



PACIFIC WILDCAT RESOURCES CORP.

advanced and strategic minerals and metals

Unaudited condensed Interim Financial Statements of:

PACIFIC WILDCAT RESOURCES CORP.

(An Exploration Stage Company)

September 30, 2012

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NOTICE TO READER

The accompanying unaudited condensed consolidated interim financial statements of the Company for the nine months ended September 30, 2012 have been prepared by and are the responsibility of management in accordance with International Financial Reporting Standards applicable to unaudited condensed interim financial reporting.

The Company's independent auditor has not audited or performed a review of these financial statements, in accordance with standards established by the Canadian Institute of Chartered Accountant for a review of unaudited condensed consolidated interim financial statements by an entity's auditor.

Pacific Wildcat Resources Corp.
September 30, 2012
(Expressed in Canadian Dollars)

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PACIFIC WILDCAT RESOURCES CORP.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION (UNAUDITED)

Expressed in Canadian Dollars

As at September 30, 2012 and December 31, 2011

	Note	September 30 2012	December 31 2011
ASSETS			
Current			
Cash and cash equivalents	5	\$ 290,698	\$ 4,331,693
Receivables	6	135,002	62,658
Prepays		146,903	431,324
		572,603	4,825,675
Non Current			
Property, plant and equipment	7	2,456,612	2,328,182
Exploration and evaluation assets	4,8,9	64,108,073	6,379,558
Interest in Mineral Property Option	4, 9	—	14,552,732
		\$ 67,137,288	\$ 28,086,147
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Trade and other payables	12,15	\$ 488,505	\$ 669,137
Loans payable	13,15	872,483	—
Notes payable	14	1,275,000	—
		2,635,989	669,137
Non Current			
Loans payable to related parties	15	1,835,457	—
Deferred income tax liability		774,000	774,000
Total liabilities		5,240,503	1,443,137
Shareholders' equity			
Share capital	10	47,783,147	25,098,903
Contributed surplus	10	5,633,120	5,255,495
Shares reserved to be issued		—	190,000
Subscriptions received in advance		—	2,426,425
Accumulated other comprehensive income		73,571	(3,953)
Non-controlling interest	4	16,036,636	—
Deficit		(7,634,632)	(6,323,860)
Total shareholders' equity		61,891,842	26,643,010
		\$ 67,137,288	\$ 28,086,147

They are signed on the Company's behalf by:

"David Paull"David Paull
Director"Darren Townsend"Darren Townsend
Director

PACIFIC WILDCAT RESOURCES CORP.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS (UNAUDITED)

Expressed in Canadian Dollars

For the three and nine months ended September 30, 2012

	Note	Three Months September 30		Nine Months September 30	
		2012	2011	2012	2011
Interest and other income		\$ -	1,353	\$ 17,331	\$ 1,657
Expenses					
Administrative and general	15,16	235,665	442,881	1,179,923	1,102,899
Depreciation	7	-	3,494	15,178	17,565
Impairment		-		15,970	-
Loss on foreign exchange translation		24,861	(152)	45,701	5,771
Stock-based compensation	11	-	1,397,542	—	1,397,542
Total expenses		260,526	446,223	1,256,771	2,523,776
Net loss		(260,526)	(444,870)	(1,239,440)	(2,522,119)
Other comprehensive loss					
Gain (loss) on reporting currency translation		(3,191)	(199,656)	(71,334)	(242,632)
Total other comprehensive loss		(3,191)	(199,656)	-	(242,632)
Total comprehensive loss for the period		\$ (263,717)	(644,526)	\$ (1,310,774)	\$ (2,764,751)
Loss per common share basic and diluted		\$ (0.00)	(0.02)	\$ (0.01)	\$ (0.03)

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

PACIFIC WILDCAT RESOURCES CORP.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

Expressed in Canadian Dollars

For the nine months ended September 30, 2012

	Note	Common Shares Amount	Shares to be Issued	Subscriptions Received	Contributed Surplus	Accumulated Deficit	Accumulated Other Income	Non Controlling Interest	Total
Balance, January 1, 2011		\$ 5,284,647	\$ (57,204)	\$ —	\$ 3,467,689	\$ (3,643,515)	\$ (83,290)	\$ —	\$ 4,968,326
Loss for the period		—	—	—	—	(2,522,119)	—	—	(2,522,119)
Exercise of warrants	10	1,333,753	—	—	—	—	—	—	1,333,753
Stock options exercised	11	221,175	—	—	(71,237)	—	—	—	149,938
Agent compensation options	10,11	34,936	—	—	1,808,008	—	—	—	1,842,944
Compensation shares issued	10	11,470,894	—	—	—	—	—	—	11,470,894
Share capital issued	10	8,170,000	—	—	—	—	—	—	8,170,000
Stockbased compensation	11	—	—	—	1,397,542	—	—	—	1,397,542
Shares issued for Mineral Property Interest	4,8,10	(2,656,950)	—	—	—	—	—	—	(2,656,950)
Share issue costs	10	—	—	—	—	—	—	—	—
Foreign exchange translation		71,239	—	—	—	(221,771)	(60,171)	—	(210,703)
Balance, September 30, 2011		\$ 23,929,693	\$ (57,204)	\$ —	\$ 6,602,002	\$ (6,387,405)	\$ (143,461)	\$ —	\$ 23,943,624
Balance, January 1, 2012		\$ 25,098,903	\$ 190,000	\$ 2,426,425	\$ 5,255,495	\$ (6,323,860)	\$ (3,953)	\$ —	\$ 26,643,010
Loss for the period		—	—	—	—	(1,310,774)	—	—	(1,310,774)
Share capital issued	10	6,000,000	—	(2,426,425)	—	—	—	—	3,573,575
Exercise of warrants	10	8,182	—	—	—	—	—	—	8,182
Agents warrants	10	—	—	—	377,625	—	—	—	377,625
Stock options exercised	11	57,000	—	—	—	—	—	—	57,000
Shares issued for Mineral Property Interest	4,8,10	17,175,711	—	—	—	—	—	—	17,175,711
Shares issued for compensation	10	190,000	(190,000)	—	—	—	—	—	—
Share issue costs	10	(746,649)	—	—	—	—	—	—	(746,649)
Adjustment on acquisition of non-controlling interest	4	—	—	—	—	—	—	16,036,636	16,036,636
Foreign exchange translation		—	—	—	—	—	77,524	—	77,524
Balance, September 30, 2012		\$ 47,783,147	\$ —	\$ —	\$ 5,633,120	\$ (7,634,634)	\$ 73,571	\$ 16,036,636	\$ 61,891,842

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

PACIFIC WILDCAT RESOURCES CORP.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)

