



**DUNCAN PARK**  
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# **Duncan Park Holdings Corporation**

Financial Statements

As At and For the Years Ended

November 30, 2015 and 2014

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying financial statements of Duncan Park Holdings Corporation were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the year-end financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

# Duncan Park Holdings Corporation

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## Independent Auditor's Report

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### To the Shareholders of Duncan Park Holdings Corporation

We have audited the accompanying financial statements of Duncan Park Holdings Corporation, which comprise the statements of financial position as at November 30, 2015 and November 30, 2014, and the statements of operations and comprehensive loss, statements of changes in shareholders' equity and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Duncan Park Holdings Corporation as at November 30, 2015 and November 30, 2014 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has no commercial operations, no revenue and has \$7,393 (2014 -\$19,247) in working capital which is not sufficient for ongoing administration costs. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

*BDO Canada LLP*

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario  
March 28, 2016

**Duncan Park Holdings Corporation**  
**Statements of Financial Position**  
Expressed in Canadian Dollars  
As at November 30, 2015 and 2014

	<b>November 30 2015</b>	<b>November 30 2014</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash (Note 5)	\$34,450	\$46,722
Federal sales tax recoverable	3,837	2,015
	<u>38,287</u>	<u>48,737</u>
<b>NON-CURRENT ASSETS</b>		
Exploration and evaluation assets		
Dome project (Note 6)	1,515,135	1,473,164
McManus project (Note 6)	1,176,366	1,165,720
	<u>2,691,501</u>	<u>2,638,884</u>
LAND (Note 7)	175,000	175,000
<b>TOTAL ASSETS</b>	<u>2,904,788</u>	<u>2,862,621</u>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$30,894	\$29,490
FLOW THROUGH SHARE LIABILITY	1,500	-
TERM LOANS (Note 8)	277,739	147,937
	<u>310,133</u>	<u>177,427</u>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 9)	11,332,138	11,288,132
Contributed surplus (Note 10)	400,293	400,293
Accumulated deficit	(9,137,776)	(9,003,231)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<u>2,594,655</u>	<u>2,685,194</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>2,904,788</u>	<u>2,862,621</u>

**Commitments Note 17**

SIGNED ON BEHALF OF THE BOARD

"Signed" Eric Salsberg

"Signed" David Shaddrick

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

**Duncan Park Holdings Corporation**  
**Statements of Operations and Comprehensive Loss**  
**Expressed in Canadian Dollars**  
**For the years ended November 30, 2015 and 2014**

	<b>2015</b>	<b>2014</b>
<b>EXPENSES</b>		
Compensation (Note 13)	\$18,308	\$16,054
Professional fees		
Legal	20,866	31,644
Audit	22,293	22,566
Regulatory compliance	25,395	24,540
Investor communications	14,461	15,194
Bank charges	1,575	1,230
Interest on term loans	9,802	2,937
Office and general	20,648	19,343
Property taxes	4,767	-
<b>TOTAL EXPENSES</b>	<b>138,115</b>	<b>133,508</b>
<b>FINANCE INCOME</b>		
Interest and foreign exchange	430	(504)
Amortization of flow-through premium	(4,000)	(1,190)
	(3,570)	(1,694)
<b>TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE YEAR</b>	<b>\$134,545</b>	<b>\$131,814</b>
<b>LOSS PER SHARE (Note 15)</b>		
Basic	\$0.001	\$0.001
Diluted	\$0.001	\$0.001
<b>Weighted Average Number of Shares Outstanding</b>	<b>126,039,944</b>	<b>124,965,916</b>

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

**Duncan Park Holdings Corporation**  
**Statements of Changes in Shareholders' Equity**  
Expressed in Canadian Dollars  
**For the years ended November 30, 2015 and 2014**

