

NEW DIMENSION RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

MAY 31, 2015

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
New Dimension Resources Ltd.

We have audited the accompanying consolidated financial statements of New Dimension Resources Ltd., which comprise the consolidated statements of financial position as at May 31, 2015 and 2014 and the consolidated statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated 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 consolidated 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, these consolidated financial statements present fairly, in all material respects, the financial position of New Dimension Resources Ltd. as at May 31, 2015 and 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 qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about the ability of New Dimension Resources Ltd. to continue as a going concern.

“DAVIDSON & COMPANY LLP”

Chartered Professional Accountants

Vancouver, Canada

September 22, 2015

New Dimension Resources Ltd.
Consolidated Statements of Financial Position

As at

Expressed in Canadian Dollars

	May 31, 2015	May 31, 2014
ASSETS		
Current		
Cash	\$ 560,144	\$ 589,351
Receivables	3,289	29,970
Reclamation deposits (Note 12)	-	11,923
	<u>563,433</u>	<u>631,244</u>
Non-current assets		
Exploration and evaluation assets (Note 6)	335,135	334,996
	<u>\$ 898,568</u>	<u>\$ 966,240</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 87,491	\$ 80,238
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	8,227,821	8,148,921
Reserves – warrants (Note 7)	319,224	319,224
Reserves – options (Note 7)	685,296	629,551
Deficit	(8,421,264)	(8,211,694)
	<u>811,077</u>	<u>886,002</u>
	<u>\$ 898,568</u>	<u>\$ 966,240</u>

Nature of operations and going concern (Note 1)

Basis of presentation (Note 2)

APPROVED ON BEHALF OF THE BOARD ON SEPTEMBER 15, 2015:

	Director
	Director

- See accompanying notes to the consolidated financial statements -

New Dimension Resources Ltd.**Consolidated Statements of Loss and Comprehensive Loss***For the Year Ended**Expressed in Canadian Dollars*

	May 31, 2015	May 31, 2014
General and administrative expenses		
Management and administrative fees	\$ 16,902	19,250
Office and general	31,621	30,122
Professional fees	43,923	35,934
Regulatory and transfer agent fees	19,111	13,280
Salaries and benefits	26,350	46,101
Shareholder information and meetings	24,307	37,872
Share-based payments <i>(Note 7)</i>	55,745	1,912
Loss before the undernoted	217,959	184,471
Foreign exchange gain	(5,097)	(1,215)
Recovery on settlement of rehabilitation costs <i>(Note 12)</i>	-	(2,498)
Interest and other income	(4,549)	(9,220)
Other income on deferred premium <i>(Note 7)</i>	-	(63,940)
Write-off of exploration costs <i>(Note 6)</i>	-	1,405,167
Property investigation	1,257	-
Loss and comprehensive loss for the year	\$ 209,570	\$ 1,512,765
Loss per share – basic and diluted	\$ 0.03	\$ 0.19
Weighted average number of shares outstanding – basic and diluted	8,270,737	8,154,618

- See accompanying notes to the consolidated financial statements -

New Dimension Resources Ltd.
Consolidated Statements of Cash Flows

For the Year Ended

Expressed in Canadian Dollars

	May 31, 2015	May 31, 2014
Cash provided by (used in):		
Operating activities		
Loss for the year	\$ (209,570)	\$ (1,512,765)
Items not affecting cash:		
Other income on deferred premium	-	(63,940)
Recovery on settlement of rehabilitation costs	-	(2,498)
Share-based payments	55,745	1,912
Unrealized foreign exchange gain	-	(421)
Write-off of exploration costs	-	1,405,167
	<u>(153,825)</u>	<u>(172,545)</u>
Changes in non-cash working capital <i>(Note 11)</i>	<u>33,934</u>	<u>(20,025)</u>
	<u>(119,891)</u>	<u>(192,570)</u>
Financing activities		
Shares issued pursuant to private placement	<u>78,900</u>	-
Investing activities		
Exploration and evaluation costs	(139)	(327,645)
Reclamation deposits	11,923	-
Restricted cash	-	319,701
	<u>11,784</u>	<u>(7,944)</u>
Change in cash	(29,207)	(200,514)
Cash position - beginning of year	589,351	789,865
Cash position - end of year	\$ 560,144	\$ 589,351

