

**TARANIS RESOURCES INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in Canadian Dollars)**

**MARCH 31, 2015**

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

May 29, 2015

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company'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 interim financial statements by an entity's auditor.

Yours truly,

*"John J. Gardiner"*

John J. Gardiner  
President and Chief Executive Officer

**TARANIS RESOURCES INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)  
AS AT MARCH 31

	March 31 2015	December 31 2014
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 167,754	\$ 213,400
Receivables	<u>13,322</u>	<u>11,569</u>
	181,076	224,969
<b>Buildings and equipment</b> (Note 5)	58,743	58,743
<b>Exploration and evaluation assets</b> (Note 6)	<u>3,585,417</u>	<u>3,566,331</u>
	<u>\$ 3,825,236</u>	<u>\$ 5,948,388</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 158,073	\$ 107,918
Loan Payable (Note 8)	100,000	100,000
Flow-through share premium	16,500	16,500
Due to related parties (Note 7)	<u>11,877</u>	<u>10,917</u>
	286,450	235,335
<b>Deferred income taxes</b>	<u>186,000</u>	<u>186,000</u>
	<u>472,450</u>	<u>421,335</u>
<b>Shareholders' equity</b>		
Capital stock (Note 9)	7,824,355	7,824,355
Share-based payment reserve	1,151,118	1,151,118
Deficit	<u>(5,622,687)</u>	<u>(5,546,765)</u>
	<u>3,352,786</u>	<u>3,428,708</u>
	<u>\$ 3,825,236</u>	<u>\$ 3,850,043</u>

**Nature and continuance of operations** (Note 1)

**Approved and authorized by the Board on May 29, 2015:**

\_\_\_\_\_  
"John J. Gardiner" Director "Gary R. McDonald" Director

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

**TARANIS RESOURCES INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)  
**THREE MONTHS ENDED MARCH 31**

	2015	2014
<b>EXPENSES</b>		
Consulting, travel and marketing	\$ -	\$ 6,714
Licenses and fees	5,881	1,469
Office and miscellaneous	1,742	1,896
Professional fees	42,988	18,004
Property abandonment costs	24,500	-
Stock-based compensation	<u>-</u>	<u>42,700</u>
<b>Loss before other items and income taxes</b>	<u>(75,111)</u>	<u>(70,783)</u>
<b>OTHER ITEMS</b>		
Foreign exchange gain (loss)	<u>(811)</u>	<u>(3,983)</u>
	<u>(811)</u>	<u>(3,983)</u>
<b>Loss and comprehensive loss for the period</b>	<u>(75,922)</u>	<u>(74,766)</u>
<hr/>		
<b>Basic and diluted loss per common share</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
<hr/>		
<b>Weighted average number of common shares outstanding</b>	<u>45,800,316</u>	<u>42,124,989</u>

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

TARANIS RESOURCES INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Expressed in Canadian Dollars)  
THREE MONTHS ENDED MARCH 31

	2014	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year	\$ (75,922)	\$ (74,766)
Item not affecting cash:		
Stock-based compensation	-	42,700
Changes in non-cash working capital items:		
Decrease (increase) in receivables	(1,753)	(2,082)
Increase (decrease) in accounts payable and due to related parties	<u>28,690</u>	<u>(25,9836)</u>
Net cash used in operating activities	<u>(48,985)</u>	<u>3,376</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Exploration and evaluation asset expenditures	3,339	(68,393))
	<u>-</u>	<u>-</u>
Net cash used in investing activities	<u>(45,646)</u>	<u>(68,393)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Capital stock issued	-	-
Share issuance costs	-	-
Subscription received in advance	-	-
Due to related parties	<u>-</u>	<u>-</u>
Net cash provided by financing activities	<u>-</u>	<u>-</u>
<b>Increase (decrease) in cash during the period</b>	(45,646)	(128,524)
<b>Cash, beginning of period</b>	<u>213,400</u>	<u>528,549</u>
<b>Cash, end of period</b>	<u>\$ 167,754</u>	<u>\$ 400,025</u>
<b>Cash paid for interest</b>	\$ 1,250	\$ 1,250
<b>Cash received for interest</b>	\$ -	\$ -
<b>Cash paid for income taxes</b>	\$ -	\$ -

