



**MONETA PORCUPINE MINES INC.**

Consolidated Financial Statements

For the nine months ended September 30, 2015

**THESE FINANCIAL STATEMENTS HAVE BEEN PREPARED BY MANAGEMENT AND  
HAVE NOT BEEN REVIEWED BY THE COMPANY'S AUDITOR**



**MONETA PORCUPINE MINES INC.**  
Consolidated Statements of Financial Position

As at	Notes	(Unaudited) September 30, 2015 \$	(Audited) December 31, 2014 \$
<b>Current assets</b>			
Cash and equivalents		149,695	282,286
Prepaid expenses		24,886	17,930
Sales taxes recoverable		7,003	30,288
Interest receivable		507	2,749
<b>Total current assets</b>		<b>182,091</b>	<b>333,253</b>
Exploration and evaluation assets	3	1,892,119	1,852,746
		<b>2,074,210</b>	<b>2,185,999</b>
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		118,860	152,431
<b>Total current liabilities</b>		<b>118,451</b>	<b>152,431</b>
Going concern	1		
Contingent liabilities	7		
Subsequent events	10		
Capital stock	4	44,421,604	44,192,549
Contributed surplus		3,607,627	3,605,764
Deficit		(46,073,472)	(45,764,745)
<b>Total shareholders' equity</b>		<b>1,955,759</b>	<b>2,033,568</b>
		<b>2,074,210</b>	<b>2,185,999</b>

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



**MONETA PORCUPINE MINES INC.**

Consolidated Statements of Changes In Shareholders' Equity

	Notes	Capital Stock		Contributed Surplus	Other Accumulated Comprehensive		Shareholders' Equity
		Shares	\$		Deficit		
<b>Balance as at December 31, 2014</b>		<b>193,642,382</b>	<b>44,192,549</b>	<b>3,605,764</b>	<b>-</b>	<b>(45,764,745)</b>	<b>2,033,568</b>
Share issuance on private placement financing	4	4,450,000	235,000				235,000
Share issuance costs - cash	4		(5,945)				(5,945)
Share based compensation on vested options				1,863			1,863
Earnings (loss) and comprehensive earnings (loss)						(308,727)	(308,727)
<b>Balance as at September 30, 2015</b>		<b>198,092,382</b>	<b>44,421,604</b>	<b>3,607,627</b>	<b>-</b>	<b>(46,073,472)</b>	<b>1,955,759</b>
<b>Balance as at December 31, 2013</b>		193,642,382	44,192,549	3,486,274	-	(43,219,136)	4,459,687
Share based compensation on vested options				52,725			52,725
Earnings (loss) and comprehensive earnings (loss)						(2,182,489)	(2,182,489)
<b>Balance as at September 30, 2014</b>		<b>193,642,382</b>	<b>44,192,549</b>	<b>3,538,999</b>	<b>-</b>	<b>(45,401,625)</b>	<b>2,329,923</b>

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



**MONETA PORCUPINE MINES INC.**

Consolidated Statements of Loss, Comprehensive Loss and Deficit

For the periods ended September 30,	Notes	Three months ended		Nine months ended	
		2015	2014	2015	2014
		\$	\$	\$	\$
<b>Expenses</b>					
Exploration and evaluation expenditures	3, 6	38,374	119,121	119,116	1,894,428
Share based compensation	4, 6	466	4,001	1,863	52,725
Wages and benefits	6	37,500	51,400	130,021	152,800
General & administration	6	31,791	22,043	70,852	92,009
Legal & audit		914	6,000	21,326	20,315
		<b>109,045</b>	<b>202,565</b>	<b>343,178</b>	<b>2,212,277</b>
<b>Other items</b>					
Other income		(12,855)	(9,186)	(32,951)	(23,170)
Unrealized loss on investments		-	1,396	-	465
Interest income		1,142	(1,324)	(1,500)	(7,083)
<b>Loss before income taxes</b>		<b>97,332</b>	<b>193,451</b>	<b>308,727</b>	<b>2,182,489</b>
Deferred taxes		-	-	-	-
<b>Loss and comprehensive loss</b>		<b>97,332</b>	<b>193,451</b>	<b>308,727</b>	<b>2,182,489</b>
<b>Deficit - beginning of period</b>		<b>45,976,140</b>	<b>45,208,174</b>	<b>45,764,745</b>	<b>43,219,136</b>
<b>Deficit - end of period</b>		<b>46,073,472</b>	<b>45,401,625</b>	<b>46,073,472</b>	<b>45,401,625</b>
<b>Loss per share (basic and diluted)</b>		<b>\$0.01</b>	<b>\$0.01</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Weighted average outstanding shares</b>		<b>195,434,574</b>	<b>193,472,382</b>	<b>195,434,574</b>	<b>193,472,382</b>