Supplemental cash flow information (Note 11)

- See accompanying notes to the consolidated financial statements -

New Dimension Resources Ltd.
Consolidated Statement of Changes in Equity

For the Year Ended

Expressed in Canadian Dollars

	Share capital (Number of Shares)	Share capital (Amount)	Reserves - Warrants	Reserves – Options	Deficit	Total
May 31, 2013	8,127,832	\$ 8,141,421	\$ 319,224	\$ 627,639	\$ (6,698,929)	\$ 2,389,355
Share-based payments	-	-	-	1,912	-	1,912
Loss for the year	-	-	-	-	(1,512,765)	(1,512,765)
Shares issued for exploration and evaluation assets	42,857	7,500	-	-	-	7,500
May 31, 2014	8,170,689	8,148,921	319,224	629,551	(8,211,694)	886,002
Share-based payments	-	-	-	55,745	-	55,745
Loss for the year	-	-	-	-	(209,570)	(209,570)
Shares issued net of share issuance costs	1,352,500	78,900	-	-	-	78,900
May 31, 2015	9,523,189	\$ 8,227,821	\$ 319,224	\$ 685,296	\$ (8,421,264)	\$ 811,077

- See accompanying notes to the consolidated financial statements -

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
For the Year Ended May 31, 2015
Expressed in Canadian Dollars

1. Nature of Operations and Going Concern

New Dimension Resources Ltd. (the “Company”) is incorporated under the laws of the Province of British Columbia, Canada. The Company’s corporate office, registered address and records office is located at 789 West Pender St., Suite 960, Vancouver, British Columbia.

The Company engages primarily in the acquisition, exploration and evaluation of mineral properties.

These consolidated financial statements have been prepared on the assumption that the Company is a going concern, meaning that it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of operations. The Company has incurred a deficit of \$8,421,264 at May 31, 2015 and has no current source of revenue. The Company’s continuation as a going concern is dependent on its ability to attain profitable operations and generate funds therefrom and/or raise funds sufficient to meet current and future obligations. There can be no assurances that management’s future plans for the Company will be successful. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of assets and liabilities that might be necessary, should the Company be unable to continue as a going concern.

2. Basis of Presentation

Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the international Financial Reporting Interpretations Committee (“IFRIC”).

Principles of Consolidation

These consolidated financial statements have been prepared in accordance with IFRS and include the accounts of the Company and its wholly owned inactive U.S. and Peruvian subsidiaries, Dimension Resources (USA) Inc., Camino Ventures S.A.C., and a Peruvian corporation, which the Company has an irrevocable right to acquire, Minera NDR Peru S.A.C., respectively. Control exists when the company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Inter-company balances have been eliminated upon consolidation.

Historical cost

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value.

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
For the Year Ended May 31, 2015
Expressed in Canadian Dollars

2. Basis of Presentation- continued

New Accounting Policies and Pronouncements

The Company has adopted the following standards effective June 1, 2014:

- IAS 36 – Impairment of assets – disclosure
This standard has limited scope amendments to disclosure requirements in IAS 36, Impairment of Assets. The adoption of this standard had no impact on the Company’s consolidated financial statements.
- IAS 32 – Financial Instruments – presentation
This standard has been amended to clarify requirements for offsetting of financial assets and liabilities. The adoption of this standard had no impact on the Company’s consolidated financial statements.

The IASB has issued several new standards which have not yet been adopted by the Company. Each of the new standards is effective for annual periods beginning on or after January 1, 2015 with early adoption permitted, except for IFRS 9 which has a tentative effective date of January 1, 2018 and is summarized below.

- IFRS 9 - Financial Instruments – classification and measurement
This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, “Financial Instruments: Recognition and Measurement”. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value with changes in fair value through profit or loss. In addition, this new standard has been updated to include guidance on financial liabilities and derecognition of financial instruments. The extent of the impact of adoption of IFRS 9 has not yet been determined.
- IFRS 7 – Financial instruments – disclosure
This standard has been amended to require additional disclosures on transition from IAS 39 to IFRS 9. The extent of the impact of the adoption of IFRS 7 has not yet been determined.