Expressed in Canadian Dollars

For the nine months ended September 30, 2012

	Note	September 30 2012	September 30 2011
Cash flows from operating activities			
Loss for the year		\$ (1,239,440)	\$ (2,522,119)
Adjustments to reconcile loss to net cash used in operating activities:			
Depreciation	7	15,178	17,565
Finance expense		—	1,558,310
Stockbased compensation	11	—	1,397,542
Changes in non-cash working capital balances:			
Trade and other receivables	5	(72,344)	(24,327)
Trade and other payables	12	(271,823)	(105,464)
Prepaid expenses		284,421	(35,994)
Total cash outflows from operating activities		(1,284,008)	285,513
Cash Flows From Investing Activities			
Acquisition of property, plant and equipment		(143,607)	(1,379,309)
Investment in exploration and evaluation assets	4,8,9	(8,193,120)	(1,253,898)
Interest in Mineral Property Option	4,8,9	—	(4,542,557)
Total cash outflows from investing activities		(8,336,727)	(7,175,764)
Cash Flows From Financing Activities			
Loan payable	13	872,483	—
Note payable	14	1,275,000	—
Repayments to related parties		91,191	(133,809)
Subscriptions for the issuance of shares		(2,426,425)	(715,978)
Issuance of shares	10	6,065,182	10,512,585
Share issue costs	10	(369,024)	—
Net cash provided by financing activities		5,508,407	9,662,798
Effect of foreign exchange on cash		71,334	(158,584)
Increase(decrease) in cash		(4,040,995)	2,613,963
Cash and equivalents, beginning of period		4,331,693	1,138,501
Cash and equivalents, end of period		\$ 290,698	\$ 3,752,464

See Note 19 for Non-Cash Transactions

1. CORPORATION INFORMATION

Pacific Wildcat Resources Corp. (“PAW” or the “Company”) is governed by the Business Corporations Act (British Columbia) and is primarily engaged in the acquisition and development of mineral properties located in Africa. The business of exploring for and mining of minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s principal asset is the TML Licenses located in Mozambique and its ownership of 100% of Stirling Capital Limited and Cortec (Pty Ltd), owners of a 70% interest Cortec Mining Kenya Limited, holder of the exploration rights to the Mrima Hill Niobium and Rare Earth Property, located in Kenya.

The Company is listed on the TSX Venture Exchange, having the symbol PAW.V as a Tier 2 issuer and its corporate office and principal place of business is located at 110 – 2300 Carrington Road, West Kelowna, B.C. Canada, V4T 1G3.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements for the nine month period ended September 30, 2012 have been prepared in accordance with IAS 34 Interim Financial Reporting.

These condensed consolidated interim financial statements should be read in conjunction with the Company’s 2011 annual financial statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The condensed consolidated interim financial statements have been prepared using accounting policies consistent with those used in the Company’s 2011 annual financial statements except for income tax expense which is recognized in each interim period based on the best estimate of the weighted average annual income tax rate expected for the full financial year.

The condensed consolidated interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency, unless otherwise indicated.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on March 13, 2013.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

The Company has not generated revenues from its operations to date. The Company will be required to raise additional funds through equity issuances or exercise of warrants to fund exploration costs and provide working capital. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants. The Company will continue to have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**Basis of Consolidation**

These consolidated financial statements include the accounts of:

	% of	<u>Ownership</u>	<u>Jurisdiction</u>	<u>Principal Activity</u>
Tantalum Mineracao e Prespeccao Limitada	100		Mozambique	Exploration
Stirling Capital Limited	100		United Kingdom	Holding
Cortec (Pty) Ltd.	100		United Kingdom	Holding
Cortec Mining Kenya Limited	70		Kenya	Exploration

All inter-company transactions and balances including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing condensed consolidated interim financial statements.

Standards, Amendments and Interpretations Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning after January 1, 2012 or later periods.

The following new standards, amendments and interpretations that have not been early adopted in these interim financial statements will or may have an effect on the Company's future results and financial position:

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2015. The Company is in the process of evaluating the impact of the new standard on the accounting for the available-for-sale investment.

• IFRS 10 Consolidated Financial Statements

IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Company is yet to assess the full impact of IFRS 10 and intends to adopt the standard no later than the accounting period beginning on January 1, 2013.

• IFRS 11 Joint Arrangements

IFRS 11 describes the accounting for joint arrangements in which two or more parties have joint control; IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC 13 Jointly Controlled Entities — Non-Monetary Contributions by Venturers. The Company is yet to assess the full impact of IFRS 11 and intends to adopt the standard no later than the accounting period beginning on January 1, 2013.

• IFRS 12 Disclosures of Interests in Other Entities

IFRS 12 includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Company is yet to assess the full impact of IFRS 12 and intends to adopt the standard no later than the accounting period beginning on January 1, 2013.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**•IFRS 13 Fair Value Measurement**

IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP. The Company is yet to assess the full impact of IFRS 13 and intends to adopt the standard no later than the accounting period beginning on January 1, 2013.

•IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine

In IFRIC 20, the IFRS Interpretations Committee sets out principles for the recognition of production stripping costs in the balance sheet. The interpretation recognizes that some production stripping in surface mining activity will benefit production in future periods and sets out criteria for capitalizing such costs. While the Company is not yet in the production phase, the Company is currently assessing the future impact of this interpretation.

• Amendment to IAS 1 Presentation of Financial Statements

The amendments to IAS 1 revise the presentation of other comprehensive income (OCI). Separate subtotals are required for items which may subsequently be recycled through profit or loss and items that will not be recycled through profit or loss. The standard is effective for annual periods beginning on or after July 1, 2012. The Company is in the process of evaluating the impact of the amendments on the presentation of the income statement.

There are no other IFRSs or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

3. SIGNIFICANT ACCOUNT JUDGMENT, ESTIMATES AND ASSUMPTIONS

Precious & Other Metals Exploration makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies and sources of estimation uncertainty that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed interim financial statements within the next financial year are the same as those that applied to the Company's 2011 annual financial statements.

4. ACQUISITION OF SUBSIDIARY

The Company acquired 100% of the issued and outstanding shares of Stirling Capital Ltd. ("Stirling") and Cortec (PTY) Ltd. ("Cortec UK) (the "Acquisition") on September 12, 2012 (collectively referred to as the "UK Subsidiaries"). The acquisition was made pursuant to the July 22, 2010 Conditional Purchase Agreement (the "Acquisition Agreement") with Finebrook Investments Pty Ltd, as trustee for the O'Sullivan Superannuation Fund ("O'Sullivan Fund") and Dunross Capital Ltd ("Dunross"). The UK Subsidiaries collectively have a 70% interest in Cortec Mining Kenya ("CMK"), a private Kenyan company that holds three prospecting licences in Kenya. The Acquisition was completed in two tranches of 7% and 93%.

4. ACQUISITION OF SUBSIDIARY (Cont'd)

On February 28, 2011 the Company closed the initial tranche of the Acquisition and acquired 7% of the issued share capital of each of Stirling and Cortec UK (the "Initial Closing"), to be held in escrow pending completion of the final tranche of the Acquisition, with the second tranche of 93% of the issued share capital of Stirling and Cortec UK to be acquired upon the satisfaction of certain condition precedents (the "Final Closing").