	Share Capital	Contributed Surplus	Deficit	Total
Balance November 30, 2013	\$11,278,832	\$400,293	(\$8,871,417)	\$2,807,708
Issue of shares pursuant to the Camp McMan agreement	9,300			9,300
Loss for the year			(131,814)	(131,814)
Balance November 30, 2014	\$11,288,132	\$400,293	(\$9,003,231)	\$2,685,194
Issue of shares pursuant to private placements	55,000			55,000
Flow-through premiums	(5,500)			(5,500)
Share issue expenses	(5,494)			(5,494)
Loss for the year			(134,545)	(134,545)
Balance November 30, 2015	\$11,332,138	\$400,293	(\$9,137,776)	\$2,594,655

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

**Duncan Park Holdings Corporation**  
**Statements of Cash Flows**  
**Expressed in Canadian dollars**  
**For the years ended November 30, 2015 and 2014**

	<u>2015</u>	<u>2014</u>
<b>NET OUTFLOW OF CASH RELATED TO THE FOLLOWING ACTIVITIES</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	(\$134,545)	(\$131,814)
Flow-through share premium	(4,000)	(1,190)
Interest on term loans	9,802	2,937
(Increase)/decrease in federal sales tax recoverable	(1,822)	606
Increase/(decrease) in current liabilities	1,404	(21,824)
	<u>(129,161)</u>	<u>(151,285)</u>
<b>FINANCING ACTIVITIES</b>		
Issue of flow-through shares for cash	55,000	-
Term loans	120,000	145,000
Share issue expenses	(5,494)	-
	<u>169,506</u>	<u>145,000</u>
<b>INVESTING ACTIVITIES</b>		
Investment in exploration properties	(52,617)	(31,765)
<b>DECREASE IN CASH</b>	(12,272)	(38,050)
<b>CASH</b>		
<b>AT BEGINNING OF YEAR</b>	46,722	84,772
<b>AT END OF YEAR</b>	<u>\$34,450</u>	<u>\$46,722</u>

The accompanying notes are an integral part of these financial statements



# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

**For the Years Ended November 30, 2015 and 2014**

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

#### **Nature of Business**

The Corporation is incorporated in the Province of Ontario, Canada and is operating in the mining industry, devoting its efforts to establishing commercially viable mineral properties by exploring for gold and other precious metals in politically stable areas of the world. Currently it is exploring two properties in Ontario's prolific Red Lake mining district. It raises money by way of private placements and more recently by term loans and expends that money on exploration activities and administrative expenses. It is a reporting issuer which trades in Canada on the TSX Venture exchange under the symbol DPH-V. The Corporation's registered address is Suite 329, 3219 Yonge Street, Toronto, ON, M4N 3S1.

#### **Going Concern**

These financial statements have been prepared using International Financial Reporting Standards applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of business for the foreseeable future as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period.

At this stage of its development the Corporation has no commercial operations and, therefore, no revenue, and is subject to the normal risks and challenges experienced by other such exploration companies in a comparable stage of development. Specifically, the recovery of the Corporation's investment in mineral properties and related deferred expenditures is dependent upon the discovery of economically recoverable reserves, the ability of the Corporation to obtain necessary financing to develop the properties and establish future profitable production from the properties, or from the proceeds of their disposition. At the year-end the Corporation had \$7,393 (2014 - \$19,247) in working capital which is sufficient to meet its immediate administrative costs, but it must then raise the approximately \$10,000 per month needed for normal ongoing administrative expenses. These material uncertainties cast significant doubt regarding the Corporation's ability to continue as a going concern.

These financial statements do not reflect adjustments to the carrying amounts of assets and liabilities, the reported revenues and expenses and the statements of financial position classifications used that would be necessary if the going concern assumptions were not appropriate.

### **2. BASIS OF PREPARATION**

#### **Statement of compliance**

The financial statements of the Corporation for the year ending November 30, 2015 and the comparative figures for the period ended November 30, 2014 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements..

These financial statements were authorized for issue by the Board of Directors on March 28, 2016.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

### **For the Years Ended November 30, 2015 and 2014**

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#### **Basis of preparation**

These financial statements are prepared on the historical cost basis with a functional and presentation currency of Canadian dollars.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Corporation'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 4.