Significant Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experiences and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

The most significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, the valuation of share based payments and the valuation of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
For the Year Ended May 31, 2015
Expressed in Canadian Dollars

2. Basis of Presentation- continued

Significant Accounting Estimates and Judgments - continued

- (i) Economic recoverability and probability of future benefits of exploration and evaluation costs.

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

- (ii) Valuation of share based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and Company's earnings and equity reserves.

- (iii) Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

- iv) Non-cash transactions

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

3. Significant Accounting Policies

a) Foreign Currencies

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its wholly owned U.S. and Peruvian subsidiaries, Dimension Resources (USA) Inc., Camino Ventures S.A.C., and a Peruvian corporation, which the Company has an irrevocable right to acquire, Minera NDR Peru S.A.C., is the Canadian Dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, the Effects of Changes in Foreign Exchange Rates ("IAS 21").

Any transactions in currencies other than the functional currency have been translated to the Canadian dollar in accordance with IAS 21. Transactions in currencies other than the functional currency are recorded at the rates

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
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3. Significant Accounting Policies

a) Foreign Currencies - continued

of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Company's presentation currency is the Canadian dollar ("C\$").

b) Loss per Share

Basic loss per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the loss per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. At May 31, 2015 and 2014, the Company had no items which would have a dilutive effect on the loss per share.

c) Flow-Through Shares

Canadian Income Tax Legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. At the time of closing a financing involving flow-through shares, the Company allocates the gross proceeds received as follows:

- Deferred premium: recorded as a liability and equal to the estimated premium, if any, investors pay for the flow-through feature; and
- Share capital: the residual balance.

Thereafter, as qualifying resource expenditures are incurred, these costs are capitalized to exploration and evaluation assets as explained in Note 3(e).

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures) to have been effectively transferred upon incurring of qualifying resource expenditures as it is the Company's expectation and intention to formally renounce those expenditures. Additionally, the Company reverses the liability for the deferred premium to income, on a proportionate basis, as an offset to deferred tax expense.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other tax credits as at the end of the reporting period, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
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Expressed in Canadian Dollars

3. Significant Accounting Policies – continued

d) Share based Payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The board of directors grants such options for periods of up to five years, with vesting periods determined at its sole discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value of the share purchase options granted to employees or those that provide services similar to employees are measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the share purchase options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share purchase options that are expected to vest. Share purchase options granted to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

e) Exploration and Evaluation Assets

Exploration costs are capitalized as intangible assets on an individual prospect basis until such time as an economic ore body is defined or the prospect is abandoned. Exploration and evaluation assets include overheads on the acquisition, exploration and evaluation of interest in licenses for mineral properties. When it is determined that such costs will be recovered through successful development and exploitation, expenditures are transferred to tangible assets and depreciated over the expected productive life of the asset. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while costs for the prospects abandoned are written off.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation assets or recoveries when the payments are made or received.

The recoverability of the amounts capitalized for the undeveloped resource properties is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to farm out its resource properties, the ability to obtain the necessary financing to complete their development and future profitable production or proceeds from the disposition thereof.

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

f) Impairment

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
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3. Significant Accounting Policies – continued

f) Impairment - continued

parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Financial Instruments

Financial assets

Financial assets are classified into one of the following categories:

- fair value through profit or loss (“FVTPL”);
- available for sale (“AFS”);
- held-to-maturity (“HTM”); and,
- loans and receivables.

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

(i) FVTPL financial assets

Financial instruments are classified as FVTPL when the financial instrument is held for trading or it is designated as FVTPL.

A financial instrument is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-making; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial instruments classified as FVTPL are stated at fair value with any resultant gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial instrument.

The Company has classified cash as FVTPL.

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
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3. Significant Accounting Policies – continued

g) Financial Instruments - continued

(ii) AFS financial assets

These assets are non-derivative financial assets not included in the other financial asset categories. Investments held by the Company that are classified as AFS are stated at fair value. Gains and losses arising from changes in fair value are recognized directly in equity in the investments revaluation reserve. Interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, are recognized directly in profit or loss rather than equity. When an investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognized in the investments revaluation reserve is included in profit or loss for the period.

The fair value of AFS monetary assets denominated in a foreign currency is translated at the spot rate at the statement of financial position date. The change in fair value attributable to translation differences due to a change in amortized cost of the asset is recognized in profit or loss, while all other changes are recognized in equity.