On December 14, 2011 and April 22, 2012 the Company and the Owners executed Amending Agreements wherein the parties agreed to revise the schedule and timing of the payments to be made on the final closing of the Acquisition. The overall total consideration to be paid to the Owners by PAW did not change.

The key terms of the Amendment Agreements, which was subject to acceptance of the TSX Venture Exchange (received January 5, 2012), are as follows:

- 1) PAW will make a cash payment of A\$3,000,000 (paid) to the Owners on the earlier of:
 - two business days after the completion by PAW of a financing to raise minimum gross proceeds of CDN \$4,000,000 (completed) and January 31, 2012.
- 2) The issuance to the Owners on January 3, 2012 of such number of common shares of PAW which when aggregated with the shares already issued to the Owners in connection with the Acquisition, does not exceed 19.9% of the non-diluted number of the issued and outstanding PAW shares as at that date, provided such Closing Shares issued does not exceed the aggregate number of 24,702,353 shares (issued 20,194,765 on January 5, 2012).
- 3) The final closing will take place on May 7, 2012.

Upon meeting all the remaining closing conditions, which the parties shall use their best endeavors to achieve, the parties have agreed to complete the Acquisition by May 7, 2012 (extended by further amendment) through the issue of the balance of the Closing Shares of approximately 4,500,000 shares and the balance of cash due of approximately CDN\$10.4M to the Owners on the final closing in accordance with the terms and conditions of the Acquisition Agreement.

On July 3, 2012, subject to Exchange approval the Company and Vendors entered into a further agreement ("Amending Agreement") to settle the previously agreed cash consideration of Cdn\$10,960,147 (Aus\$10,579,830) that is payable to the Vendors on the closing of the Acquisition by a combination of the issuance of common shares and a convertible promissory note.

On July 12, 2012 The Company received the Exchange's conditional acceptance to amend the terms of the Acquisition Agreement. Accordingly the Company issued to the Vendors 4,507,585 PAW Shares in accordance with the Acquisition Agreement. The overall total value of the consideration paid to the Vendors by the Company on completion of the Acquisition did not change. The Amending Agreement remained subject to the Company's shareholders approval (received on September 10, 2012).

On September 12, 2012 the Company completed the Final Closing of the Acquisition of the remaining 93% of the issued share capital of the UK Subsidiaries by issuing to the Vendors an aggregate of 92,592,244 common shares of PAW at a deemed price of Cdn\$0.11 per share and issued to the Vendors a convertible promissory notes in the aggregate amount of Cdn\$775,000 (See Note 12 Convertible Notes Payable). All securities issued to the Vendors on the final closing are subject to a hold period expiring on January 13, 2013.

Based on the Company's assessment, the inputs, processes and outputs of the UK Subsidiaries and CMK did not meet the definition of a business pursuant to IFRS. The Company has treated the Acquisition of the

PACIFIC WILDCAT RESOURCES CORP**AMENDED AND RESTATED**

(An Exploration Stage Company)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2012

(Expressed in Canadian Dollars)

4. ACQUISITION OF SUBSIDIARY (Cont'd)

UK Subsidiaries as an asset acquisition using the purchase method and allocated the fair value of consideration to the identifiable assets and liabilities.

The following sets forth the purchase price allocation to the assets acquired and liabilities assumed:

Purchase Price	
Cash	6,650,813
Convertible note	775,000
Common shares	25,345,711
Subtotal	32,771,524
Drilling and exploration	2,748,714
Legal, professional and consulting costs	1,898,579
Total additional cost	4,647,293
Total consideration	37,418,817

Net assets acquired	
Cash	\$72,602
Receivables	\$104,552
Property, plant and equipment	\$4,765
Exploration and evaluation assets*	\$56,135,662
Trade Payables	\$(129,303)
Loans due to related parties	\$(1,835,457)
Non-controlling interest	\$(16,036,636)
Due PAW	\$(897,369)
Total-net assets acquired	\$37,418,817
Consideration paid	37,418,817

*Exploration and evaluation assets include:

Exploration and evaluation costs (CMK)	\$3,007,688
Purchase price	\$37,418,817
Adjustment for non-controlling interest	\$16,036,636
Adjust for net assets acquired	\$(327,479)
	\$56,135,662

5. CASH AND CASH EQUIVALENTS

Cash at banks and on hand earns interest at floating and fixed rates based on daily deposit rates.

PACIFIC WILDCAT RESOURCES CORP**AMENDED AND RESTATED**

(An Exploration Stage Company)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2012

(Expressed in Canadian Dollars)

6. RECEIVABLES

	September 30	December 31
	2012	2011
Sales taxes receivable	\$ 135,002	\$ 62,658

Sales taxes receivable represent input tax credits arising from sales tax levied on the supply of goods purchased or services received in Canada and Kenya.

Management considers that the carrying values of these receivables, which are expected to be recovered quarterly, are not materially different from their fair value because these amounts have short maturity periods on inception.

7. PROPERTY, PLANT AND EQUIPMENT

	Assets under Construction	Plant & Field Equipment	Furniture & Equipment	Office Equipment	Vehicles	Total
Cost						
Balance at January 1, 2011	\$ —	\$ 920,834	\$ 10,489	\$ 9,551	\$ 19,955	\$ 960,829
Assets acquired	1,418,327	159,674	1,468	45,674	—	1,625,143
Effect of foreign currency translation	—	(16,281)	—	—	—	(16,281)
Balance December 31, 2011	\$ 1,418,327	\$ 1,064,227	\$ 11,957	\$ 55,225	\$ 19,955	\$ 2,569,691
Assets acquired		121,579	4,235	17,655		143,470
Effect of foreign currency translation	—	30,318	—	—	—	30,318
Balance September 30, 2012	\$ 1,418,327	\$ 1,216,124	\$ 16,192	\$ 72,880	\$ 19,955	\$ 2,743,479
Depreciation						
Balance at January 1, 2011	\$ —	\$ 157,315	\$ 2,699	\$ 1,793	\$ 7,839	\$ 169,646
Depreciation for the period	—	86,092	3,515	6,451	5,986	102,044
Balance December 31, 2011	\$ —	\$ 243,407	\$ 6,214	\$ 8,244	\$ 13,825	\$ 271,690
Depreciation for the period	—	306	2,154	2,985	9,732	15,177
Balance September 30, 2012	\$ —	\$ 243,713	\$ 8,368	\$ 11,229	\$ 23,557	\$ 286,867
Carrying amounts						
Carrying value at January 1, 2011	\$ —	\$ 763,519	\$ 7,790	\$ 7,758	\$ 12,116	\$ 791,183
Carrying value at December 31, 2011	\$ 1,418,327	\$ 851,001	\$ 5,743	\$ 46,981	\$ 6,130	\$ 2,328,182
Carrying value at September 30, 2012	\$ 1,418,327	\$ 972,411	\$ 7,824	\$ 61,651	\$ (3,602)	\$ 2,456,612