#### **New and revised standards and interpretations not yet effective**

At the date of authorization of these financial statements, the IASB and the International Financial Reporting Interpretations Committee ("IFRIC") have issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("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 rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IFRS 16 – Leases supersedes IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. It eliminates the distinction between operating and finance leases from the perspective of the lessee. All contracts that meet the definition of a lease will be recorded in the statement of financial position with a "right of use" asset and a corresponding liability. The asset is subsequently accounted for as property, plant and equipment or investment property and the liability is unwound using the interest rate inherent in the lease. The accounting requirements from the perspective of the lessor remains largely in line with previous IAS 17 requirements. The effective date for IFRS 16 is January 1, 2019. The Company is in the process of evaluating the impact of the new standard.

Effective December 1, 2014 the Corporation has adopted IAS 32 Financial Instruments and IFRS 7: Presentation, IAS 36 Impairment of Assets, and IFRIC 21 Levies.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

**For the Years Ended November 30, 2015 and 2014**

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### **3. SIGNIFICANT ACCOUNTING POLICIES:**

The accounting policies set out below have been adopted for the year ended November 30, 2015 and have been applied consistently to all periods presented in these financial statements.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk or change in value.

#### **Pre-exploration Costs**

Pre-exploration costs are expensed in the period in which they are incurred.

#### **Exploration and Evaluation Expenditures**

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures (“E&E”) are recognized and capitalized, in addition to the exploration costs. These direct expenditures include such costs as material used, surveying costs, drilling costs and payments made to contractors.

The Corporation assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Some facts and circumstances which may be indicative of possible impairment are: the expiration of the period for which the Corporation has the right to explore the property or the Corporation’s intention not to renew that right; substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Corporation has decided to discontinue such activities in the specific area; sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recovered in full from successful development or sale.

When a project is deemed to no longer have commercially viable prospects to the Corporation, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of operations and comprehensive loss.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction”. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

Investments in exploration and evaluation properties are recorded at cost and are not written down except to the extent that it is determined that their value is impaired.

Any impairment loss identified is recognized as an expense in the statement of operations and comprehensive loss.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

### **For the Years Ended November 30, 2015 and 2014**

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#### **Joint Arrangement Extinguished**

The Corporation entered into an agreement with Sphere Resources Inc. for the exploration and development of the Dome property dated July 30, 2013. Initially, the Corporation had a 75% participating interest in the costs and revenues of the project. As of November 30, 2014, the joint arrangement had not incurred any cost or generated revenue, but in the first quarter of 2015 the Joint Arrangement was activated with a \$55,000 geophysical program on the lake based claims on the western portion of the property. During the second quarter of 2015 Sphere failed to cure a default in a cash call relating to the exploration program on the Dome property. As a result, the Corporation deemed Sphere to have withdrawn from the joint venture and Sphere's 25% interest has converted to a 10 year, 5% Net Profits Interest, on the terms and conditions set forth in the agreement, and Sphere's former 25% participating interest has transferred to the Corporation. A result is that the joint arrangement no longer exists.

#### **Land**

Land is carried at cost.

#### **Financial Instruments**

The Corporation has no complex financial instruments. In reporting its financial position and results of operations in accordance with IFRS, the Corporation classifies its cash and cash equivalents as loans and receivables which are measured at amortized cost. Accounts payable and accrued liabilities and term loans are classified as other financial liabilities which are measured at amortized cost.

#### **Fair Value Measurement**

The accounting guidance for fair value measurements prioritizes the inputs used in measuring fair value into the following hierarchy:

**Level 1** – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

**Level 2** – Inputs other than quoted prices included within Level 1 that are directly or indirectly observable;

**Level 3** – Unobservable inputs in which little or no market activity exists, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

#### **Income Taxes**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

### **For the Years Ended November 30, 2015 and 2014**

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Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax assets can be utilized. At the end of each reporting period the Corporation reassesses unrecognized deferred tax assets. The Corporation recognizes a previous unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

#### **Share Capital**

Financial instruments issued by the Corporation are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Corporation's common shares, share purchase warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

#### **Loss Per Share**

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year. In periods of a loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and, accordingly, reported basic and diluted loss per share are equal.