(iii) HTM investments

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

(iv) Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at year end. Bad debts are written off during the year in which they are identified. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

The Company has classified receivables as loans and receivables.

(v) Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial instrument, or, where appropriate, a shorter period.

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
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3. Significant Accounting Policies – continued

g) Financial Instruments - continued

(vi) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial instruments are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial instrument, the estimated future cash flows of the investment have been impacted. Objective evidence of impairment could include the following:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial instruments carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial instrument's original effective interest rate.

The carrying amount of all financial instruments, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized; the previously recognized impairment loss is reversed through profit or loss. On the date of impairment reversal, the carrying amount of the financial instrument cannot exceed its amortized cost had impairment not been recognized.

(vii) Derecognition of financial assets

A financial instrument is derecognized when:

- the contractual right to the asset's cash flows expire; or
- if the Company transfers the financial instrument and all risks and rewards of ownership to another entity.

Financial liabilities

Financial liabilities are classified into one of the following categories:

- fair value through profit or loss ("FVTPL"); or
- other financial liabilities.

The classification is determined at initial recognition and depends on the nature and purpose of the financial liability.

(i) FVTPL financial liabilities

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

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
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Expressed in Canadian Dollars

3. Significant Accounting Policies – continued

g) Financial Instruments - continued

(ii) Other financial liabilities

These are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period.

The Company has classified accounts payable and accrued liabilities as other financial liabilities.

(iii) Effective interest method

The effective interest method calculates the amortized cost of a financial liability and allocates interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period.

Expense is recognized on an effective interest basis for debt instruments other than those financial instruments classified as FVTPL.

(iv) Derecognition of financial liabilities

Financial liabilities are derecognized when the Company's obligations are discharged, cancelled or they expire.

h) Income Taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the statements of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred taxes are recorded using the statement of financial position liability method. Under the statement of financial position liability method, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

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

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities that do not affect accounting or taxable profit
- goodwill

New Dimension Resources Ltd.
Notes to the Consolidated Financial Statements
For the Year Ended May 31, 2015
Expressed in Canadian Dollars

3. Significant Accounting Policies – continued

h) Income Taxes – continued

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

i) Environmental Rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of mineral properties and equipment. An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period. The costs of rehabilitation projects that were included in the rehabilitation provision are recorded against the provision as incurred.

4. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and evaluation of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and short-term investments.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration and evaluation plans and operations through its current operating period.

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5. Financial Instruments

Categories of financial instruments

	May 31, 2015	May 31, 2014
Financial assets		
FVTPL		
Cash	\$ 560,144	\$ 589,351
Loans and receivables		
Receivables	3,289	29,970
	\$ 563,433	\$ 619,321
Financial liabilities		
Other financial liabilities		
Accounts payable and accrued liabilities	\$ 87,491	\$ 80,238

Fair value of financial instruments

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's classifications of financial instruments within the fair value hierarchy are summarized below:

	May 31, 2015	May 31, 2014
Level 1		
Cash	\$ 560,144	\$ 589,351
Level 2	-	-
Level 3	-	-
	\$ 560,144	\$ 589,351

The carrying value of receivables and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments.

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5. Financial Instruments – continued

Financial Risk Management

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

a) Currency Risk

The Company is primarily exposed to currency fluctuations relative to the Canadian dollar through expenditures that are denominated in US dollars and Peruvian Soles. Also, the Company is exposed to the impact of currency fluctuations on its monetary assets and liabilities.

The Company is exposed to foreign currency risk through the following financial assets and liabilities denominated in currencies other than Canadian dollars:

May 31, 2015	Cash	Receivables	Accounts payable and accrued liabilities
US dollars	\$ 32,264	\$ -	\$ 13,551
May 31, 2014	Cash	Receivables	Accounts payable and accrued liabilities
US dollars	\$ 35,590	\$ -	\$ -

At May 31, 2015 with other variables unchanged, a +/-10% change in exchange rates would decrease/increase pre-tax loss by \$1,900.

b) Interest rate and credit risk

The Company has a positive cash balance and no interest-bearing debt. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts and management believes the risk of loss to be remote. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Cash includes deposits which are at variable interest rates. Sensitivity to a +/- 1% change in rates would affect annual net gain or loss by \$5,600.