8. EXPLORATION AND EVALUATION ASSETS

	Twigg Licences	TML Licenses	Mrima Hill	Total
Costs				
Balance at January 1, 2011	\$ 50,930	\$ 4,226,018	\$ —	\$ 4,276,948
Acquisition costs	—	—	—	—
Exploration costs	—	2,066,886	—	2,066,886
Impairment	(50,930)	—	—	(50,930)
Foreign exchange movement	—	86,654	—	86,654
Balance at December 31, 2011	\$ —	\$ 6,379,558	\$ —	\$ 6,379,558
Acquisition – Note 4	—	—	56,135,662	56,135,662
Exploration costs	—	1,578,622	—	1,578,622
Foreign exchange movement	—	14,231	—	14,231
Balance at September 30, 2012	\$ —	\$ 7,972,411	\$ 56,135,662	\$ 64,108,073

Twigg License - Mozambique

In June 2008 the Company signed a heads of agreement with African Eagle Resources plc (“AFE”) covering the rights to a 145 square kilometer exploration license in northern Mozambique (the “Twigg Agreement”). This license area, which is currently held in the name of AFE’s wholly-owned subsidiary, Twigg Resources Ltd. (the “Twigg License”), is located immediately adjacent to TMP Licenses. The Twigg Agreement stipulated the Company will commit to spend US\$200,000 on an initial work program to be completed over an 18 month period. The conditions of this agreement have not been met and the license has now expired therefore the carrying value of this asset has been impaired at December 31, 2011.

TMP Licenses – Mozambique

PAW entered into a definitive agreement dated April 7, 2009 and under the terms of the agreement PAW acquired 100% of the issued capital in TML (“TML Shares”) from Bolan (the “Acquisition”). As a result of the Acquisition the Company has five licenses (the “TMP Licenses”) on the Alto Lingonha belt of the Zambezi province in Mozambique which are all five year exploration licenses. For the mining of Tantalum, a royalty of 3% of sales revenue will be payable to the Mozambique Government. As consideration PAW issued to Bolan’s designates 22,510,000 common shares of PAW of which 18,008,000 are subject to an escrow agreement (the “Escrowed Shares”). The Escrowed Shares are subject to a three year staged release escrow commencing August 7, 2009 being the date of which the Exchange issued its final acceptance bulletin in respect of the acquisition. The escrowed securities will be released in stages with 10% of Escrowed Shares being released from escrow immediately and the balance being released in six equal instalments every six months thereafter. All shares as at September 30, 2012 had been released from escrow.

PAW also granted Bolan (or such parties as assigned by Bolan) the right to explore and mine Gemstones on the TMP Property as defined by the Gemstone Right in the Definitive Agreement.

On September 14, 2012 the Company entered into an agreement (the “Sale Agreement”) with Muscadine Limited (“Muscadine”) or its duly appointed Nominee, for the sale of 100% of the shares of TML. Muscadine is the owner of the gemstone rights on all TMP Licenses and will now acquire the tantalum rights. The transaction is scheduled to close no later than November 15, 2012, or such other date as may be agreed upon by the parties. *See Events after the Reporting Date.*

8. EXPLORATION AND EVALUATION ASSETS

Under the terms of the Sale Agreement, Muscadine will purchase the TML Shares and associated tantalum rights in consideration of the payment to PAW on closing of:

- 1) a cash payment of US \$3 million, and
- 2) the transfer and delivery to PAW of an aggregate of 8,872,727 PAW shares currently owned by Muscadine.

The closing of the transaction is subject to the satisfaction of certain conditions, including among others, the acceptance of the Exchange, the receipt of various regulatory approvals, if required.

Mrima Hill Project, Kenya

As described in Note 4 hereinabove on September 12, 2012 the Company completed the acquisition of the UK Subsidiaries which collectively have a 70% interest in CMK a private Kenyan company that holds three prospecting licences in Kenya referred to as the Mrima Hill Property for total acquisition costs of 56,135,662.

9. INTEREST IN MINERAL PROPERTY OPTION

	Mrima Hill Acquisition
Balance December 31, 2009	\$ -
Cash payments to vendors	105,084
Drilling and exploration	291,446
Legal, professional and consulting costs	396,614
Balance January 1, 2011	\$ 793,144
Cash payments to vendors	3,333,029
Shares issued to vendors	8,170,000
Drilling and exploration	887,725
Legal, professional and consulting costs	1,368,834
Balance December 31, 2011	\$ 14,552,732
Cash payments to vendors	\$ 3,987,700
Shares issued to vendors	17,175,711
Drilling and exploration	1,569,543
Legal, professional and consulting costs	133,131
Subtotal	\$ 37,418,817
Adjust to acquisition costs - See Note 4	(37,418,817)
Balance at September 30, 2012	—

As at December 31, 2011 the Company accounted for its 7% interest in the UK Subsidiaries as a derivative financial asset at cost. On September 12, 2012 the Company completed the Acquisition and these costs as at December 31, 2011 form part of the purchase price allocation and acquisition costs as described in Notes 4 and Note 8 hereinabove.

10. SHARE CAPITAL AND RESERVES

a. Common Shares

The Company's authorized share capital is an unlimited number of common shares with no par value. The holders of common shares are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

The following is a summary of changes in common share capital from January 1, 2011 to September 30, 2012:

	Number of Shares	Issue Price	Total
Balance, January 1, 2011	79,015,454	—	5,151,852
Exercise of warrants	904,200	\$0.23	207,966
Exercise of finders' warrants	51,123	\$0.23	11,758
Exercise of warrants	3,814,578	\$0.30	1,144,373
Exercise of agents option	358,800	\$0.22	78,936
Exercise of agents warrants	5,650	\$0.30	1,695
Fair value of agents options exercised	—	—	94,950
Exercise of stock options	350,000	\$0.25	87,500
Exercise of stock options	40,000	\$0.12	4,800
Exercise of stock options	75,000	\$0.19	13,875
Exercise of stock options	500,000	\$0.23	115,000
Exercise of stock options	200,000	\$0.30	60,000
Fair value of stock options	—	—	76,883
Private placement	22,727,272	\$0.22	5,000,000
Private placement	1,000,000	\$0.90	900,000
Private placement	8,570,606	\$0.65	5,570,894
Shares issued for Interest in Mineral Property Option	5,000,000	\$1.13	5,650,000
Shares issued for Interest in Mineral Property Option	4,000,000	\$0.63	2,520,000
Share issue costs	—	—	(1,591,580)
Balance, December 31, 2011	126,612,683		25,098,903
Shares issued for Interest in Mineral Property Option	20,194,768	\$0.42	8,481,803
Shares issued for Interest in Mineral Property Option	4,507,584	\$0.08	360,607
Shares issued for Interest in Mineral Property Option	92,592,244	\$0.09	8,333,302
Private placement	17,142,857	\$0.35	6,000,000
Share issue costs	—	—	(696,649)
Exercise of stock options	300,000	\$0.19	57,000
Exercise of warrants	27,272	\$0.30	8,182
Adjustment for shares to be issued from prior year	1,000,000	\$0.19	190,000
Balance, September 30, 2012	262,377,408	—	47,833,147