#### **Flow-Through Shares**

The Corporation from time to time issues flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying expenditures to investors. On issuance, the Corporation bifurcates the flow-through into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon qualifying expenditures being incurred, the Corporation derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two year period. The portion of the proceeds received but not yet expended at the end of the Corporation's period is disclosed separately as flow-through share liability.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

### **For the Years Ended November 30, 2015 and 2014**

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The Corporation may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. If applicable, this tax is accrued as a finance expense.

#### **Share-based Payments**

Where equity-settled share options are awarded to employees, the fair value of the options at the date of the grant is charged to the statement of operations and comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income, unless they are related to the issuance of shares. Costs related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

#### **Segments**

The Corporation operates in one operating segment only.

#### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The Corporation 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 judgments.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

### **For the Years Ended November 30, 2015 and 2014**

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The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss 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.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### **Judgments**

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustments to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

##### **i) Exploration and Evaluation Expenditure**

The application of the Corporation's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Corporation, which may be based on assumptions about future events or circumstances. Assumptions made may change if new information becomes available. If after an expenditure is capitalized, information becomes available suggesting that the recovery of that expenditure is unlikely, the amount capitalized is written off the in the statement of comprehensive loss in the period the new information becomes available.

##### **ii) Title to Mineral Property Interests**

Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Corporation's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

##### **iii) Income Taxes**

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Corporation recognizes liabilities and contingencies for anticipated tax issues based on the Corporation's current understanding of tax law. For matters where it is probable that an adjustment will be made, the Corporation records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Corporation recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

### **For the Years Ended November 30, 2015 and 2014**

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#### **iv) Impairment of Exploration and Evaluation Expenditures**

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of assumptions.

Determining whether to test E&E assets for impairment requires management's judgment on the following situations among others: the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable discovery quantities of mineral resources and the Corporation has decided to discontinue such activities in the specific area and sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the E&E asset is unlikely to be recovered in full from successful development or by sale.

#### **v) Going concern**

The assessment of the Corporation's ability to execute its strategy by funding future working capital requirements involves judgment.

#### **Estimates**

Information about estimates which may affect the reported financial statements is as follows:

##### **i) Share-based Payment Transactions**

The Corporation measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payments transactions requires determining the most appropriate valuations model, which is dependent on the terms and conditions of the grant. The estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

##### **ii) Fair Value Disclosures**

The Corporation uses estimates based on similar properties in the determination of the fair values of land as disclosed in Note 7.

## **5. CASH**

Cash in the bank earns interest at floating rates based on daily bank deposit rates.

## **6. EXPLORATION AND EVALUATION ASSETS**

The Corporation acquired a 100% interest in two properties in the Red Lake mining district of north-western Ontario, Canada, commonly referred to as the "Dome Property", with respect to 17 unpatented mining claims covering 40 mining units and approximately 504 hectares in the Dome, Byshe and Heyson Townships, and the "McManus Claims" with respect to 17 patented mining claims and 11 licenses of



**Duncan Park Holdings Corporation**  
**Notes to the Financial Statements**  
For the Years Ended November 30, 2015 and 2014

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occupation covering approximately 324 hectares, which abut the Dome property. The Dome property interests are subject to 2% Net Smelter Royalty obligations (“NSR”) to the previous property owners, ½ of which may be purchased for \$1,750,000, and the McManus property interests are subject to 3% NSR to Camp McMan Red Lake Gold Mines Ltd., 1½% of which may be purchased for \$500,000 per ½% interest. Minimum annual advance royalty payments of \$10,000 per annum commenced in December, 2014. The required December 2015 payment was made subsequent to the year-end.