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



**MONETA PORCUPINE MINES INC.**

Consolidated Statements of Cash Flows

For the nine months ended September 30,	Notes	2015 \$	2014 \$
<b>Operating activities</b>			
Loss and comprehensive loss		(308,727)	(1,989,038)
Add: non-cash items			
Unrealized loss on investments		-	(931)
Shared based compensation		1,863	48,724
Net change in non-cash working capital balances		(15,409)	(682,231)
Cash used in operating activities		(322,273)	(2,623,476)
<b>Investing activities</b>			
Evaluation and exploration assets	3	(39,373)	(21,940)
Cash used in investing activities		(39,373)	(21,940)
<b>Financing activities</b>			
Common shares issued on private placement, net of issue costs	4	229,055	-
Cash provided from financing activities		229,055	-
<b>Net decrease in cash and equivalents</b>		<b>(132,591)</b>	<b>(2,645,416)</b>
Cash and equivalents, beginning of period		282,286	3,361,056
<b>Cash and equivalents, end of period</b>		<b>149,695</b>	<b>715,640</b>

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



## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

### 1. Nature of operations and going concern

#### Nature of operations

Moneta Porcupine Mines Inc. ("Moneta" or the "Company") is a public company listed on the Toronto Stock Exchange (TSX: ME) (OTC: MPUCF) (XETRA: MOP) and incorporated under the laws of the Province of Ontario on October 14, 1910. Moneta is a mineral resource exploration and development company actively exploring for gold on its land package in the Timmins Camp in Timmins, Ontario (Canada). The Company's registered office is 65 Third Avenue, Timmins, Ontario, P4N 1C2. Moneta, a former gold producer, is currently an exploration stage company and has no properties in current production and no production revenues at the present time.

#### Going concern

These consolidated financial statements, including comparatives, have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future, which is at least, but not limited to, one year from December 31, 2014. The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt as to the appropriateness of the going concern assumption. There is no assurance that the Company's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

### 2. Significant accounting policies

#### Basis of presentation and statement of compliance

These consolidated financial statements were prepared in accordance with IFRS, as issued by the International Accounting Standards Board and applicable to the preparation of consolidated financial statements. The Company operates in one segment defined as the cash generating unit which is Canada. These financial statements were reviewed by the Audit Committee and approved by the Board of Directors on November 12, 2015.

#### Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments designated at fair value through profit and loss, which are stated at their fair value.

#### Basis of consolidation

These consolidated financial statements include the accounts of the Company and the assets, liabilities, revenues and expenses of its wholly-owned subsidiaries: Wounded Bull Resources Inc. and 508825 Ontario Ltd. The subsidiaries are inactive with limited operations.

#### Presentation and functional currency

The Company's presentation currency and functional currency is the Canadian Dollar.

#### Foreign currency translation

Monetary assets and liabilities denominated in a foreign currency are translated to Canadian dollars at exchange rates in effect at the balance sheet date and non-monetary assets and liabilities are translated at rates of exchange in effect when the assets were acquired or obligations incurred. Revenues and expenses are translated at rates in effect at the time of the transactions. Foreign exchange gains and losses are included in Consolidated Statements of Loss (Earnings) and Comprehensive Loss (Earnings), except for differences arising on the translation of available for sale equity instruments that are recorded in other accumulated comprehensive income.

The Company translates the assets and liabilities of its wholly-owned subsidiary, Wounded Bull Resources Inc., at the rate of exchange in effect at the reporting date. Income and expenses are translated at the rate of exchange prevailing at the date of the transaction. All resulting exchange differences are recognized in other comprehensive income and accumulated in a cumulative translation reserve under shareholders' equity.



## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

### Related party transactions

Related party transactions conducted in the normal course of operations are measured at the exchange value. The terms and conditions of the transactions with key management personnel and their related parties were no more favorable than those available, or which might reasonably be expected to be available, to similar transactions to non-related entities on an arm's length basis.

### Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes party to a contractual agreement.

