SATURN MINERALS INC.
(an exploration stage company)

FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2014 AND 2013
(In Canadian dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Saturn Minerals Inc.

We have audited the accompanying financial statements of Saturn Minerals Inc., which comprise the statements of financial position as at December 31, 2014 and 2013, and the statements of operations and comprehensive loss, cash flows and changes in shareholders' equity 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.

Auditors' 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 auditors' 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, these financial statements present fairly, in all material respects, the financial position of Saturn Minerals Inc. as at December 31, 2014 and 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Saturn Minerals Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Accountants

April 27, 2015

SATURN MINERALS INC.
STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)
AS AT

	Note	December 31, 2014	December 31, 2013
ASSETS			
Current			
Cash		$ 723,886	$ 2,779
Amounts receivable	4	15,074	20,092
Prepaid expenses		70,009	349
Due from related parties	11	66,423	-
Total current		875,392	23,220
Non-current			
Other advances		-	14,775
Deposit		4,000	-
Permit deposits	6	-	175,000
Exploration advances		-	3,963
Exploration and evaluation assets	7	1,734,039	3,201,686
Investments	5	305,245	-
Total non-current		2,043,284	3,395,424
Total assets		$ 2,918,676	$ 3,418,644
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	8	$ 295,452	$ 667,324
Due to related parties	11	118,515	290,863
Loans payable	9	-	40,000
Total liabilities		413,967	998,187
Shareholders’ Equity			
Share capital	12	17,070,218	13,166,356
Equity reserves	12	4,542,144	4,142,585
Accumulated other comprehensive loss	5	(974,462)	-
Deficit		(18,133,191)	(14,888,484)
Total shareholders’ equity		2,504,709	2,420,457
Total liabilities and shareholders’ equity		$ 2,918,676	$ 3,418,644

Nature and Continuance of Operations (Note 1)
Contingencies and Commitments (Note 16)
Subsequent Events (Note 18)

Approved by the Board of Directors on April 27, 2015

“Stan Szary”	*“William Elston”*
Director	Director

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

SATURN MINERALS INC.
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)

	Note	Years ended December 31, 2014	2013
GENERAL AND ADMINISTRATIVE EXPENSES			
Accounting and auditing	11	$ 84,000	$ 53,240
Administration, office and rent		59,484	17,489
Advertising, promotion and public relations		506,108	110,349
Consulting		96,001	10,058
Filing fees		23,486	14,009
Insurance		1,229	4,978
Legal fees		24,280	23,545
Management fees	11	192,000	262,000
Project development and evaluation		-	40,764
Share-based payments	11,12	335,066	131,760
Travel and accommodation		89,967	955
		(1,411,621)	(669,147)
Settlement of flow-through share premium liabilities	10	15,625	-
Write-off of exploration and evaluation assets		(1,749,135)	(815,218)
Write-down of due from related parties	11	(99,576)	(335,701)
Write-off of permit deposits		-	(63,940)
Loss for the year		(3,244,707)	(1,884,006)
Other comprehensive loss			
Unrealized loss on investments	5	(974,462)	-
Total comprehensive loss for the year		$(4,219,169)	$(1,884,006)
Basic and diluted loss per share		$ (0.04)	$ (0.02)
Weighted average number of shares outstanding		107,554,140	87,805,980

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

SATURN MINERALS INC.
STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)

	Years ended December 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (3,244,707)	$ (1,884,006)
Items not affecting cash:		
Share-based payments	335,066	131,760
Settlement of flow-through share premium liabilities	(15,625)	-
Write-off of exploration and evaluation assets	1,749,135	815,218
Write-down of due from related parties	99,576	335,701
Write-off of permit deposits	-	63,940
Foreign exchange loss on investments	20,293	-
Changes in non-cash working capital items:		
Accounts receivable	5,018	2,488
Other advances	14,775	-
Due to/from related parties	(338,347)	189,212
Prepaid expenses	(73,660)	9,651
Accounts payable and accrued liabilities	(132,478)	178,595
Net cash used in operating activities	(1,580,954)	(157,441)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares for cash	2,687,700	350,000
Share issuance costs	(97,470)	(3,000)
Proceeds from loans payable	-	40,000
Repayments of loans payable	(40,000)	-
Exercise of warrants	93,750	-
Net cash provided by financing activities	2,643,980	387,000
CASH FLOWS FROM INVESTING ACTIVITIES		
Permit deposits	175,000	(87,500)
Recovery of permit deposits	-	84,260
Exploration advances	-	(350,000)
Exploration and evaluation assets	(566,919)	(53,602)
Exploration and evaluation assets – cost recoveries	50,000	-
Net cash used in investing activities	(341,919)	(406,842)
Change in cash	721,107	(177,283)
Cash, beginning of year	2,779	180,062
Cash, end of year	$ 723,886	$ 2,779

Supplemental disclosure with respect to cash flows (Note 15)

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

SATURN MINERALS INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)

	Number of Shares	Share Capital	Share-based Payment Reserves	Warrant Reserves	Accumulated Other Comprehensive Loss	Deficit	Total
Balance as at December 31, 2012	**85,386,591**	**$ 12,819,356**	**$ 4,010,825**	**$ -**	**$ -**	**$ (13,004,478)**	**$ 3,825,703**
Private placements	2,692,308	350,000	-	-	-	-	350,000
Share issuance costs	-	(3,000)	-	-	-	-	(3,000)
Share-based payments	-	-	131,760	-	-	-	131,760
Loss for the year	-	-	-	-	-	(1,884,006)	(1,884,006)
Balance as at December 31, 2013	**88,078,899**	**$ 13,166,356**	**$ 4,142,585**	**$ -**	**$ -**	**$ (14,888,484)**	**$ 2,420,457**
Private placements	26,964,666	3,963,325	-	24,375	-	-	3,987,700
Share issuance costs and broker's warrants	800,000	(137,588)	40,118	-	-	-	(97,470)
Share-based payments	-	-	335,066	-	-	-	335,066
Flow-through share premium liability	-	(15,625)	-	-	-	-	(15,625)
Warrants exercised	625,000	93,750	-	-	-	-	93,750
Unrealized loss on available-for-sale investments	-	-	-	-	(974,462)	-	(974,462)
Loss for the year	-	-	-	-	-	(3,244,707)	(3,244,707)
Balance as at December 31, 2014	**116,468,565**	**$ 17,070,218**	**$ 4,517,769**	**$ 24,375**	**$ (974,462)**	**$ (18,133,191)**	**$ 2,504,709**