10. SHARE CAPITAL AND RESERVES (Cont'd)**a. Common Shares (Cont'd)**

Issued January 1, 2011 – December 31, 2011:

On January 10, 2011, the Company completed Tranche one of a brokered private placement (the "Offering"), which included the issuance of 7,262,400 units at a purchase price of \$0.22 per unit for gross proceeds of \$1,597,728. Each unit was comprised of one common share and one half of a non-transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a purchase price of \$0.30 per share, at any time within eighteen months from issuance, subject to an accelerated expiry date in certain circumstances. No value has been attributed to the warrants as part of the unit offerings.

Macquarie Private Wealth Inc. ("Macquarie") received consideration for brokerage services provided to the Company in connection with Tranche one of the Offering, including a cash commission of \$124,298 as well as an aggregate of 580,992 broker units. Each broker unit entitles Macquarie to purchase, at any time within eighteen months from the closing date of the Offering, one unit at a purchase price of \$ 0.22 per unit. Each unit was comprised of one common share and one half of a non-transferable common share purchase warrant, which have the same terms as the warrants noted above.

On February 25, 2011, the Company closed the balance of the Offering, which included the issuance of a further 15,464,872 units at a purchase price of \$0.22 per unit for gross proceeds of \$3,402,271. Each unit was comprised of one common share and one half of a non-transferable common share purchase warrant, which have the same terms as the warrants noted above.

Macquarie was paid a cash commission of \$266,541 in connection with the balance of the Offering, as well as issued an aggregate of 1,237,189 broker units. Each broker unit entitles Macquarie to purchase, at any time within eighteen months from issuance one unit at a purchase price of \$ 0.22 per unit. Each unit was comprised of one common share and one half of a non-transferable common share purchase warrant, which have the same terms as the warrants noted above.

On January 21, 2011 the Company completed a non brokered private placement for 1,000,000 units at a price of \$0.90 per unit for gross proceeds to the Company of \$900,000. Each unit was comprised of one common share and one half of a non-transferable common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a purchase price of \$1.10 per share, at any time within eighteen months from issuance.

On August 10, 2011 the Company completed a non-brokered private placement for 8,570,606 Units at a price of \$0.65 for gross proceeds to the Company of \$5,570,894. Each Unit consists of one common share and one half of one common share warrant (each whole warrant a "Warrant"), entitling the holder to acquire one additional common share at a price of \$1.00 per share for 18 months from Closing. The Warrants are subject to an accelerated expiry which comes into effect once the shares trade above a weighted average price of \$1.25 for any twenty consecutive trading-day period, subsequent to four months and a day from Closing ("Accelerated Expiry"). In the event of an Accelerated Expiry, the expiry date will be the earlier of the regular 18 month expiry date and 30 days from the date the Company advises the placees of the Accelerated Expiry. No valu has been attributed to the warrants as part of the unit offerings.

10. SHARE CAPITAL AND RESERVES (Cont'd)**a. Common Shares (Cont'd)**

Finders' fees of 6% cash and 6% warrants ("Finders Warrant") were paid on a portion of the Financing, in accordance with the policies of the Exchange. Each Finders Warrant entitles the holder to purchase one common share (a "Finders Share") at a price of \$1.00 per FINDER Share for a period of 18 months from issuance for aggregate cash payments of \$312,856 and 481,317 Finders Warrants.

Issued January 1, 2012 to September 30, 2012:

On January 5, 2012 the Company issued 20,194,768 common shares pursuant to the Acquisition as described in Note 4 hereinabove and valued at \$8,481,803 as determined by the market price when issued being \$0.42 per common share.

On July 18, 2012 the Company issued 4,507,584 common shares pursuant to the Acquisition as described in Note 4 hereinabove and valued at \$360,607 as determined by the market price when issued being \$0.08 per common share.

On July 23, 2012 the Company completed a non-brokered private placement which resulted in the issuance of 17,142,857 Units at a price of \$0.35 for gross proceeds to the Company of CDN \$6,000,000 of which \$2,426,425 was received at December 31, 2011. Each Unit consists of one common share, one half of one common share warrant (each whole warrant a "\$0.50 Warrant"), entitling the holder to acquire one additional common share at a price of \$0.50 for 18 months from Closing and an additional one half of one common share warrant (each whole warrant a "\$0.75 Warrant"), entitling the holder to acquire one additional common share at a price of \$0.75 for 18 months from Closing. The \$0.50 Warrants are subject to an accelerated expiry which comes into effect once the shares trade above a weighted average price of \$0.60 for any twenty consecutive trading-day period, subsequent to four months and a day from Closing ("Accelerated Expiry"). The \$0.75 Warrants are subject to an accelerated expiry which comes into effect once the shares trade above a weighted average price of \$0.85 for any twenty consecutive trading-day period, subsequent to four months and a day from Closing ("Accelerated Expiry"). In the event of an Accelerated Expiry, the expiry date will be the earlier of the regular 18 month expiry date and 30 days from the date the Company advises the places of the Accelerated Expiry.

Finders' fees of 6% cash and 6% warrants ("Finders Warrant") were paid on a portion of the Financing, in accordance with the policies of the Exchange. Each Finders Warrant entitles the holder to purchase one common share (a "Finders Share") at a price of \$0.50 per FINDER Share for a period of 18 months from issuance and on the same terms as the Warrants for aggregate cash payments of CDN \$327,625 and 936,073 Finders Warrants at a value of \$327,625.

Net proceeds from the Private Placement will be used to advance the Mrima Hill Niobium and Rare Earth Project, advance the Muiane Tantalum Project and to make a payment of AUS \$ 3,000,000 to the Vendors (paid) of the Mrima Hill Project as part of the Company's move towards closing the Mrima Hill Acquisition.

On September 12, 2012 the Company issued 92,592,244 common shares pursuant to the Closing of the Acquisition as described in Note 4 hereinabove and valued at \$8,333,302 as determined by the market price when issued being \$0.09 per common share.