	<b>Dome</b>	<b>McManus</b>	<b>Total</b>
Balance November 30, 2013	1,466,109	1,306,710	2,772,819
Allocated to land	-	(175,000)	(175,000)
Balance November 30, 2013	1,466,109	1,131,710	2,597,819
Issue of shares to Camp McMan		9,300	9,300
Legal fees		14,006	14,006
Exploration costs	7,055	10,704	17,759
Balance November 30, 2014	1,473,164	1,165,720	2,638,884
Exploration costs	41,971	10,646	52,617
Balance, November 30, 2015	1,515,135	1,176,366	2,691,501

Management has carefully considered the carrying value of these properties and has determined that there is no impairment of value.

**7. LAND**

Land includes six vacant lots subject to a registered plan of subdivision in the Town of Red Lake. These residual surface rights were acquired as a part of the earn-in agreement pursuant to which the Corporation acquired the McManus Patents. The estimated fair market value is a level 3 input within the fair value hierarchy and is based upon the most recent sales of similar properties and is in the range of \$150,000 to \$200,000.

**8. TERM LOANS**

In 2014 the Corporation entered into unsecured term loan agreements aggregating \$50,000 and \$95,000 with Mr. Eric Salsberg the Chairman of the Board and Mr. Ian McAvity the President and Chief Executive Officer respectively. The loans bear interest at the rate of 5% per annum calculated annually, and are due and payable on or before December 15, 2016.

Proceeds of the loans were used for working capital purposes.

On each of February 27, April 30, July 20, and November 30, 2015 the Corporation entered into similar \$30,000 term loans with Mr. McAvity. The loans bear interest at the rate of 5% per annum calculated annually, and are due and payable on or before December 15, 2016.

Proceeds of the loans are being used for working capital purposes.

Included in the balance on the statements of financial position is accrued interest of \$12,739 (2014 – \$2,937).

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Subsequent to the year-end the lenders of all of the term loans agreed to extend the due dates of the loans to December 15, 2017.

**9. SHARE CAPITAL**

The authorized capital is an unlimited number of common shares.

The following share transactions have occurred in the past two fiscal years, and the current year to date.

	Number Of Shares	Amount
Balance November 30, 2013	124,790,108	11,278,832
Issue of shares pursuant to the Camp McMan agreement (see (iv) below)	186,000	9,300
Balance November 30, 2014	124,976,108	11,288,132
Issue of flow through shares pursuant to a private placement (see (ii) below)	1,100,000	55,000
Flow-through premium		( 5,500)
Share issue expenses		(5,494)
Balance November 30, 2015	126,076,108	11,332,138

(i) On December 20, 2013 the Corporation issued 186,000 shares to Camp McMan Gold Mines Ltd. Pursuant to the McManus agreement. The shares were valued at \$0.05 per share, the minimum price allowable by the TSXV.

(ii) On December 12, 2014 the Corporation issued 1,100,000 "flow-through" common shares at a price of \$0.05 per share. Proceeds from the \$55,000 private placement were used for the Corporation's exploration program on its Red Lake properties. Mr. Ian McAvity, the Chief Executive Officer of the Corporation, subscribed for 100% of the shares issued pursuant to the private placement, which are subject to a four month hold period. The financing was approved by the non-interested directors of the Corporation.

**10. CONTRIBUTED SURPLUS**

Contributed surplus represents the value attributable to stock options granted but not exercised.

**11. STOCK OPTION PLAN**

The Corporation has a share option plan which was originally approved by shareholders in January, 2003, with certain amendments approved by shareholders in October, 2005, and further amendments in May 2010, at which time it was converted to a "rolling" plan under which the maximum number of options available to be granted is equal to 10% of the shares outstanding at the time of issuance of the grant (The "Share Option Plan").