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Saturn Minerals Inc. (the "Company") was incorporated under the laws of British Columbia on August 16, 2001. The Company is in the business of acquiring, exploring, evaluating and developing economically viable energy and resource deposits in Canada. The Company's current focus is to advance the exploration of its coal and oil & gas properties in Eastern Saskatchewan and Western Manitoba.

The Company's head office and registered office address is Suite 312, 744 West Hastings Street, Vancouver, British Columbia, V6C 1A5. Effective May 3, 2004, the common shares of the Company were listed on the TSX Venture Exchange ("TSXV") and trade under the symbol "SMI".

Going concern of operations

These audited financial statements have been prepared assuming the Company will continue on a going concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going concern depends on its ability to raise adequate financing and to develop profitable operations. As at December 31, 2014, the Company has an accumulated deficit of $18,133,191 (2013 - $14,888,484).

Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur.

As the Company is in the exploration and evaluation stage, the Company has not identified a known body of commercial grade mineral on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration and development programs will result in profitable mining operations. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain financing to complete their development, and future profitable production or disposition thereof.

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION

These audited financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The policies applied in these financial statements are based on IFRS issued and effective as of December 31, 2014.

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. BASIS OF PREPARATION (cont'd)

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

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

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

a) The recoverability of amounts receivable which is included in the statement of financial position;

b) The carrying value of the investment in exploration and evaluation costs and the recoverability of the carrying value which are included in the statement of financial position;

c) The determination of the fair value of stock options or warrants using stock pricing models requires the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants;

d) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values; and

e) Recorded costs of flow-through share premium liabilities reflect the premium received by the Company on the issue of flow-through shares. The premium is subject to measurement uncertainty and requires the Company to assess the value of non-flow-through shares. This determination is subjective and does not necessarily provide a reliable single measure of the fair value of the flow-through share premium liability.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these financial statements.

Exploration and evaluation assets

Pre-exploration costs

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Exploration and evaluation assets (cont'd)

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of the properties are capitalized by property. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractor and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the year in which they occur.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a property interest, as consideration, for an agreement by the farmee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, 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 profit or loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

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

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Reclamation deposits

Cash which is subject to contractual restrictions on use is classified separately as reclamation deposits.

Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Rehabilitation provision (cont'd)

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

The Company does not have any significant rehabilitation obligations.

Impairment of tangible and intangible assets

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

Share-based payments

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

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model and is recognized on a graded basis over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment using the Black-Scholes option pricing model. Otherwise, share-based payments are measured at the fair value of goods and services received.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore its exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement, the Warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the agreement. Warrants that are part of units are valued based on the residual value method. Warrants that are issued as payment for agency fees or other transactions costs are accounted for as share-based payments.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years. Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets and liabilities that affect neither accounting nor taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it is not recorded.

Flow-through shares

The Company will, from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share 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 expenses being incurred, the Company derecognizes the liability and the premium is recognized as other income.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial instruments

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Financial assets at fair value through profit or loss ("FVTPL")

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated as at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's risk management strategy. Attributable transaction costs are recognized in profit or loss when incurred. FVTPL are measured at fair value, and changes are recognized in profit or loss.

Held-to-maturity ("HTM")

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 asset 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 profit or loss.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs.

Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment loss.

Available-for-sale ("AFS")

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

The Company has classified its financial assets as follows:

- Cash is classified as FVTPL.
- Investments are classified as AFS.
- Amounts receivable, and due from related parties are classified as loans and receivables.
- Permit deposits are classified as HTM.

Financial liabilities

Financial liabilities are classified into one of two categories:

- Fair value through profit or loss;
- Other financial liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial instruments (cont'd)

Fair value through profit or loss

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

Other financial liabilities

This category includes amounts due to related parties, accounts payable and accrued liabilities and loans payable, all of which are recognized at amortized cost.

The Company classified its financial liabilities which consisted of accounts payable and accrued liabilities, due to related parties, and loans payable as other financial liabilities.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets 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 assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:

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

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date of impairment is reversed does not exceed what the amortized cost would have been had the impairment not be recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

New accounting standards and interpretation

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2014, including IFRS 10, IFRS 12, IAS 27, Exception from Consolidation for "Investment Entities". IFRS 10 is amended to define an "investment entity" and introduce an exception from consolidation for investment entities. IFRS 12 and IAS 27 are amended to introduce disclosures that an investment entity needs to make.

IAS 32, Financial Instruments: Presentation. Amended to clarify aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of 'currently has a legally enforceable right of set-off;
- the application of simultaneous realization and settlement;
- the offsetting of collateral amounts; and
- the unit of account for applying the offsetting requirements.

The Company has adopted these policies and none of them had a significant effect on the financial statements. The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Effective for annual periods beginning on or after January 1, 2015:

IFRS 7, Financial Instruments – Disclosure. Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

Effective (proposed) for annual periods beginning on or after January 1, 2018:

IFRS 9, Financial Instruments – Classification and Measurement. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as de-recognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is 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 at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers: IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Service.