**Supplemental disclosure with respect to cash flows** (Note 12)

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

TARANIS RESOURCES INC.  
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(Expressed in Canadian Dollars)

	Capital Stock		Share-Based Payment Reserve	Deficit	Total
	Number of Shares	Amount			
Balance as at January 1, 2014	42,124,989	7,631,252	1,108,418	(3,289,754)	5,449,916
Loss for the period	-	-	-	(74,766)	(74,766)
Stock-based compensation			42,700		42,700
<b>Balance as at March 31, 2014</b>	<b>42,124,989</b>	<b>7,631,252</b>	<b>1,151,118</b>	<b>(3,364,520)</b>	<b>5,417,850</b>
Balance as at January 1, 2015	45,800,316	7,824,355	1,151,118	(5,546,765)	3,428,708
Loss for the period	-	-	-	(75,922)	(75,922)
<b>Balance as at March 31, 2015</b>	<b>45,800,316</b>	<b>\$ 7,824,355</b>	<b>\$ 1,151,118</b>	<b>\$ (5,622,687)</b>	<b>\$ 3,352,786</b>

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

**1. NATURE AND CONTINUANCE OF OPERATIONS**

Taranis Resources Inc. (the “Company”) is an exploration stage company incorporated in the Province of British Columbia. The registered office and records office of the Company are located at Suite 1710 – 1177 West Hastings Street, Vancouver BC. The Company together with its subsidiaries is in the process of acquiring and exploring its mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable.

The Company continues to be dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of exploration projects, and ultimately, the Company’s ability to continue as a going concern, is dependent upon the existence and economic recovery of reserves, the ability to raise financing to complete the development of the properties, and upon future profitable production or, alternatively, upon the Company’s ability to dispose of its interest on an advantageous basis, all of which are uncertain. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

While the Company has been successful in obtaining its required financing in the past, there is no assurance that such financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

**2. BASIS OF PRESENTATION**

These consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

**Critical accounting estimates and judgements**

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

**2. BASIS OF PREPARATION** (cont'd...)

**Critical accounting estimates and judgements** (cont'd...)

*Judgements*

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- ii) The useful lives of buildings and equipment which is based on industry standards for the term of use of the buildings and equipment. Those items of buildings and equipment that are not being utilized in operations or for which there is an indefinite life are not amortized.

*Estimates*

- i) The inputs used in calculating the fair value for stock-based compensation expense included in profit and loss and stock-based share issuance costs included in shareholders' equity. The stock-based compensation expense is estimated using the Black-Scholes options-pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company's common shares, the expected life of the options, and the estimated forfeiture rate.
- ii) The valuation of shares issued in non-cash transactions, including the settlement of debt. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**Basis of consolidation**

These consolidated financial statements include the financial statements of the Company and the wholly-owned subsidiaries Taranis Resources U.S. Inc. and ENVI Joint Ventures LLC, incorporated in the U.S.A., and Taitiu Oy, a Finnish Corporation. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

**Foreign exchange**

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company to be the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the exchange rate at the reporting date, while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of operations in the period in which they arise.



**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Financial instruments**

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive loss.

*Available-for-sale* - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

*Other financial liabilities* - This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Financial instruments (cont'd...)**

Financial liabilities(cont'd...)

The Company has classified its cash and marketable securities as fair value through profit and loss. The Company's receivables are classified as loans and receivables. The Company's accounts payable and accrued liabilities, loans payable and due to related parties are classified as other financial liabilities.

**Buildings and equipment**

Buildings and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses. Depreciation is recognized using the declining balance method at an annual rate of 4% for buildings and 20% for equipment. Buildings and equipment that are withdrawn from use, or have no reasonable prospect of being recovered through use or sale, are regularly identified and written off. The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Subsequent expenditures relating to items of buildings and equipment are capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance.

Gains and losses on disposal of an item of buildings and equipment are determined by comparing the net proceeds from disposal with the carrying amount of the asset and are recognized in the statement of operations and comprehensive income.

**Exploration and evaluation - mineral properties**

Pre-exploration costs are expensed as incurred. Costs related to the acquisition and exploration of mineral properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable over the estimated economic life of the property, or the property is abandoned, or management deems there to be an impairment in value, the property is written down to its net realizable value.