10. SHARE CAPITAL AND RESERVES (Cont'd)**b. Preferred Shares**

i. The Company is authorized to issue unlimited preferred shares "Class A" with a par value of \$1.00 each

ii. The Company is authorized to issue unlimited preferred shares "Class B" without par value

There are no preferred shares outstanding at December 31, 2011 and September 30, 2012.

c. Escrowed Shares:

As at September 30, 2012 Nil shares (December 31, 2011 – 7,903,531) held in escrow.

d. Contributed Surplus:

The following is a summary of changes in contributed surplus from January 1, 2011 – September 30, 2012:

	September 30 2012	December 31 2011
Balance beginning of period	\$ 5,255,495	\$ 3,467,689
Warrants - Note 10	377,625	614,906
Share options - Note 11	—	1,172,900
Balance end of period	\$ 5,633,120	\$ 5,255,495

e. Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Company's Statement of Financial Position include "Contributed Surplus" and "Accumulated Deficit".

"Contributed Surplus" is used to recognize the value of stock option grants and share purchase warrants prior to exercise.

"Accumulated Deficit" is used to record the Company's change in deficit from earnings from year to year.

f. Share Purchase Warrants:

	Number	Weighted Average Share Price
Balance, January 1, 2011	904,200	\$0.23
Issued	16,148,934	\$0.51
Exercised	(4,718,778)	\$0.29
Balance, December 31, 2011	12,334,356	\$0.51
Issued	17,142,858	\$0.63
Exercised	(27,272)	\$0.30
Expired	(1,774,400)	\$0.53
September 30, 2012	27,675,542	\$0.60

10. SHARE CAPITAL AND RESERVES (Cont'd)

At September 30, 2012 27,675,542 share purchase warrants were outstanding. Each warrant entitles the holders thereof the right to purchase one common share as follows:

Number	Exercise Price	Expiry Date
6,247,381 ¹	\$0.30	August 25, 2013
3,902,553	\$1.00	February 3, 2013
375,000	\$1.00	February 5, 2013
7,750	\$1.00	February 8, 2013
8,571,429	\$0.50	July 23, 2013
8,571,429	\$0.75	July 23, 2013
27,675,542		

¹On July 24, 2012 the Company received Exchange approval on the extension of the expiry dates of 6,247,381 share purchase warrants from August 25, 2012 to August 25, 2013.

g. Agents Options:

The following is a summary of changes in Agents Options from January 1, 2011 to September 30, 2012:

	Number	Weighted Average Share Price
Balance, January 1, 2011	—	\$—
Issued	1,818,181	\$0.22
Exercised	(358,800)	\$0.22
Expired	(1,459,381)	\$0.22
Balance, September 30, 2012	—	—

h. Agents Warrants

	Number	Weighted Average Share Price
Balance, January 1, 2011	51,123	\$0.23
Issued	481,317	\$1.00
Issued upon exercise of Agents Option	189,400	\$0.30
Exercised	(56,773)	\$0.24
Balance, December 31, 2011	665,067	\$0.81
Expired	(183,750)	\$0.23
Issued	936,073	\$0.50
Issued	1,136,363	\$0.11
Balance, September 30, 2012	2,553,753	\$0.67

10. SHARE CAPITAL AND RESERVES (Cont'd)

At September 30, 2012, 2,553,753 Agents Warrants were outstanding. Each Option entitles the holders thereof the right to purchase one common share as follows:

Number	Exercise Price	Expiry Date
148,740	\$1.00	February 3, 2013
332,577	\$1.00	February 3, 2013
936,073	\$0.50	July 23, 2013
1,136,363	\$0.11	September 12, 2017
2,553,753		

11. SHARE BASED PAYMENTS

a) Option Plan Details

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of five years. Vesting is determined by the Board of Directors. The following is a summary of changes in options from January 1, 2011 to September 30, 2012:

Grant Date	Expiry Date	Exercise Price	During the period ended September 30, 2012 and September 30, 2011				Closing Balance	Vested and Exercisable	
			Opening Balance	Granted	Exercised	Expired			Forfeited
8/7/2009	8/7/2014	\$0.12	1,810,000	—	—	—	—	1,810,000	1,810,000
4/13/2010	4/13/2015	\$0.19	75,000	—	—	—	—	75,000	75,000
7/28/2010	7/28/2015	\$0.19	1,200,000	—	(300,000)	—	—	900,000	900,000
7/28/2010	7/28/2012	\$0.19	300,000	—	—	—	—	300,000	300,000
8/26/2011	8/26/2016	\$0.65	3,250,000	—	—	—	—	3,250,000	3,250,000
8/26/2011	8/26/2013	\$0.65	500,000	—	—	—	—	500,000	275,000
9/1/2011	9/1/2016	\$0.63	300,000	—	—	—	—	300,000	300,000
			7,435,000	—	(300,000)	—	—	7,135,000	6,910,000
Weighted Average Exercise Price			\$0.42	—	—	—	—	\$0.43	\$0.41

b) Fair Value of Options Issued During the Year

During the period ended September 30, 2012 there were no options granted. The weighted average fair value at grant date of options granted during the period ended September 30 2011 was \$1,397,542

The model input for options granted during the period ended September 30, 2011 included:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Risk-Free-Interest Rate	Expected Life	Volatility Factor	Dividend Yield
Aug. 26/11	Aug. 26/16	\$0.55	\$0.65	2.99%	5	79.05%	—
Sept. 1/11	Sept. 1/16	\$0.55	\$0.65	2.99	5	76.84%	—

12. TRADE AND OTHER PAYABLES

		September 30		December 31
		2012		2012
Trade payables	\$	482,826	\$	669,137
Due to related parties		5,680		—
Total	\$	488,505	\$	669,137

13. LOANS PAYABLE

The Company on June 7, 2012 entered into an unsecured loan (the “Loan”) with a private investor (the “Holder”) for \$51,019 (AUS\$50,000) (the “Principle Sum”). The Principle Sum plus interest of 12% per annum (“Interest”) is due on or before December 7, 2012 (the “Maturity Date”).

The Company on June 13, 2012 entered into an unsecured loan (the “Loan”) with a private investor (the “Holder”) for \$50,000 (the “Principle Sum”). The Principle Sum plus interest of 12% per annum (“Interest”) is due on or before December 13, 2012 (the “Maturity Date”).

The Company on June 19, 2012 entered into an unsecured loan (the “Loan”) with a private investor (the “Holder”) for \$200,000 (the “Principle Sum”). The Principle Sum plus interest of 12% per annum (“Interest”) is due on or before December 19, 2012 (the “Maturity Date”).

The Company on July 27, 2012 entered into an unsecured loan (the “Loan”) with a private investor (the “Holder”) for \$111,380 (AUS\$109,156) (the “Principle Sum”). The Principle Sum plus interest of 12% per annum (“Interest”) is due on or before December 27, 2012 (the “Maturity Date”).

The Company on September 7, 2012 entered into an unsecured loan (the “Loan”) with a private investor (the “Holder”) for \$51,019 (AUS\$50,000) (the “Principle Sum”). The Principle Sum plus interest of 12% per annum (“Interest”) is due on or before December 7, 2012 (the “Maturity Date”).