4. AMOUNTS RECEIVABLE

As at December 31, 2014, the Company had GST receivable in the amount of $15,074 (December 31, 2013 - $20,092).

(EXPRESSED IN CANADIAN DOLLARS)

5. INVESTMENTS

	December 31, 2014	December 31, 2013
Global Resources Investment Trust – cost	$ 1,300,000	$ -
Fair value adjustment	(974,462)	-
Foreign exchange loss associated with fair value adjustment	(20,293)	-
	$ 305,245	$ -

During the year, the Company acquired 704,301 shares of Global Resources Investment Trust ("GRIT") valued at £1.00 each, in consideration for 10,000,000 units of the Company valued at $0.13 each. The GRIT shares trade through the facilities of the London Stock Exchange. Each unit consists of one common share and one-half common share purchase warrant exercisable at $0.17 per share for two years.

On acquisition, the GRIT shares were valued at $1,300,000. The GRIT shares have been designated as available-for-sale and are recorded at fair value. Fair value is determined by reference to the last bid price at the date of the statement of financial position. Unrealized losses are recognized in other comprehensive loss. At December 31, 2014, the fair value of the GRIT shares is $305,245.

6. PERMIT DEPOSITS

During the year ended December 31, 2014 the Company received refunds for two (2) petroleum and natural gas exploration permits with Saskatchewan Energy and Resources of $175,000 (2013 - $75,835).

During the year ended December 31, 2013, the Company abandoned certain exploration and evaluation assets and did not complete the minimum exploration work in order to receive refunds on the permit deposits. Accordingly the Company recorded a write-down of permit deposits totaling $63,940.

7. EXPLORATION AND EVALUATION ASSETS

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

a) <u>Armit</u>

The Company's 100% owned Armit property initially consisted of 23 contiguous Coal Prospecting Permits. The property is located in Saskatchewan and hosts the Leif Coal Discovery. The Company has applied to the Saskatchewan Ministry of the Economy to convert a number of hectares of the Coal Prospecting Permits with the highest potential to host economic amounts of coal, into eight (8) Coal Leases, and has paid the annual rental fee of $23,584 and associated filing and other fees to the Saskatchewan Ministry of the Economy with respect to these Coal Leases at $5.50 per hectare. As at December 31, 2014, the Company has not received approval for conversion of the Coal Prospecting Permits to Coal Leases and the Company wrote off all related exploration and evaluation expenditures to operations.

7. EXPLORATION AND EVALUATION ASSETS (cont'd)

b) Overflowing

The Company's 100% owned Overflowing property consists of five contiguous Quarry Leases located in the province of Manitoba. The Quarry Leases associated with the Overflowing property entail an annual rental of $27 per hectare. For the Quarry Leases associated with the Overflowing property, annual rentals are a total of $9,018.

As of December 31, 2014, the Overflowing property consists of five contiguous Quarry Leases ("Leases") located in the province of Manitoba. The Leases entail an annual rental of $27 per hectare. For the Leases, annual rental fees amount to a total of $9,018, which is due in 2015. As at December 31, 2013, the Company wrote-off the Permit Deposits to the Manitoba government relating to the abandoned Permits.

c) Red Earth

The Company's Red Earth property consists of six contiguous Coal Prospecting Permits located in the province of Saskatchewan. On November 9, 2011 the Company entered into a property transfer and option agreement (the "Agreement") whereby the Company transferred a 10% interest in certain Coal Prospecting Permits in Saskatchewan to Jameson Resources Ltd. ("Jameson") for a cash payment of $46,080.

Jameson can earn up to an additional 50% interest in the Coal Prospecting Permits by expending $870,000 in exploration expenses over three years following which the Company and Jameson will enter into a joint venture agreement. During the term of the Agreement, Jameson will make cash payments to the Company equivalent to $5 and $10 per hectare in years two and three, respectively up to a maximum of $69,120. The Company will also retain a 7% royalty interest in all future production from the Coal Prospecting Permits.

In February 2012, the Company entered into an amended agreement whereby it agreed to pay finder's fees of $16,600 payable by the issuance of 75,000 common shares upon regulatory approval of the amended agreement. As at December 31, 2012, the Company received approvals and issued 75,000 common shares. The Company will also pay $6,920 payable in cash or the issuance of 37,000 common shares, at the sole election of the Company, upon completion of the first year's exploration work on the Coal Prospecting Permits, recommendation of an independent geologist that further exploration work be conducted and Jameson's commitment to fund the second year's exploration work.

As at December 31, 2013, Jameson had reimbursed the Company $124,608 for exploration expenditures in the first year on the Red Earth property and pursuant to the Agreement, Jameson's ownership interest in the Red Earth Property has been increased to 20%. The Company has applied to the Saskatchewan Ministry of the Economy to convert the entire Red Earth property from Coal Prospecting Permits into Coal Leases. Coal Leases grant the right to commercially produce coal. Jameson had reimbursed the Company an additional $25,344 and associated filing and other fees with respect to these Coal Leases as prescribed in the annual rental for Coal Leases of $5.50 per hectare. As at December 31, 2013, the Company has received approval for conversion of the Coal Prospecting Permits to Coal Leases.

7. EXPLORATION AND EVALUATION ASSETS (cont'd)

c) Red Earth (cont'd)

In April 2014, Jameson elected to relinquish its stake in the Red Earth property and had no on-going interest or liability in the property. As at December 31, 2014, all Coal Prospecting Permits expired and the Company wrote off all related exploration and evaluation expenditures to operations.

d) Little Swan

In 2010, the Company submitted a successful bid for a Petroleum & Natural Gas Exploration Permit ("Little Swan"), located near the town of Hudson Bay, Saskatchewan during the Lands Sale held by the Saskatchewan Ministry of Energy & Resources. The bid was submitted by the Company in conjunction with Gulf Shores Resources Ltd (25% interest) and a privately owned Canadian oil company (25% interest) (collectively, the "Partners"). The Little Swan Project grants its owners an exclusive right to explore for petroleum and natural gas within permit boundaries.