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the mineral property. If payments received exceed the capitalized cost of the mineral property, the excess is recognized as income in the year received. The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Impairment**

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that 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. A reversal of an impairment loss is recognized immediately in profit or loss.

**Provision for environmental rehabilitation**

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of mineral properties and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

**Loss per share**

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Stock-based compensation**

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, capital stock is credited by the sum of the consideration paid and the related portion of stock-based compensation previously recorded in share-based payment reserve. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the stock-based compensation. Otherwise, stock-based compensation is measured at the fair value of goods or services received.

**Income taxes**

Income tax on the profit or loss for the periods presented 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, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the Company does not recognize the deferred tax asset.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**TARANIS RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
**MARCH 31, 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Flow-through shares**

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid for the flow-through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in income at the same time the qualifying expenditures are made and renounced to the shareholders.

**4. NEW ACCOUNTING PRONOUNCEMENTS**

Financial Instruments IFRS 9, "Financial Instruments" ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013. The Company is currently evaluating the impact of IFRS 9 on its financial instruments.

**5. BUILDINGS AND EQUIPMENT**

	Buildings	Equipment	Total
<b>Balance, March 31, 2014</b>	\$ 33,634	\$ 18,895	\$ 52,529
<b>Accumulated depreciation</b>			
<b>Balance, March 31, 2014</b>	\$ 1,280	\$ 3,590	\$ 4,870
<b>Carrying amount</b> As at March 31, 2014	\$ 32,354	\$ 15,305	\$ 47,659
	Buildings	Equipment	Total
<b>Balance, March 31, 2015</b>	\$ 33,634	\$ 31,735	\$ 65,369
<b>Accumulated depreciation</b>			
<b>Balance, March 31, 2015</b>	\$ 1,629	\$ 4,997	\$ 6,629
<b>Carrying amounts</b> As at March 31, 2015	\$ 32,005	\$ 26,738	\$ 58,743

During periods ended March 31, 2015 and 2014, the Company did not use the buildings and equipment and therefore did not record any depreciation.

**TARANIS RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
**MARCH 31, 2015**

**6. EXPLORATION AND EVALUATION ASSETS**

	Canada	Finland	March 31, 2015
<b>Acquisition costs:</b>			
Balance, beginning of period	\$ 675,268	\$ 12,381	\$ 687,649
Additions	-	18,200	18,200
Disposals	-	-	-
Balance, end of period	<u>675,268</u>	<u>30,581</u>	<u>705,849</u>
<b>Exploration costs:</b>			
Balance, beginning of year	<u>2,780,909</u>	<u>97,773</u>	<u>2,878,682</u>
Assaying	886	-	886
Geological fees	-	-	-
Engineering	-	-	-
	<u>886</u>	<u>-</u>	<u>886</u>
Balance, end of period	<u>2,781,795</u>	<u>97,773</u>	<u>2,879,568</u>
<b>Total costs</b>	<u>\$ 3,457,063</u>	<u>\$ 128,354</u>	<u>\$ 3,585,417</u>

**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

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

**Finland Properties**

*Kettukuusikko Property*

The Company had two mineral claims located in Finland known as the Kettukuusikko Gold Deposit.

*Naakenavaara Property*

The Naakenavaara property was comprised of ten claims located in northern Finland.

*Riikonkoskii Property*

The Company's six mineral claim applications in Northern Finland were approved in fiscal 2014.

Subsequent to December 31, 2014, the Company has elected to relinquish the Kettukuusikko and Naakenavaara properties resulting in a write-down of \$2,087,808 charged to operations. This write-down was reflected in the Consolidated statements of operations and Comprehensive Loss for the year ended December 31, 2014.

**British Columbia Properties**

*Thor Property*

The Company acquired a 100% interest in certain mineral rights entitled the Thor Property located in the Revelstoke mining district of British Columbia, Canada.

The Company has acquired additional contiguous mineral claims by staking and making certain payments.