Receivables consist of goods and services tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to receivables is remote.

c) Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at May 31, 2015, the Company had a cash balance of \$560,144 (May 31, 2014 - \$589,351) to settle current liabilities of \$87,491 (May 31, 2014 - \$80,238).

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5. Financial Instruments – continued

Financial Risk Management - continued

d) Commodity Price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of gold and silver. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

6. Exploration and Evaluation Assets

	Midas, Ontario, Canada \$	Mars, Yukon, Canada \$	Lansing, Yukon, Canada \$	Total \$
Balance at May 31, 2013	-	688,709	716,458	1,405,167
Acquisition and tenure	7,500	-	-	7,500
Wages and consultants	132,904	-	-	132,904
General exploration	194,592	-	-	194,592
Exploration costs written off	-	(688,709)	(716,458)	(1,405,167)
Balance, May 31, 2014	334,996	-	-	334,996
Acquisition and tenure	139	-	-	139
Balance, May 31, 2015	335,135	-	-	335,135

Midas Property, Ontario

During the year ended May 31, 2014, the Company entered into an agreement to earn a 70% interest in the Midas gold property, subject to a 2% net smelter royalty, located in the Sault Ste. Marie Mining Division of Northern Ontario. Under the terms of the agreement, the Company can earn its interest by spending \$1,200,000 in exploration expenditures, issuing 214,285 shares (42,857 shares issued at a fair value of \$7,500) in stages prior to December 31, 2016 and paying \$100,000 to the vendor on or before December 31, 2016. Subsequent to May 31, 2015, two of the claims were dropped from the agreement.

Mars Property, Yukon

During the year ended May 31, 2011, the Company executed an option agreement with Strategic Metals Ltd. ("Strategic Metals") to earn up to a 100% interest in Strategic Metals' Gild gold property ("the Gild Property") located in the Northwest Territories. Subsequent to May 31, 2011, the agreement was amended for the purpose of substituting the Mars property ("the Mars Property") located in the Yukon for the Gild property as well as the amendment of certain terms. All costs incurred by the Company on the Gild property have been transferred and applied to the Mars property agreement.

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6. Exploration and Evaluation Assets – continued

Mars Property, Yukon - continued

During the year ended May 31, 2014, capitalized costs totalling \$688,709 were written off due to a delay in exploration work completed and during the year ended May 31, 2015, the agreement was terminated.

Lansing Property, Yukon

During the year ended May 31, 2011, the Company signed an agreement whereby it can earn a 50% interest in the Lansing property.

During the year ended May 31, 2014, capitalized costs totalling \$716,458 were written off due to a delay in exploration work completed and during the year ended May 31, 2015, the agreement was terminated.

Domain Project, Manitoba

The Domain Project consists of a mineral exploration license which covers 14,000 hectares in northern Manitoba. Under the terms of a joint venture agreement between the Company and Mega Precious Metals Inc. (“Mega”), Mega earned a 65% joint venture interest in the property in prior years. During the year ended May 31, 2013, capitalized costs totalling \$394,221 related to the property were written off. The Company still maintains its 35% interest in the property.

Donner Properties, Labrador

The Company holds an aggregate of 837,119 shares of SVB Nickel Company Ltd. (“SVBN”) representing a 6.56% interest in SVBN, which has a \$nil value. Future exploration of the Donner properties in Labrador, held by SVBN, will be funded by the various shareholders of SVBN. Non-contributions, dilution of interest and third party contributions are governed by a shareholders’ agreement. Mineral property costs associated with this project are \$nil.

7. Share Capital and Reserves

Authorized share capital

Unlimited common shares without par value.

Shares issued

- a) During the year ended May 31, 2015, the Company completed a consolidation of its outstanding common shares on the basis of seven old shares for one new share. All share, per share, stock option and share purchase warrant information has been retroactively presented on a post-consolidated basis.
- b) During the year ended May 31, 2015, the Company closed a non-brokered private placement with the issuance of 1,315,000 units at a price of \$0.06 per unit for gross proceeds of \$78,900. Each unit was comprised of one share and one share purchase warrant. Each share purchase warrant entitles the holder to acquire one common share at a price of \$0.15 per share for a period of 24 months. The warrants are subject to an accelerated exercise provision if the share price of the Company trades at or above \$0.25 for 10 or more consecutive trading days. The Company also issued 37,500 units as finder’s fees valued at \$2,250, in respect of purchasers of securities introduced to the Company by the finder. The warrants attached to the finders’ units have the same terms as the private placement warrants.