The Company paid $88,189 in connection with this Bid of which $62,500 relates to an expenditure deposit and is recorded as a Permit Deposit and is refundable upon completion of exploration work and submission of technical work reports to Saskatchewan Energy and Resources. The remaining $25,689 relates to land rental costs. The Bid was submitted by the Company in conjunction with the Partners for a total work commitment of $500,000. The Company funded 100% of the cost of the Bid, half of which was reimbursed by the Partners. In 2012, the Company paid $38,540 to the Partners to acquire a 100% interest in the Little Swan Project.

During the year ended December 31, 2013, the Company paid the third year's refundable Permit Deposit of $62,500 to the government of Saskatchewan and the third year's annual land rental fee of $25,689. The Company received $Nil in refunds on the related Permit Deposits during the year.

In November 2012, the Company entered into a preliminary agreement with a private, Calgary based oil & gas company, Vector Exploration Corp. ("Vector") for exploration and development of the Company's Little Swan and Bannock Creek oil & gas properties ("the Properties"). The Company and Vector have agreed that:

1) Upon signing of a definitive agreement between the Company and Vector, the Company will grant Vector a 5% carried interest in the Properties in consideration for services and expertise to be rendered to the Company by Vector for exploration of the Properties from the date of the definitive agreement to December 1, 2013.

2) On or before December 1, 2013, the Company and Vector will evaluate exploration results of the Properties and mutually decide to pursue one of two options:

    a. The Company will transfer the Properties into Vector in consideration for a 90% equity interest in Vector. Vector's 5% carried interest will be converted into a 10% equity interest of Vector to be held by the Vector Team, provided that Vector pays to the Company 5% of the exploration expenses incurred by the Company on the Properties from December 1, 2012 to the date of the transfer; or

    b. The Properties will remain entirely owned by the Company and Vector's 5% carried interest in the Properties will convert to a 5% working interest.

7. EXPLORATION AND EVALUATION ASSETS (cont'd)

d) Little Swan (cont'd)

In November 2013, the Company amended the agreement with Vector to a Farm-In Agreement for oil and gas permits EP-71 and EP-72 (the "Little Swan" and "Bannock Creek" properties). Under the Farm-In Agreement, Vector is required to make an initial payment of $200,000. After the initial payment, the requirements are divided into two phases of operations. Phase 1 will commence prior to January 14, 2014 and requires Vector to pay an additional $200,000 to the Company and fund a minimum of 60 km of seismic data over the Little Swan property and 20km over the Bannock Creek property. On completion of Phase 1 Vector will have earned a 50% interest in the permits. Phase 2 requires Vector to drill 2 wells of which the first well must be spudded on or before January 15, 2015 and the second within 180 days of rig release of the first well. On completion of Phase 2 Vector will have earned an additional 30% interest for an aggregate interest of 80%. Both wells will be subject to a 1/350 (2.0 -7.5%) royalty payable to the Company until payout. Upon payout, Vector will have the option to convert the 1/350 royalty into a 20% working interest.

During the year ended December 31, 2014, the Company amended the existing Farm-In Agreement with Vector for oil & gas permits EP-71 and EP-72 (the "Little Swan" and "Bannock Creek" properties). Under the terms of a new Joint-Operating Agreement, both the Company and Vector will each retain a 50% working interest in both projects. Additionally, both the Company and Vector have agreed on an Area of Mutual Interest surrounding the Little Swan and Bannock Creek projects within which both companies will retain a right of first refusal to participate at their Working Interest on any operations, including Land Purchase, geological and geophysical programs, drilling and completions.

During the year ended December 31, 2014, the Company executed a Letter of Intent ("LOI") with Bayhorse Silver Inc. ("Bayhorse") whereby Bayhorse can earn 50% of the Company's 50% interest in the EP-71 (Little Swan). As per the formal agreement executed in November 2014 (amended in February 2015), Bayhorse will make equalization payments to the Company totaling $600,000, issue 500,000 shares of Bayhorse to the Company and assume the Company's 2014-2015 seismic costs on Little Swan for $230,000 as per the following schedule:

- A $50,000 non-refundable deposit to the Company upon execution of the LOI (received)
- An installment payment of $150,000 payable within ten business days of the TSX Venture Exchange ("TSX") approval
- Issue 500,000 shares of Bayhorse Silver Inc. to the Company within two business days of TSX approval
- An additional $200,000 payment on or before 45 days after TSX approval
- A final $200,000 payment on or before 90 days after TSX approval
- Assume $230,000 of the Company's costs on the planned 2014-2015 seismic program, payable on or before January 30, 2015. The seismic program will be conducted and operated by the Company.

Other than lands converted by drilling into an oil lease, Bayhorse must participate as to 25% of all ongoing geological or geophysical expenditures on the Farm-in Lands or forfeit its interest.

During the year ended December 31, 2014, the Company paid the annual land rental fee of $25,689 and received a refund of $125,485 on the related Permit Deposits.

Subsequent to the year ended December 31, 2014, the Company received a total amount of $230,000 from Bayhorse.

7. EXPLORATION AND EVALUATION ASSETS (cont'd)

e) Bannock Creek

The Company submitted a successful bid for a Petroleum & Natural Gas Exploration Permit ("Bannock Creek") during the Lands Sale held by the Saskatchewan Ministry of Energy & Resources. The Company paid \$37,432 in connection with this bid of which \$25,000 relates to a Permit Deposit, which is refundable upon completion of exploration work and submission of technical work reports to Saskatchewan Energy and Resources. The remaining \$12,432 relates to the first year's land rental fee.