Options may be granted only to directors, officers, employees and other service providers, subject to applicable securities laws and the rules of any Canadian stock exchange upon which the Common Shares may be listed or may trade from time to time. Options are personal to each optionee. The aggregate

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number of Common Shares reserved for issuance to any person, pursuant to the grant of options, may not exceed 5% of the total number of Common Shares then outstanding. In addition, the total number of Common Shares reserved for issuance to any one consultant or to an employee conducting investor relations activities, within a one-year period, shall not exceed 2% of the total number of Common Shares then outstanding. The Plan also provides that the aggregate number of Common Shares that may be reserved for issuance pursuant to options granted to insiders of the Corporation within a 12 month period shall not exceed 10% of the total number of Common Shares outstanding, unless the Corporation has obtained disinterested shareholder approval.

The exercise price of an option shall not be less than the closing price of the Common Shares on the stock exchange upon which its shares are listed on the last trading day on which the Common Shares traded immediately prior to the date of the grant, subject to an allowable discount of 25% and a \$0.10 minimum. Options granted under the Share Option Plan that have been cancelled or that have expired without being exercised shall again become available for grant. The Board has the discretion to determine the vesting schedule, if any, that would apply to option grants (subject to certain mandated vesting requirements for consultants conducting investor relations activities) and discretion to determine when options will cease to be exercisable in the event of retirement or termination, subject to a 12-month outside date. Notwithstanding this discretion, options are not exercisable past their expiry date.

As a rolling plan, the plan must be approved by shareholders of the Corporation yearly at the Corporation's annual and special meeting of shareholders. The Share Option Plan continues to be administered by the Board, and provides that disinterested shareholder approval shall be obtained for any reduction in the exercise price of options held by insiders of the Corporation.

**Director/Officer/Contractor Options**

The following table sets out the director/officer/contractor stock option activity for the latest fiscal year and the current year to date.

	2015		2014	
	Number	Average Price	Number	Average Price
At beginning of year	4,000,000	\$0.10	4,000,000	\$0.10
Granted	-	-	-	-
Exercised	-	-	-	-
Expired	-	-	-	-
Forfeited	(100,000)	\$0.10	-	-
At end of year	3,900,000	\$0.10	4,000,000	\$0.10

Vested options exercisable at November 30, 2015 – 3,900,000 (2014 – 4,000,000)

Weighted average exercise price of vested options exercisable - \$0.10 (2014 - \$0.10)

The fair value of stock options granted is expensed over the vesting period as compensation expense with an offsetting credit to contributed surplus. When stock options are exercised the proceeds are recorded in

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share capital and the fair value assigned to the options is transferred from contributed surplus. The value of stock options that expire remains in contributed surplus.

4,000,000 options to acquire common shares at a price of \$0.10 expiring March 31, 2016 were issued during the second quarter of 2011, including the grant of an aggregate of 3,500,000 options to the officers and/or directors of the Corporation. The balance of the options was granted to certain consultants of the Corporation. The options are exercisable for a period of five years at a price of \$0.10 per share and vested over an 18-month period, with one-third of the options vesting every six months. The option grants were the first options issued by the Corporation since January 2008 and were issued under the Corporation's amended option plan approved by shareholders in May 2010, and reaffirmed in 2011. The decision to issue the options followed the restructuring and recapitalization of the Corporation with its Red Lake Ontario properties.

At November 30, 2015 the following Director/Officer/Contractor options were outstanding.

Holder	On # Of Shares	Exercise Price	Expiry Date
Eric Salsberg	500,000	\$0.10	March 31, 2016
Harold Doran	1,000,000	\$0.10	March 31, 2016
Ian McAvity	1,000,000	\$0.10	March 31, 2016
Larry Kornze	500,000	\$0.10	March 31, 2016
David Shaddrick	500,000	\$0.10	March 31, 2016
James Doran	300,000	\$0.10	March 31, 2016
Alan McLellan	100,000	\$0.10	March 31, 2016
	<u>3,900,000</u>		

The weighted average exercise price of the options is \$0.10 (2014 - \$0.10).