The Company entered into loans payable to related parties of \$408,385 for loans payable to directors or companies controlled by common directors. The loans are unsecured and bear an interest rate at 12% per annum with a six month repayment due date. See Note 14 Related Party Transactions for further details.

14. CONVERTIBLE NOTES PAYABLE**a) Credit Facility**

The Company has arranged in debt financing by way of a non-revolving secured credit facility (the “Facility”) in the amount of \$2.1 million.

Under the terms of the Facility, an aggregate of \$2.1 million can be drawn down by the Company in 3 tranches of \$500,000 each and a final tranche of \$600,000 at specific drawdown dates over a period of nine months as follows:

- (i) September 12, 2012;
- (ii) December 31, 2012 or such earlier pursuant to the terms of the Facility;
- (iii) March 31, 2013; and
- (iv) June 12, 2013;

14. CONVERTIBLE NOTES PAYABLE (cont'd)**a) Credit Facility (cont')**

All amounts drawn down under the Facility will bear interest at the rate of 15% per annum which will be capitalized and is payable in cash on the respective maturity dates. Each drawdown under the Facility plus accrued interest will mature on the earlier of 12 months from the date of such drawdown and the date that the Company completes the sale of assets at a deemed value of not less than \$3 million. Any amounts not drawn down on a drawdown date will bear a standby fee equal to 3% of the undrawn portion of drawdown amount is payable to the Lender on such applicable drawdown date. The Facility will be secured by a charge on the physical assets of TMPL by a pledge of 100% of the shares in TMPL.

The amounts drawn down under the Facility plus accrued and capitalized interest are convertible into units (the "Units") of the Company at the option of the Lender, at any time prior to their respective maturity date, at the greater of Cdn\$0.11 per Unit and the closing market price of the common shares of the Company on the Exchange on the date immediately preceding the date of the drawdown.

Each Unit will consist of one common share of the Company and one share purchase warrant. Each warrant will entitle the holder to purchase one additional common share of the Company at a purchase price equal to the greater of Cdn\$0.11 per unit and the closing market price of the common shares of the Company on the Exchange as of the date immediately preceding the date of issuance of such warrant, for a period of 12 months from the date of the respective drawdown.

The Company has agreed to pay to a finder (the "Finder") at arm's length to the Company and the Lender, a finder's fee on the date of each drawdown in cash equal to 10% of each respective amount drawn down, and will issue to the Finder such number of finder's options which entitle the Finder to purchase such number of common shares of the Company as is equal to 25% of the number of common shares that may be issued on conversion of each amount drawn down at an exercise price equal to the greater of \$0.11 per share and the market price of the common shares of the Company on the Exchange as at the closing on the day immediately preceding the date of the drawdown, exercisable for a period of five years from the date of the respective drawdown.

Upon the First Drawdown (completed on September 12, 2012), the Company will pay to the Finder \$50,000 (paid) in cash and issue to the Finder an aggregate of 1,136,363 (issued) finder's options exercisable at \$0.11 per unit until September 12, 2017.

The secured convertible note issued to the Lender under the terms of the Facility and the finder's options issued to the Finder are subject to a hold period in Canada expiring on January 13, 2013.

The proceeds from the debt financings will be used for advancing work on the Mrima Hill Niobium and Rare Earth project in Kenya and for general working capital purposes.

On November 26, 2012 the Company and the Holder amended the terms of the Facility. See Events after the reporting date.

14. CONVERTIBLE NOTES PAYABLE (Cont'd)

b) Vendors Convertible Note

On September 12, 2012 the Company issued to the Vendors convertible promissory notes in the aggregate amount of \$775,000 (the "Vendors Loan").

The notes are repayable at the Company's election at any time up to September 12, 2013 in cash. The Vendors Loan bears interest at the rate of 1% per month, compounded monthly and the principal and the interest is convertible at any time by the Vendors into common shares of PAW at a price of \$0.11 per share. If the Vendors do not elect to convert the Vendors Loans into common shares, then the principal and interest becomes due in cash on September 12, 2013.

15. RELATED PARTY TRANSACTIONS

a) Rental Payments

i. Rental payments of \$6,300 (nine months end September 30, 2011: \$6,300) were paid to Minco Corporate Management Inc. a Company controlled by the Company's Chief Financial Officer;

	September 30 2012	September 30 2011
Key management personnel compensation comprised :		
Consulting and administration fees	\$190,266	\$321,478
Legal fees	\$79,107	—
Salaries	\$229,646	—
	\$499,019	\$321,478

b) Key Management Compensation

- i) Consulting fees of \$111,004 (nine months ended September 30, 2011 - \$128,509) were paid to a company controlled by Terese Gieselman, Chief Financial Officer and Secretary of the Company;
- ii) Consulting fees and office administration fees of \$79,262 (nine months ended September 30, 2012 - \$35,007) were paid to DAPRB PTY LTD. a company controlled by David Paull director of the Company
- iii) Salaries and/or consulting fees of \$229,649 (nine months ended September 30, 2011 - \$158,965) were paid to Darren Townsend, President and Chief Executive Officer:
- iv) Legal fees of \$79,107 (nine months ended September 30, 2011 - \$Nil) were paid to Norton Rose for services provided by Darryl Levitt, a director of the Company.

c) Related party liabilities:

Amounts due to:	Service for:	September 30 2012	December 31 2011
Minco Corporate Management Inc.	Consulting fees	\$6,439	\$16,708
Terry Lyons	Expenses	\$—	7773

15. RELATED PARTY TRANSACTIONS (Cont'd)

c) Related party liabilities:

Loans payable includes \$408,385 (December 31, 2012 – \$Nil) for loans payable to directors or companies controlled by common directors. The loans are unsecured and bear an interest rate at 12% per annum with a six month repayment due date as follows:

- a. \$75,000 payable to the Townsend Family Trust;
- b. \$250,000 payable to Red Island Resources, a company David Paull has an interest in;
- c. \$50,000 payable to Terry Lyons a director of the Company; and
- d. \$33,065 payable to DJCA PTY, for salaries payable to Darren Townsend;

Non-current loans payable to related parties includes advances of \$1,835,457 to CMK (See note 4 Acquisition of Subsidiary) due to directors or companies controlled by directors of CMK. The advances are unsecured, non-interest bearing wherein the lenders have agreed such loans will be not called for repayment before January 1, 2014.

These transactions were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

16. ADMINISTRATIVE AND GENERAL EXPENSES

	Three Months ended September 30		Nine Month Ended September 30	
	2012	2011	2012	2011
General and Administrative				
Consulting fees	\$ (27,167)	\$ 83,658	\$ 404,046	\$ 215,590
Corporate relations	33,924	110,429	171,658	276,477
Filing fees	47,365	7,559	62,875	22,977
Office	48,530	39,602	144,840	137,931
Professional fees	127,080	78,304	312,591	205,111
Transfer agent fees	6,395	12,035	13,368	22,231
Travel	(462)	1,658	70,545	112,947
Wages	—	109,635	—	109,635
	\$ 235,665	\$ 442,881	\$ 1,179,923	\$ 1,102,899

17. LOSS PER SHARE

Basic loss per share amounts are calculated by dividing the net loss for the year by the weighted average number of ordinary shares outstanding during the year.