**7. RELATED PARTY TRANSACTIONS**

The Company entered into transactions with related parties during the three month period ended March 31, 2015 as follows:

- a) Paid or accrued professional fees of \$10,000 (2014 - \$10,000) to a corporation controlled by a director.
- b) Paid or accrued deferred exploration costs of \$nil (2014 - \$nil) and consulting and administrative costs of \$nil (2014 \$2,310) to a company controlled by the Chief Executive Officer.
- c) Paid or accrued consulting and other costs of \$nil (2014 - \$nil) and loan interest (note 9) of \$1,250 (2014 \$1,250) to a company controlled by the Chief Financial Officer.
- d) Paid or accrued professional fees of \$3,500 (2014 - \$3,500) to a director.

**TARANIS RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
MARCH 31, 2015

**7. RELATED PARTY TRANSACTIONS (cont'd...)**

Included in accounts payable and accrued liabilities is \$46,578 (December 31, 2014 - \$49,682) due to directors and companies controlled by directors of the Company. Amounts due to related parties are due to a director and companies controlled by directors of the Company and are non-interest bearing and have no specific terms of repayment.

**8. LOAN PAYABLE**

The loan payable is due to a corporation controlled by a director of the Company (Note 8). It is unsecured, bears interest at a rate of 5% per annum and is repayable on demand or upon the Company completing one or more financings totalling at least \$2,000,000. At the discretion of the lender, the loan and any unpaid interest thereon may be converted into common shares of the Company at the minimum price per share provided for under the rules and policies of the TSX Venture Exchange. Such conversion would be subject to approval by the TSX Venture Exchange.

**9. CAPITAL STOCK AND SHARE-BASED PAYMENT RESERVE**

**Authorized**

Unlimited common class shares without par value.  
Unlimited class A preferred shares with a par value of \$1.

**Private placements**

During the three months ended March 31, 2015, the Company did not issue any common shares.

During fiscal 2014, the Company:

- a) Issued 1,350,000 units at a price of \$0.10 per unit for gross proceeds of \$135,000. Each unit consisted of one flow-through common share and one share purchase warrant, each warrant entitling the holder to purchase one additional flow-through common share at a price of \$0.10 until July 4, 2016. The flow-through units were valued at \$67,500 with a deferred share premium of \$67,000.
  
- b) Issued 375,000 common shares for gross proceeds of \$37,500 on the exercise of flow-through warrants.

**Stock options and warrants**

The Company has a stock option plan whereby, from time to time, at the discretion of the Board of Directors, stock options are granted to directors, officers, employees and certain consultants. The exercise price of each option is based on the market price of the Company's common stock at the date of grant, subject to a minimum price of \$0.05. The options can be granted for a maximum term of 5 years and vest at the discretion of the Board of Directors.



**TARANIS RESOURCES INC.**  
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(Expressed in Canadian Dollars)  
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**9. CAPITAL STOCK AND SHARE-BASED PAYEMENT RESERVE (cont'd...)**

**Stock options and warrants (con'd...)**

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock Options	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, December 31, 2013	10,361,668	\$ 0.14	2,750,000	\$ 0.19
Granted	-1,350,000	-	- 1,100,000	- 0.05
Expired/cancelled	(4,111,668)			
Exercised	(316,667)	-	-	-
Outstanding, December 31, 2014	7,225,000	0.17	3,850,000	0.15
Granted	-	-	- (500,000)	0.21
Expired/cancelled	-	-	-	-
Exercised	-	-	-	-
Outstanding, March 31, 2015	7,225,000	\$ 0.14	3,350,000	\$ 0.12
Number currently exercisable	7,225,000	\$ 0.14	3,350,000	\$ 0.12

The following options and warrants to acquire common shares of the Company were outstanding at March 31, 2015:

	Number of Shares/Units	Exercise Price	Expiry Date
<b>Options</b>			
	600,000	0.30	December 31, 2015
	900,000	0.13	April 27, 2017
	750,000	0.10	December 24, 2017
	1,100,000	0.05	February 12, 2019
<b>Warrants</b>			
<b>Regular</b>	5,000,000	0.15	October 22, 2015
<b>Flow-through</b>	250,000	0.10	December 30, 2015
	625,000	0.10	December 31, 2015
	1,350,000	0.10	July 4, 2016

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**10. SEGMENTED INFORMATION**

The Company's one reportable operating segment is the acquisition and exploration of mineral properties.