The weighted average contractual life of the options is .33 years (2014 – 1.33 years)

**12. INCOME TAXES**

In fiscal 2011 the Corporation renounced \$200,000 of exploration expenses to the investors in the 2010 issue of flow-through shares, and \$1,100,000 to the investors in the 2011 issue of flow-through shares. In fiscal 2012, 2013, and 2015 the Corporation renounced a further \$466,550, \$25,000 and \$55,000 respectively. Accordingly, these amounts will never be deductible by the Corporation for income tax purposes. The result is the deferred income taxes payable by the Corporation will be higher than they would otherwise be. Based upon a substantially enacted deferred corporation income tax rate of 26.5%, a liability of \$489,336 (2014 - \$474,761) has been reflected in these accounts, but offset by recognition of deferred tax assets from loss carry forwards. The existence of this future tax liability enables the reflection in the accounts of the potential deferred tax reduction due to losses.

The reported recovery of income taxes differs from amounts computed by applying the combined Canadian federal and provincial income tax rates to the reported loss before income taxes due to the following:

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	2015	2014
Reported loss before income taxes	\$(134,545)	\$(131,814)
Combined statutory income tax rate	26.50%	26.50%
Expected income tax recovery at current rate	(35,654)	(34,931)
Non-deductible expenses	12,059	(11,161)
Expiry of losses	62,598	-
Unrecognized deferred tax assets	<u>39,002</u>	<u>46,092</u>
Deferred tax	\$ -	\$ -

Deferred Tax Balances

The balance in the statement of financial position comprises:

	2015	2014
Losses carried forward	\$666,313	\$681,743
Share issue costs	5,723	14,720
Capital losses	720,732	720,732
Mineral property	<u>(489,336)</u>	<u>(474,761)</u>
	903,432	942,434
Deferred tax assets not recognized	<u>(903,432)</u>	<u>(942,434)</u>
Balance in statement of financial position	\$ -	\$ -

The Corporation has non-capital losses of approximately \$2,515,000 expiring as shown in the following table.

Loss	Expiring	Loss	Expiring	Loss	Expiring
308,450	2016	125,437	2030	230,364	2034
39,310	2017	282,441	2031	171,849	2035
397,080	2028	330,670	2032	177,989	2036
188,981	2029	265,417	2033		

In addition, it has a capital loss of \$5,439,490 arising primarily from the write off of advances to its former US subsidiary Corporation, one half of which is deductible indefinitely against capital gains.

The potential benefit of these carry-forward non-capital losses, capital losses, and deductible temporary differences in excess of the deferred tax liabilities have not been recognized in these financial statements as it is not considered probable that sufficient future tax profit will allow the deferred tax assets to be recovered.

**13. RELATED PARTY TRANSACTIONS**

The only related party transactions are with corporate executives.

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Executive Compensation

	2015	2014
Cash Based		
Executives	\$18,308	\$16,054
Stock Based		
Executives	-	-
Non-executive directors	-	-
Other contractors	-	-
Total stock based	-	-
Total compensation	\$18,308	\$16,054

Term Loans

See Note 8.

**14. FINANCIAL INSTRUMENTS**

The Corporation's financial instruments include from time to time cash, miscellaneous receivables and deposits and trade accounts payable and accrued liabilities. The Corporation designated its cash as loans and receivables which are measured at amortized cost. Transaction costs are expensed as incurred for financial instruments classified as held for trading. Miscellaneous receivables and deposits are classified as loans and receivables which are measured at amortized cost. Accounts payable and accrued liabilities and term loans are classified as other financial liabilities and are measured at amortized cost. The fair value of the Corporation's financial instruments approximates their cost due to the short-term nature of the financial instruments.

**15. LOSS PER SHARE**

Basic loss per share is calculated by dividing the net loss for the year by the weighted average number of shares in issue during the period.

	2015	2014
Net loss	134,545	131,813
Weighted average number of shares	126,039,944	124,965,916
Loss per share	\$0.001	\$0.001

The number of potentially dilutive shares from options that have been excluded from the calculation of diluted earnings per share because they are antidilutive is 3,900,000 (2014 – 4,000,000).