During the year ended December 31, 2013, the Company paid the third year's Permit Deposit of \$25,000 and the third year's annual land rental fee of \$12,432. During the year ended December 31, 2014, the Company received \$50,000 in refunds on the related Permit Deposits.

In November 2012, the Company entered into an agreement with Vector for exploration and development of the Company's Little Swan and Bannock Creek oil & gas properties which were further amended to a Farm-In Agreement in November 2013 and an amended Farm-In Agreement during the year ended December 31, 2014 (see Note 7(d)).

f) Gem

Pursuant to an agreement dated April 20, 2005, and subsequently amended, the Company has acquired a 100% interest in the Apex 3 and 4 mineral claims located in the New Westminster Mining Division, British Columbia, subject to a net smelter return royalty of 1%. The Company has the right to acquire 0.5% of the net smelter return royalty for \$1,000,000. Under the terms of the option agreement the Company paid \$70,500 and issued 300,000 common shares with a value of \$89,600 to acquire its interest. In 2009, upon the Company's determination that the value of the property was impaired, the carrying value of the property was reduced to a nominal \$1 by a charge to earnings of \$216,194.

During the year ended December 31, 2010, the Company resumed exploration work on the property and completed adequate care and maintenance in 2011 and this work continued in 2013 and 2014.

g) Muskeg and Rat Creek

During the year ended December 31, 2013, the Company abandoned the Muskeg and Rat Creek properties and wrote off a total of \$815,218 of costs related to these properties.

SATURN MINERALS INC.
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2014
(EXPRESSED IN CANADIAN DOLLARS)

7. EXPLORATION AND EVALUATION ASSETS (cont'd)

	Armit	Overflowing	Red Earth	Little Swan	Bannock Creek	Gem	Year ended December 31, 2014	Year ended December 31, 2013
Beginning balance	$1,593,289	$ 547,915	$ 155,846	$ 617,522	$ 270,692	$ 16,422	$ 3,201,686	$ 3,573,516
Expenditures during the year:								
Assaying	-	-	-	-	39,028	-	39,028	-
Camp and field costs	-	-	-	4,825	-	-	4,825	65
Consulting	-	-	-	36,984	76,615	-	113,599	-
Drilling	-	-	-	-	20,651	-	20,651	-
Geology	-	-	-	47,464	37,509	4,753	89,726	32,436
Geophysics	-	-	-	(2,486)	14,816	-	12,330	345,202
Land rental	-	-	-	25,689	-	-	25,689	63,465
Surface Access	-	-	-	-	13,790	-	13,790	-
Travel and accommodation	-	-	-	238	4,863	-	5,101	2,220
Vehicle and equipment	-	-	-	3,374	3,375		6,749	-
	-	-	-	116,088	210,646	4,753	331,488	443,388
Cost recoveries	-	-	-	(50,000)	-	-	(50,000)	-
Write-off of exploration and evaluation assets	(1,593,289)	-	(155,846)	-	-	-	(1,749,135)	(815,218)
Ending balance	$ -	$ 547,915	$ -	$683,610	$ 481,339	$ 21,175	$ 1,734,039	$ 3,201,686

(EXPRESSED IN CANADIAN DOLLARS)

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		2014		2013
Accounts payable	$	253,502	$	642,324
Accrued liabilities		41,950		25,000
	$	295,452	$	667,324

9. LOANS PAYABLE

During the year ended December 31, 2013, the Company entered into two loan agreements with a family member of a director and a private company in the amount of $40,000. The loans were non-interest bearing, unsecured and had no specific terms of repayment. During the year ended December 31, 2014, the Company repaid $40,000 to the family member of a director and the private company.

10. FLOW-THROUGH SHARE PREMIUM LIABILITY

		Issued in March 2014
Balance at December 31, 2012 and 2013	$	-
Liability incurred on flow-through shares issued		15,625
Settlement of flow-through share liability on renunciation of expenditures		(15,625)
Balance at December 31, 2014	$	-

In March 2014, the Company completed a private placement consisting of the issue and sale of 625,000 flow-through units at a price of $0.15 per flow-through unit for gross proceeds of $93,750. Each flow-through unit consisted of one flow-through common share and one-half of one common share purchase warrant. The premium received on the shares issued was determined to be $15,625 and has been recorded as a share capital reduction. An equivalent premium liability was recorded and reduced when the required exploration expenditures were renounced to shareholders.

In May 2014, the Company completed a private placement consisting of the issue and sale of 868,000 flow-through units at a price of $0.15 per flow-through unit for gross proceeds of $130,200. Each flow-through unit consisted of one flow-through common share and one-half of one common share purchase warrant. The premium received on the shares issued was determined to be $Nil.

In September 2014, the Company completed a private placement consisting of the issue and sale of 5,000,000 flow-through units at a price of $0.20 per flow-through unit for gross proceeds of $1,000,000. Each flow-through unit consisted of one flow-through common share and one-half of one common share purchase warrant. The premium received on the shares issued was determined to be $Nil.

(EXPRESSED IN CANADIAN DOLLARS)

10. FLOW-THROUGH SHARE PREMIUM LIABILITY (cont'd)

In October 2014, the Company completed a private placement consisting of the issue and sale of 250,000 flow-through units at a price of $0.20 per flow-through unit for gross proceeds of $50,000. Each flow-through unit consisted of one flow-through common share and one-half of one common share purchase warrant. The premium received on the shares issued was determined to be $Nil.

11. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2014, the Company incurred the following transactions with directors, officers and other key management personnel:

	Year ended December 31, 2014	2013
Accounting	$ 42,000	$ 41,640
Management fees	192,000	262,000
Geological services recorded in exploration and evaluation assets	20,000	26,071
Advertising, promotion, and public relations	20,000	-
Consulting	-	7,200
Total	$ 274,000	$ 336,991

The share-based payments to directors, officers and other key personnel of the Company during the year ended December 31, 2014 was $235,709 (2013 - $Nil). Share-based payments are the fair value of options granted to directors, officers and other key management personnel. There were 5,000,000 options granted to directors, officers and other key personnel during the year ended December 31, 2014 (2013 – Nil).

As at December 31, 2014, the Company owed $118,515 (2013 - $290,863) to its directors, officers and other key management personnel of the Company for management fees, services and expense reimbursements. As at December 31, 2014, the Company advanced $66,423 (2013 - $Nil) to an officer and director of the Company. Subsequent to the year ended December 31, 2014, the Company advanced an additional $72,000 to an officer and director of the Company. During the year ended December 31, 2013, the Company entered into a loan agreement with a family member of a director in the amount of $20,000 (Note 9). The loan was non-interest bearing, unsecured and had no specific terms of repayment. During the year ended December 31, 2014, the Company repaid the $20,000 loan.

The Company shares office space and other office and administrative expenses with another company related through common directors and during the year ended December 31, 2014, the Company recovered office rent expenses of $47,212 (2013 - $47,212) and other office and administrative expenses of $40,788 (2013 - $41,072) due in reimbursements from the company. As at December 31, 2014, the total amount due from this company was $437,575 (2013 - $335,701) which is non-interest bearing, unsecured, and due on demand. At December 31, 2014 and 2013, the Company wrote-down the full balance from the related company due to uncertainty of collectability.

12. SHARE CAPITAL AND EQUITY RESERVES

Authorized

Unlimited common shares without par value.

During the year ended December 31, 2014, the Company:

a) Closed its securities exchange with Global Resources Investment Trust plc ("GRIT"). The Company issued 10,000,000 units at $0.13 per unit, in exchange for 704,301 ordinary shares of GRIT (the "GRIT Shares"), at a price of £1.00 per GRIT Share. Each unit consists of one common share and one-half common share purchase warrant exercisable at $0.17 per share for two years. The Company will now seek to sell the GRIT Shares through the facilities of the London Stock Exchange. In connection to the securities exchange with GRIT, the Company issued 800,000 common shares as finder's fee valued at $108,000 and 400,000 common share purchase warrants as finder's warrants valued at $29,933. Each common share purchase warrant is exercisable at $0.17 per share for two years from the closing of the securities exchange. The Company paid $9,750 of cash share issuance costs in relation to the private placement.

b) Closed a non-brokered private placement of 5,650,000 non flow-through units (the "NFT units") at a price of $0.12 per NFT unit for a gross value of $678,000. Each NFT unit consists of one non flow-through common share and one-half of a share purchase warrant (the "NFT warrants"). Each whole NFT warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.15 per share until February 7, 2016. The Company paid $3,390 of cash share issuance costs in relation to the private placement.

c) Closed a non-brokered flow-through private placement of 625,000 flow-through units (the "FT units") at a price of $0.15 per FT unit for a gross value of $93,750. Each FT unit consists of one flow-through common share and one-half of a non flow-through share purchase warrant. Each whole FT warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.20 per share until March 19, 2016. The Company paid $742 of cash share issuance costs and recorded a premium received on flow-through shares of $15,625 in relation to the private placement.

d) Closed a non-brokered flow-through and non flow-through private placement of 868,000 flow-through units (the "FT Units") and 3,571,666 non flow-through units (the "NFT Units") at a price of $0.15 per FT and NFT Unit for a gross value of $665,950. Each FT Unit consists of one flow-through common share (the "FT Shares") and one-half of a non flow-through share purchase warrant (the "FT Warrant"). Each whole FT Warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.20 per share for a period of 12 months from the date of issue of the FT Warrant. Each NFT Unit consists of one non flow-through common share (the "NFT Shares") and one-half of a non flow-through share purchase warrant (the "NFT Warrant"). Each whole NFT Warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.20 per share for a period of 12 months from the date of issue of the NFT Warrant. The Company paid $15,338 of cash share issuance costs in relation to the private placement.

12. SHARE CAPITAL AND EQUITY RESERVES (cont'd)

During the year ended December 31, 2014, the Company (cont'd):

e) Closed the first tranche of a flow-through private placement for 5,000,000 flow-through units ("FT Unit") at a price of $0.20 per FT Unit for a gross value of $1,000,000. Each FT Unit consists of one flow-through common share (the "FT Shares") and one-half of a non flow-through share purchase warrant (the "NFT Warrants"). Each whole NFT Warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.25 per share expiring on March 1, 2016. The NFT Warrants are subject to an accelerated expiry if, at any time after an initial 4 month hold period expires, the closing price of the Company's common shares on the TSXV exceeds $0.35 for any 20 consecutive trading days, in which event the holder will be given notice that the NFT Warrants will expire 30 days following the date of such notice. The NFT Warrants may be exercised by the holder during the 30-day period between the notice and the expiration of the NFT Warrants. The Company paid $60,000 to the agent and issued 100,000 finder's warrants under the same terms valued at $10,185. The Company paid $5,750 of cash share issuance costs and incurred $12,500 of share issuance costs in relation to the private placement.

f) Closed the first tranche of a non flow-through private placement for 1,000,000 non flow-through units ("NFT Unit") at a price of $0.20 per NFT Unit for a gross value of $200,000. Each NFT Unit consists of one common share and one-half of a share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share, exercisable at a price of $0.25 per share expiring March 17, 2016. The Company paid $1,750 of cash share issuance costs and incurred $5,000 of share issuance costs to fair value warrants issued in relation to the private placement.

g) Closed the second and final tranche of a flow-through private placement for 250,000 flow-through units ("FT Unit") at a price of $0.20 per FT Unit for a gross value of $50,000. Each FT Unit consists of one flow-through common share (the "FT Shares") and one-half of a non flow-through share purchase warrant (the "NFT Warrants"). Each whole NFT Warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.25 per share expiring on April 2, 2016. The NFT Warrants are subject to an accelerated expiry if, at any time after an initial 4 month hold period expires, the closing price of the Company's common shares on the TSXV exceeds $0.35 for any 20 consecutive trading days, in which event the holder will be given notice that the NFT Warrants will expire 30 days following the date of such notice. The NFT Warrants may be exercised by the holder during the 30-day period between the notice and the expiration of the NFT Warrants. The Company paid $250 of cash share issuance costs and incurred $6,875 of share issuance costs to fair value warrants issued in relation to the private placement.