The Company's capital assets are located in the following geographic locations:

	March 31, 2015	December 31, 2014
Finland	\$ 128,354	\$ 110,154
Canada	<u>3,515,806</u>	<u>3,252,939</u>
	<u>\$ 3,644,160</u>	<u>\$ 3,625,920</u>

**11. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT**

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;  
and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, loan payable, due to related parties and accounts payable and accrued liabilities approximate their carrying value, due to the short-term nature of these instruments. The Company's other financial instruments, cash and marketable securities, under the fair value hierarchy are based on level 1 quoted prices in active markets for identical assets or liabilities.

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

*Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in these financial instruments included in receivables is remote, because these instruments are due primarily from government agencies and cash is held with reputable financial institutions.

**11. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (cont'd...)**

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at March 31, 2015, the Company had a cash balance of \$167,754 (December 31, 2014 – \$213,400) to settle current liabilities of \$286,450 (December 31, 2014 – \$235,335). All of the Company's financial liabilities are subject to normal trade terms. Management is actively pursuing options to enable it to meet its current obligations as they become due.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

a) Interest rate risk

The Company has cash balances and a loan payable bearing interest at 5% per annum. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions when deemed appropriate. Management periodically monitors such investments and debts and makes adjustments as necessary but does not believe interest rate risk to be significant.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars or Euros. Management believes the risk is not currently significant as only a small portion of these assets and liabilities as at March 31, 2015 and December 31, 2014 are denominated in United States Dollars or Euros.

c) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

*Capital management*

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

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

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

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**11. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (cont'd...)**

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

**12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Significant non-cash transactions during the period ended March 31, 2015 included:

- a) Accruing mineral property expenditures of \$28,752 through accounts payable and accrued liabilities as at March 31, 2015.

Significant non-cash transactions during the period ended March 31, 2014 included:

- a) Accruing mineral property expenditures of \$35,667 through accounts payable and accrued liabilities as at March 31, 2014.

**13. SUBSEQUENT EVENTS**

**Option Agreement**

On May 15, 2015 the Company entered into a binding letter agreement with Roca Mines Ltd. (Roca) under the terms of which it has been granted an exclusive option entitling it to acquire 65 percent of the issued and outstanding common shares of Forty Two Metals Inc. a subsidiary of Roca, by November 30, 2015. In accordance with the agreement the Company has paid a \$150,000 non-refundable deposit and agreed to make the following payments

- a) \$25,000 payable on September 1, 2015 if the closing of the exercise of the option has not occurred by August 31, 2015
- b) \$50,000 payable on October 1, 2015 if the closing of the exercise of the option has not occurred by September 30, 2015
- c) \$75,000 payable on November 1, 2015 if the closing of the exercise of the option has not occurred by October 31, 2015

In order to exercise the option, the Company is required to make an additional cash payment of \$1,200,000 and issue 3,000,000 warrants to Roca, each of which will entitle Roca to purchase one common share of the Company at a price of \$0.10 for a period of two years from the date of issuance.

The agreement and the transactions contemplated therein are subject to acceptance by the TSX Venture Exchange.

**Loan Payable**

The Company has funded the non-refundable deposit with respect to the above mentioned Option Agreement by securing a \$150,000 loan from a third party Lender. The loan bears interest at 8% per annum to be calculated and paid annually from the date that the principal portion was advanced (May 19, 2015). The Company will repay to the lender the principal together with all accrued and unpaid interest thereon no later than May 19, 2017.

At the lender's election and sole discretion, it may direct the Company to pay the interest owing in either cash or in shares of the Company.

The loan is unsecured except that the lender shall be entitled to receive a 2% Net Smelter Return Royalty covering the Company's Thor Property, (note 6) if: either of the following situations occurs:

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- a) a person not currently related to the Company acquires more than 40% of the then issued and outstanding common shares of the Company; or
- b) the Company becomes bankrupt, makes a proposal under any legislation relating to bankruptcy or insolvency or becomes subject to any proceeding, arrangement or compromise with its creditors, or has a receiver receiver-manager or trustee appointed to hold its assets.

**Management and Board of Directors**

On May 6, 2015, George R. Kent resigned as the Chief Financial Officer, as a Vice-President and as a Director of the Company, and Director Gary R. McDonald was appointed as the Company's new Chief Financial Officer.