# Duncan Park Holdings Corporation

## Notes to the Financial Statements

For the Years Ended November 30, 2015 and 2014

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### 16. FINANCIAL RISK

The Corporation's financial instruments consist primarily of cash and cash equivalents, accounts payable and accrued liabilities and term loans payable. The Corporation is exposed to various risks as it relates to these financial instruments. There have not been any changes in the nature of these risks or the process of managing these risks from previous periods.

i) Foreign-exchange risk

The Corporation's exposure to foreign exchange fluctuations is low, limited to its U.S. cash which at November 30, 2015 amounted to US\$271 (2014 - US\$29) and US accounts payable which were US\$3,995 (2014 - US\$3,995).

ii) Interest-rate risk

The Corporation currently has no fixed-term cash or cash equivalent assets. During the period interest bearing debt at a fixed rate of 5% per annum was issued. At November 30, 2015 the interest bearing debt amounted to \$265,000 (2014 - 145,000).

iii) Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities as they come due. This includes ensuring that the use of funds raised through the issue of flow-through shares is limited to those types of expenditures which qualify for such treatment and that it has sufficient non flow-through funds to meet its administrative costs and those exploration costs which do not qualify for flow-through funding.

iv) Capital disclosures

The Corporation's objectives when managing capital is to safeguard its ability to continue as a going concern and to provide the funding needed to continue exploration of its properties. Since it has no commercial operations this requires repetitive approaches to the financial markets to raise capital, to date by way of private placement. Typically, it raises exploration dollars in accordance with work plans and budgets in advance of upcoming exploration programs by way of flow-through shares. It also raises unrestricted dollars by private placement to fund costs such as property option payments and share issue expenses which are not eligible to be paid by flow-through dollars, and administrative expenses.

The Corporation considers capital to comprise share capital, contributed surplus, and accumulated deficit. At November 30, 2015 the balance in these accounts was:

	2015	2014
Share capital	11,332,138	11,288,132
Contributed surplus	400,293	400,923
Accumulated deficit	(9,137,776)	(9,003,231)

Capital expenditures for exploration are carefully planned and monitored.

# **Duncan Park Holdings Corporation**

## **Notes to the Financial Statements**

**For the Years Ended November 30, 2015 and 2014**

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The Corporation is not subject to any externally imposed capital requirements and there has been no change in the capital risk management strategy in the current fiscal year.

### **17. COMMITMENTS**

- i) The Corporation agreed to indemnify the subscribers for any tax related amounts that may have become payable by the subscribers as a result of the Corporation not meeting its expenditure commitments. All exploration expenditure obligations have been met.
- ii) If the Corporation wishes to continue the exploration of the McManus claims it is committed to make an annual advance royalty payment to Camp McMan of \$10,000 on or before December 15 of each year commencing December 15, 2014 and until the earliest of (i) the time that a production decision in respect of the Property is made, (ii) the Company exercising its option, to purchase 1.5% of the NSR or part thereof, which shall not be less than 0.5% of the NSR or \$500,000, and (iii) the Company returning the Property to Camp McMan.

### **18. SUBSEQUENT EVENTS**

- i) Payment of \$10,000 Advance Minimum Royalty

Subsequent to the year-end the Corporation paid the required annual \$10,000 to Camp McMan Red Lake Gold mines Limited as an advance minimum royalty payment.

- ii) Term Loan

On February 29, 2016 the Corporation entered into a \$35,000 term loan with Mr. Ian McAvity, President and CEO of the Corporation. The loan bears interest at the rate of 5% per annum calculated annually, and is due and payable on or before December 15, 2017.

- iii) Extension of Due Dates of Term Loans

Subsequent to the year-end the lenders of the term loans described in note 8 agreed to extend the due dates of the loans to December 15, 2017.

- iv) Death of President and CEO

On March 16, 2016, the Corporation's President and CEO died suddenly of a heart attack.