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7. Share Capital and Reserves – continued

Shares issued – continued

- b) During the year ended May 31, 2015, the Company recognized \$nil (2014 - \$63,940) in other income in respect of the deferred premium liability attached to the issuance of 692,071 flow through units that were issued in fiscal 2012.

Stock options

Under the terms of the Company's stock option plan, the maximum number of shares in respect of which options may be outstanding is equivalent to 10% of the issued and outstanding shares of the Company. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or if the optionee is a consultant. The vesting periods of options outstanding range from immediately to one year and expire 5 years from the grant date.

- a) Movements in stock options during the year:

	Options Outstanding	Weighted Average Exercise Price
Balance, May 31, 2013	371,429	\$1.26
Cancelled/expired	(77,143)	\$1.19
Balance, May 31, 2014	294,286	\$1.26
Granted	806,000	\$0.10
Cancelled/expired	(148,578)	\$1.30
Balance, May 31, 2015	951,708	\$0.27

- b) Fair value of options granted

During the year ended May 31, 2015, the Company granted 806,000 (2014- nil) stock options having a total fair value of \$55,745 (2014- \$nil) and a weighted average grant-date fair value of \$0.07 (2014- \$nil) per option.

The fair value of options granted was estimated on the date of the grant using the Black-Scholes option pricing model, with the following weighted average assumptions:

	Year ended May 31, 2015	Year ended May 31, 2014
Risk-free interest rate	1.33%	-
Expected dividend yield	Nil	-
Expected stock price volatility	229%	-
Expected life	5 yrs.	-
Expected forfeiture rate	Nil	-

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7. Share Capital and Reserves – continued

Stock options – continued

During the year ended May 31, 2015 a total value of \$55,745 (2014 - \$1,912) has been recorded to reserves – options and to share based payments expense. The portion of share based payments recorded is based on the vesting schedule of the options.

c) Stock options outstanding

A summary of the Company’s options outstanding as at May 31, 2015 is as follows:

Options Outstanding	Options Exercisable	Price per Share	Remaining contractual life (years)	Expiry date
30,714	30,714	\$1.47	0.74	February 25, 2016
13,570	13,570	\$1.47	0.78	March 10, 2016
17,856	17,856	\$1.33	1.13	July 18, 2016
17,856	17,856	\$1.05	1.55	December 16, 2016
65,712	65,712	\$1.05	2.13	July 12, 2017
806,000	806,000	\$0.10	4.95	May 11, 2020
951,708	951,708			

The weighted average exercise price of the options exercisable at May 31, 2015 is \$0.27.

Share purchase warrants

a) Movements in warrants during the year

	Warrants Outstanding	Weighted Average Exercise Price
Balance, May 31, 2013 and 2014	-	-
Issued	1,352,500	\$0.15
Balance, May 31, 2015	1,352,500	\$0.15

A summary of the Company’s warrants outstanding as at May 31, 2015, is as follows:

Warrants Outstanding	Warrants Exercisable	Price per share	Expiry date
1,352,500	1,352,500	\$0.15	May 5, 2017

8. Related Party Transactions

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of the transactions between the Company and other related parties are disclosed below.

a) Related party transactions

The Company incurred the following transactions in the normal course of operations in connection with an officer and/or director or companies which have an officer and/or director in common.

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8. Related Party Transactions - continued

a) Related party transactions - continued

		Year ended May 31, 2015	Year ended May 31, 2014
	Note		
Administrative costs		\$ 16,902	\$ 19,250
Rent		\$ 1,600	-
Consulting		\$ 8,030	-
Shareholder information	(i)	\$ 12,740	\$ 22,260
Exploration		\$ -	\$ 9,680
Salary costs	(i)	\$ 26,350	\$ 46,101
Share-based payments		\$ 41,290	-

(i) The Company has reimbursed certain salary amounts to companies with certain officers and directors in common. These amounts have been recorded against salaries and benefits expense.

