment.

As well, a \$3,000,000 margin-based, revolving operating line of credit is available. During July 2012, this has been partially utilized to secure \$1,351,760 of letters of credit, with the remainder available to finance the Corporation's working capital requirements.

The Corporation's term debt bears interest at bank prime plus 1.75% and the operating loan will bear interest at bank prime plus 1%, except for the letters of credit issued from the operating loan that will bear interest at 2.5% over the bank's prime lending rate. The lease facility will bear a fixed rate of interest to be determined at time of funding. An interest rate of 4.15% is being charged on the lease proceeds received during June 2012.

The term debt and the lease loan will be repaid over a four and five year period, respectively. A maturity date does not apply to the operating line of credit.

##### b) Appointment of Director

On June 24, 2012 the Corporation announced the appointment of William Kanters of Calgary, Alberta to its Board of Directors. Mr. Kanters is employed with PetroBakken Energy Ltd. where he has worked in Business Development and Corporate Planning, and currently has the role of Vice President Capital Markets.

#### **Note 24 –Prior Period Correction**

Prior to IFRS transition, the Corporation recognized work camp income in its May 31, 2011 and August 31, 2011 interim financial statements. At year end November 30, 2011, after further consideration, management determined that a land use agreement receivable and a gain on land use agreement should have been recognized at May 31, 2011. The comparative financial results for the six months ended May 31, 2011 have been restated to reflect the correct accounting treatment. As a result of this adjustment, assets at May 31, 2011 were increased by \$13,891, retained earnings increased by \$13,891, work camp income reduced by \$44,559, the gain on land use agreement increased by \$58,450 and net income for the six months ended May 31, 2011 increased by \$13,891.