During the year ended December 31, 2013, the Company:

a) Closed a non-brokered flow-through private placement of 2,692,308 flow-through units at a price of $0.13 per flow-through unit for proceeds of $350,000. Each flow-through unit consists of one flow-through common share and one non flow-through share purchase warrant. Each warrant entitles the holder thereof to purchase one non flow-through common share at $0.15 per share until February 5, 2014. The Company paid $3,000 of cash share issuance costs in relation to the private placement.

(EXPRESSED IN CANADIAN DOLLARS)

12. SHARE CAPITAL AND EQUITY RESERVES (cont'd)

Share Purchase Warrants

Warrant transactions are summarized as follows:

	Outstanding Warrants	Weighted Average Exercise Price
Balance, December 31, 2012	16,589,369	$ 0.26
Granted	2,692,308	0.15
Expired	(16,589,369)	0.26
Balance, December 31, 2013	2,692,308	$ 0.15
Granted	13,982,333	0.19
Exercised	(625,000)	0.15
Expired	(2,692,308)	0.15
Balance, December 31, 2014	13,357,333	$ 0.19

The weighted average trading price at the date the warrants were exercised during the year ended December 31, 2014 was $0.19 (2013 - $Nil).

As at December 31, 2014, the following share purchase warrants were issued and outstanding:

Expiry Date	Outstanding Warrants	Exercise Price
May 14, 2015	2,219,833	$ 0.20
February 7, 2016	2,200,000	0.15
March 1, 2016	2,500,000	0.25
March 1, 2016	100,000	0.25
March 7, 2016	5,000,000	0.17
March 17, 2016	500,000	0.25
March 19, 2016	400,000	0.17
March 19, 2016	312,500	0.20
April 16, 2016	125,000	0.25
	13,357,333	

During the year ended December 31, 2014, the Company granted 500,000 (2013 – Nil) finder's warrants with an initial fair market value of $40,118 (2013 - $Nil) or $0.08 (2013 - $Nil) per warrant which was recorded as share issue costs. The following weighted average assumptions were used for the Black-Scholes valuation of the finder's warrants:

	2014	2013
Risk-free interest rate	1.06%	-
Expected life of option	1.90 years	-
Expected dividend yield	0%	-
Expected stock price volatility	119.63%	-

(EXPRESSED IN CANADIAN DOLLARS)

12. SHARE CAPITAL AND EQUITY RESERVES (cont'd)

Stock Options

The Company has an incentive stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 16,456,650 common shares of the Company. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's stock on the grant date. The options can be granted for a maximum term of 5 years. The options granted vest as to 25% on the date of grant and 12.5% at the end of every quarter after the grant date.

A summary of changes of stock options outstanding is as follows:

	Outstanding Options	Weighted Average Exercise Price
Balance, December 31, 2012	11,269,500	$ 0.18
Forfeited/expired	(3,135,500)	0.18
Balance, December 31, 2013	8,134,000	0.18
Granted	5,000,000	0.15
Forfeited/expired	(2,054,000)	0.18
Balance, December 31, 2014	11,080,000	$ 0.17
Exercisable, December 31, 2014	9,392,500	$ 0.17

As at December 31, 2014, the following options were issued and outstanding:

Expiry Date	Outstanding Options	Exercise Price
January 19, 2015*	700,000	$ 0.17
March 8, 2016	3,856,000	0.17
January 11, 2017	1,019,000	0.20
September 15, 2017	1,005,000	0.20
January 22, 2019	4,500,000	0.15
	11,080,000	

* Expired subsequently unexercised

During the year ended December 31, 2014, the Company granted 5,000,000 (2013 – Nil) stock options with an initial fair market value of $373,973 (2013 - $Nil) or $0.07 (2013 - $Nil) per option. The Company expensed $335,066 (2013 - $131,760) to operations for the options vesting during the year ended December 31, 2014 with the balance of $4,161 (2013 - $131,760) pertaining to the prior year's grants of stock options. The following weighted average assumptions were used for the Black-Scholes valuation of the stock options:

	2014	2013
Risk-free interest rate	1.60%	-
Expected life of option	5 years	-
Expected dividend yield	0%	-
Expected stock price volatility	83.39%	-

13. FINANCIAL INSTRUMENTS

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, currency risk, interest rate risk and price risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a) Capital management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or return capital to shareholders. As at December 31, 2014, the Company is not subject to externally imposed capital requirements.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper. As at December 31, 2014, the Company had $723,886 (2013 - $2,779) in cash to settle $413,967 (2013 - $998,187) in current liabilities.

c) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, other assets and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and other assets with high-credit quality financial institutions. The Company's cash is held with major Canadian based financial institutions.

d) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company's investment financial asset is trading on the London Stock Exchange in British pounds (£) and could result in gains or losses on foreign exchange. The Company also continuously monitors GRIT share trading prices.

e) Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash and permit deposits. The Company's practice has been to invest cash at floating rates of interest, in cash equivalents, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is a minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in short term investments and permit deposits as they are generally held with large financial institutions.