b) Related party balances

		May 31, 2015	May 31, 2014
Northair Silver Corp. (formerly International Northair Mines Ltd.)	\$	32,681	\$ 31,689
North Arrow Minerals Inc.	\$	1,680	-
Wayne Johnstone – Chief Financial Officer	\$	4,907	-

c) Compensation of key management personnel

The remuneration for the services of the Chief Executive Officer during the year was as follows:

		Year ended May 31, 2015	Year ended May 31, 2014
	Note		
Salary/Exploration/Consulting		\$ 4,270	\$ 27,280
Share based payments	(i)	\$ 6,965	-

(i) Key management personnel were not paid post-employment benefits, termination benefits or other long-term benefits during the years ended May 31, 2015 and 2014.

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9. Segmented Information

The Company's business consists of only one reportable segment – the acquisition, exploration and evaluation of mineral properties. Details on a geographic basis are as follows:

	May 31, 2015	May 31, 2014
Total Non-Current Assets		
Canada	\$ 335,135	\$ 334,996
Total	\$ 335,135	\$ 334,996

	Year ended May 31, 2015	Year ended May 31, 2014
Loss		
South America	\$ 6,622	\$ 2,416
United States	-	(2,393)
Canada	202,948	1,512,742
Total	\$ 209,570	\$ 1,512,765

10. Income Taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2015	2014
Loss before taxes	\$ (209,570)	\$ (1,512,765)
Expected income tax recovery	\$ (54,000)	\$ (393,000)
Non-deductible expenditures	-	-
Impact of future income tax rates applied versus current statutory rates	14,000	(16,000)
Impact of flow through shares	-	83,000
Change in unrecognized deductible temporary differences and other	40,000	326,000
Total deferred taxes	\$ -	\$ -

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10. Income Taxes - continued

Significant components of deductible temporary differences, unused tax losses and unused tax credits that have not been included on the consolidated statements of financial position are as follows:

	2015	Expiry dates	2014	Expiry dates
Share issue costs	\$ 6,000	2034 to 2037	\$ 11,000	2033 to 2036
Allowable capital losses	32,000	No expiry	32,000	No expiry
Non-capital losses	2,806,000	2015 to 2034	2,642,000	2014 to 2032
Capital assets	2,000	No expiry	2,000	No expiry
CEC	5,000	No expiry	5,000	No expiry
Mineral properties	1,159,000	No expiry	1,153,000	No expiry
	\$ 4,010,000		\$ 3,845,000	

Tax attributes are subject to review, and potential adjustment, by tax authorities

11. Supplemental Cash Flow Information

	Year ended May 31, 2015	Year ended May 31, 2014
Changes in non-cash working capital:		
(Increase) decrease in:		
Receivables	\$ 26,681	\$ (27,094)
Prepaid expenses	-	2,479
(Decrease) increase in:		
Accounts payable and accrued liabilities	7,253	4,590
	\$ 33,934	\$ (20,025)

	Year ended May 31, 2015	Year ended May 31, 2014
Schedule of non-cash investing and financing transactions:		
Change in exploration and evaluation assets included in accounts payable	\$ -	\$ 149
Shares issued in acquisition of exploration and evaluation assets	\$ -	\$ 7,500
Shares issued as finders fees on private placement	\$ 2,250	\$ -

	Year ended May 31, 2015	Year ended May 31, 2014
Supplementary disclosure of cash flow information:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -

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12. Provision for Environmental Rehabilitation

The following table presents the reconciliation of the beginning and ending aggregate carrying amount of the obligation associated with the retirement of exploration and evaluation assets.

		May 31, 2015	May 31, 2014
Provision for environmental rehabilitation, beginning of year	\$	-	\$ 14,421
Reese River resource property bond		-	(11,923)
Gain on settlement of provision		-	(2,498)
Provision for environmental rehabilitation, end of year	\$	-	-

The undiscounted amount of cash flows, required over the estimated reserve life of the underlying assets, to settle the obligation, adjusted for inflation, was originally estimated at \$44,936 using a pre-tax discount rate of 10%. Sufficient work has been completed in prior years to satisfy the provision and during the year ended May 31, 2015, the outstanding \$11,923 bond was returned to the Company. Accordingly, during the year ended May 31, 2014, the Company recorded a gain of \$2,498 on the settlement of the provision.