Loss Per Share	September 30 2012	September 30 2011
Loss attributable to ordinary shareholders	(\$1,310,774)	(\$2,764,751)
Weighted average number of common shares	170,450,184	108,868,178
Basic and diluted loss per share	(\$0.01)	(\$0.03)

PACIFIC WILDCAT RESOURCES CORP**AMENDED AND RESTATED**

(An Exploration Stage Company)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2012

(Expressed in Canadian Dollars)

17. LOSS PER SHARE (Cont'd)

	September 30 2012	September 30 2011
Weighted Average Number of Common Shares		
Issued common shares at January 1	126,612,683	79,015,454
Effect of shares issued in January 2011	—	8,416,223
Effect of shares issued in February 2011	—	16,364,550
Effect of shares issued in March 2011	—	57,346
Effect of shares issued in April 2011	—	493,407
Effect of shares issued in May 2011	—	296,582
Effect of shares issued in June 2011	—	591,034
Effect of shares issued in July 2011	—	1,715,111
Effect of shares issued in August 2011	—	1,902,823
Effect of shares issued in September 2011	—	15,647
Effect of shares issued in January 2012	35,692,368	—
Effect of shares issued in February 2012	132,967	—
Effect of shares issued in July 2012	1,568,018	—
Effect of shares issued in September 2012	6,444,149	—
Weighted average number of common shares (basic and diluted) at September 30	170,450,184	108,868,178

18. SEGMENT REPORTING

The Company is organized into business units based on mineral properties and has one reportable operating segment, being that of acquisition and exploration and evaluation activities.

Details of identifiable assets by geographic segments are as follows:

As at September, 2012	Canada	Mozambique	Kenya	Total
Property, plant and equipment	66,663	2,385,184	4,765	2,456,612
Exploration and evaluation assets	0	7,972,411	54,143,965	62,116,376
	\$ 66,663	\$ 10,357,595	\$ 54,148,730	\$ 64,572,988

As at December 31, 2011	Canada	Mozambique	Kenya	Total
Property, plant and equipment	\$ 68,634	\$ 2,259,548	\$ —	\$ 2,328,182
Interest in Mineral Property Option	—	—	14,552,732	14,552,732
Exploration and evaluation assets	—	6,379,558	—	6,379,558
	\$ 68,634	\$ 8,639,106	\$ 14,552,732	\$ 23,260,472

19. NON-CASH TRANSACTIONS

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statements of cash flows. During the period ended September 30, 2012 and September 30, 2011, the following transactions were excluded from the statements of cash flows:

- i) The Company, pursuant to the Mrima Hill Acquisition Agreement, issued 117,294,596 common shares valued at \$17,175,712 (2011 – 9,000,000) common shares valued at \$8,170,000) as determined by their market prices when issued.
- ii) A compensation charge of \$327,625 (2011 - \$108,775) associated with the grant of 936,073 (2011 – 481,317) Agents Warrants (as described in Note 9 hereinabove);
- iii) A compensation charge of \$Nil (2011 - \$1,699,233) associated with the grant of Nil (2011 – 1,818,191) Agents Options (as described in Note 9 hereinabove);
- iv) A compensation charge of \$50,000 (2011 - \$Nil) associated with the grant of 1,136,363 Finders Warrants (as described in Note 9 and 11 hereinabove); and
- ii) Resource property and deferred acquisition costs include \$180,407 (2011: \$79,526) through accounts payable and accrued liabilities.

20. COMMITMENTS

On May 14, 2009 the Company entered into a consulting agreement (the “Townsend Contract”) with Darren Townsend and DJCA Pty Ltd. (an Australian corporation of which Mr. Townsend is a director and beneficial owner) pursuant to which the Company has engaged the services of Mr. Townsend as the Company’s President, Chief Executive Officer and a director of the Company. The Company shall pay Mr. Townsend on a monthly basis, a fee of \$AUS17,000 for a minimum term of 3 years.

The Townsend Contract provides that Mr. Townsend/DJCA Pty Ltd is to be issued bonus shares wherein the Company granted Mr. Townsend a bonus of 2,000,000 common shares (the “Bonus Shares”). Exchange approval for the Bonus Shares was obtained on April 30, 2010. However, the services were provided from August 7, 2009, the date in which the Company entered into the Townsend Contract and completed the Company’s Acquisition (Note 4). The Company has recognized the expense over the periods in which the services are received, as follows:

- i) 1,000,000 shares on August 7, 2010 (issued), the first anniversary of the completion of the Company’s Acquisition of TML. The shares were valued at the market price of the shares on the Exchange approval date, for an aggregate value of \$190,000 with \$48,000 expensed as management fees in the year ended December 31, 2009 and the remaining \$142,000 being expensed as management fees in the year ended December 31, 2010.
- ii) 1,000,000 shares on August 7, 2011 (issued), the second anniversary of the completion of the Company’s Acquisition of TML. The shares were valued at the share price on the Exchange approval date for an aggregate value of \$190,000, with \$24,000 being expensed as management fees in the ended December 31, 2009, \$95,000 expensed as management fees during the year ended December 31, 2010 and the remaining \$71,000 being expensed as management fees in the year ended December 31, 2011. Shares to be issued were recorded as \$119,000 at December 31, 2010 and \$190,000 at December 31, 2011.

21. EVENTS AFTER REPORTING DATE**Sales Agreement**

On November 15, 2012 the Company and Muscadine Limited agreed to an extension of the Closing Date of the Sales Agreement until the December 15, 2012 to allow for completion of the Conditions Precedent including applicable regulatory approvals.

Credit Facility

On November 26, 2012 the Company executed an amendment to the non-revolving credit facility agreement ("Amended and Restated Credit Agreement"). Under the terms of the Amended and Restated Credit Agreement PAW has now received the second drawdown amount of \$500,000. In accordance with the terms of the Facility a \$50,000 cash payment and issuance of 1,136,363 Finders Warrants were due to the Finder.

The key terms of the Amended and Restated Credit Agreement are:

1. The requirement to repay the convertible note by the December 17, 2012 if PAW's Tantalum Assets in Mozambique are sold prior to this date.
2. If the Tantalum Asset sale does not close by December 17, 2012 then PAW shall release the convertible note provider from any further obligations with respect to the outstanding instalments (Tranche 3 and 4) of the convertible note, and
3. If the Tantalum Asset sale does not close by December 17, 2012 then PAW and its subsidiaries shall, within a period no later than 3 weeks after the December 17, 2012, provide the convertible note provider and holder with security and charge over the Mozambican Tantalum Assets.