13. FINANCIAL INSTRUMENTS (cont'd)

f) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity and equity prices to determine appropriate actions to be undertaken.

g) Fair value

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

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

The fair value of cash and investments are measured based on level 1 inputs of the fair value hierarchy.

The estimated fair value of financial liabilities is equal to their carrying values due to the short-term nature of these instruments.

14. SEGMENTED INFORMATION

The Company currently conducts substantially all of its operations in Canada in one business segment being the acquisition and exploration of resource properties.

15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The Company's significant non-cash transactions during the year ended December 31, 2014 were as follows:

a) Included in exploration and evaluation assets is $57,595, net of GST/HST which relates to accounts payable and accrued liabilities.

b) Reclassified $3,963, net of GST/HST, from explorations advances to exploration and evaluation assets.

c) Issued 800,000 common shares as a finder's fee valued at $108,000 and 500,000 common share purchase warrants as finder's warrants valued at $40,118 relating to two private placements.

d) The premiums received on flow through shares issued in three private placements were determined to be $15,625 and has been recorded as a share capital reduction.

e) Issued 10,000,000 units of the Company valued at $0.13 each unit in exchange for 704,301 shares of GRIT.

15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (cont'd)

The Company's significant non-cash transactions during the year ended December 31, 2013 were as follows:

a) Included in exploration and evaluation assets is $296,989, net of GST/HST which relates to accounts payable and accrued liabilities.

b) Reclassified $346,037, net of GST/HST, from exploration advances to exploration and evaluation assets.

c) Included in permit deposits is $12,432 which relates to accounts payable and accrued liabilities.

16. CONTINGENCIES AND COMMITMENTS

a) During the year ended December 31, 2013, the Company received notice of a claim by Hampton Securities Limited ("Hampton") for payment of approximately $80,000 allegedly owed to Hampton in connection with a proposed brokered private placement announced on November 13, 2012 that did not proceed. The amount appears to comprise Hampton's legal fees as well as additional amounts that are not specified in the claim. The Company believes that the claim being made by Hampton is groundless and the Company intends to defend the claim vigorously.

b) The Company has entered into an office lease expiring February 28, 2017 which calls for monthly payments of approximately $1,957 in 2015; $1,966 in 2016; and $1,966 in 2017, plus an applicable portion of operating costs.

(EXPRESSED IN CANADIAN DOLLARS)

17. INCOME TAXES

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

	2014	2013
Loss before income taxes	$ (3,244,707)	$ (1,884,006)
Expected income tax (recovery)	(844,000)	(485,000)
Change in statutory tax rates and other	(7,000)	(73,000)
Permanent differences	(42,000)	34,000
Impact of flow-through shares	85,000	114,000
Share issue costs	(36,000)	(1,000)
Adjustment to prior years provision versus statutory tax returns	(139,000)	(20,000)
Change in unrecognized deductible temporary differences	983,000	431,000
Total income tax expense	$ -	$ -

The significant components of the Company's deferred tax assets and liabilities are as follows:

	2014	2013
Deferred Tax Assets (Liabilities)		
Exploration and evaluation assets	$ 230,000	$ -
Share issue costs	41,000	21,000
Property and equipment	2,000	2,000
Marketable securities	129,000	-
Non-capital losses	2,170,000	1,566,000
	$ 2,572,000	$ 1,589,000
Unrecognized deferred tax assets	(2,572,000)	(1,589,000)
Net deferred tax assets	$ -	$ -

The significant components of the Company's temporary differences and unused tax losses are as follows:

	2014	Expiry Date Range	2013	Expiry Date Range
Temporary Differences				
Exploration and evaluation assets	$ 700,000	No Expiry	$ -	No Expiry
Investment tax credit	65,000	2020 to 2033	60,000	2020 to 2032
Property and equipment	7,000	No Expiry	7,000	No Expiry
Share issue costs	159,000	2015 to 2019	80,000	2014 to 2018
Marketable securities	995,000	No Expiry	-	No Expiry
Non-capital losses	8,345,000	2015 to 2034	6,425,000	2014 to 2033

As discussed in Note 10, during the year ended December 31, 2014, the Company issued 6,743,000 common shares on a flow-through basis for gross proceeds of $1,273,950, and during the year ended December 31, 2013, the Company issued 2,692,308 common shares on a flow-through basis for gross proceeds of $350,000. The underlying flow-through agreements require the Company to renounce certain deductions for Canadian exploration expenditures incurred on the Company's mining properties.

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

18. SUBSEQUENT EVENTS

Subsequent to the year ended December 31, 2014:

a) The Company announced that it has completed the first tranche for 3,200,000 units in connection with a Private Placement, of up to 4,500,000 flow-through units (the "FT Units") at a price of $0.18 per FT Unit. Each FT Unit consists of one flow-through common share (the "FT Shares") and one-half of a non flow-through share purchase warrant (the "NFT Warrants"). Each whole NFT Warrant will entitle the holder to purchase one additional non flow-through common share, exercisable at a price of $0.30 per share for a period of 18 months from the date of issue of the NFT Warrant. The NFT Warrants are subject to an accelerated expiry if, at any time after an initial 4 month hold period expires, the closing price of Saturn's common shares on the TSXV exceeds $0.30 for any 20 consecutive trading days, in which event the holder will be given notice that the Warrants will expire 30 days following the date of such notice. The NFT Warrants may be exercised by the holder during the 30-day period between the notice and the expiration of the Warrants. All securities issued will be subject to a four-month hold period and the approval of the TSXV.

b) The Company has granted 3,500,000 stock options exercisable at a price of $0.20 per common share to employees, directors, advisors and consultants of the Company. As per the Company's Stock Option Plan, the options granted are exercisable until February 24, 2020 and vest over a period of 18 months from the date of grant.