Financial assets are initially measured at fair value and classified into one of the following specified categories: fair value through profit or loss ("FVTPL"), held-to-maturity ("HTM"), available-for-sale ("AFS") and loans and receivables. HTM instruments and loans and receivables are measured at amortized cost. AFS instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the Consolidated Statement of Loss (Earnings) and Comprehensive Loss (Earnings) for the period.

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities. Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the Consolidated Statement of Loss (Earnings) and Comprehensive Loss (Earnings) for the period. Other financial liabilities, including borrowings, are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities recorded at fair value through loss for the period are recognized immediately in the Consolidated Statement of Loss (Earnings) and Comprehensive Loss (Earnings) for the period.

Financial assets and financial liabilities are offset and reported on the Statement of Financial Position only if there is an enforceable legal right to offset the recognized amounts, and an intention to realize the asset and settle the liability simultaneously.

The fair value of financial instruments traded in active markets (such as FVTPL and AFS securities) is based on quoted market prices at the date of the Statement of Financial Position. The quoted market price used for financial assets held by the Company is the current bid price.

Equity instruments issued by the Company are recognized at the proceeds received, net of direct issuance costs.

Financial instruments recognized in the Statements of Financial Position include cash and equivalents, interest receivable, investments held for trading, and accounts payable and accrued liabilities. The respective accounting policies are described below.

#### *Cash and equivalents*

Cash and equivalents include money market instruments and short-term investments with maturities of 90 days or less held with Canadian financial institutions with a "AA" credit rating. Cash and equivalents are classified as held-for-trading and measured at fair value.

#### *Investments*

Investments held for trading are recorded at fair value with the difference between fair value and cost being recorded as unrealized gain or loss in value of investments on the statement of loss (earnings) and comprehensive loss (earnings) and deficit. In the case of securities listed on stock exchanges, the fair value means the latest bid price. Investments available for sale are measured at fair value with changes in fair value reported in other comprehensive income until the financial asset is disposed of, or becomes impaired. Investments for which reliable quotations are not readily available are valued at their fair value using a valuation model and market inputs.



## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

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### **Accounts payable and accrued liabilities**

Accounts payable and accrued liabilities are initially recognized at fair value and classified as other financial liabilities measured at amortized cost.

### **Exploration and evaluation assets**

Acquisition costs related to exploration properties are capitalized as exploration and evaluation assets at fair value at the time of purchase. The acquisition costs are written off when an exploration and evaluation asset is disposed of through sale or abandonment.

Exploration and evaluation expenditures incurred on exploration properties are expensed until such time that a future economic benefit is more likely to be realized than not by the establishment of ore resources. Exploration and evaluation expenditures incurred subsequent to the establishment of commercially viable and technically feasible gold resources on a property are to be capitalized as Property, Plant and Equipment. Exploration and evaluation assets are not depreciated until the properties are in commercial production.

### **Impairment of long-lived assets**

The Company reviews its long-lived assets within its cash generating units, consisting primarily of exploration and evaluation assets, at each reporting period end, for any indicators of impairment whenever events or changes in circumstances indicate that such carrying value may not be recoverable.

To determine whether a long-lived mining asset may be impaired, the recoverable amount is compared to the carrying value of the individual asset. If the carrying amount of an asset exceeds its estimated recoverable amount, the asset is written down and the impairment loss is recognized in the Consolidated Statements of Loss (Earnings) and Comprehensive Loss (Earnings). Where it is not possible to estimate the recoverable amount of a specific non-financial asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

A previously recognized impairment loss may be reversed only if there has been a change in the estimates used to determine the recoverable amount of the asset since the last impairment loss was recognized. If this is the case, the carrying amount of the asset is increased to its recoverable amount and is recognized in the Consolidated Statements of Loss (Earnings) and Comprehensive Loss (Earnings). The increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset.

### **Flow-through shares**

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. Pursuant to the terms of flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the flow-through subscribers at an agreed upon date.

Flow-through shares are reported at issue price. If the flow-through shares are issued at a premium to the market price of non-flow through or hard dollar shares at the date of announcement, such premium or excess proceeds is reported as a temporary non-cash liability on the Consolidated Statements of Financial Position. The subsequent renunciation of such qualifying expenditures incurred by the Company in favor of the flow-through subscribers is reported as a reduction in the 'deferred premium on flow-through shares' liability on the Consolidated Statements of Financial Position and a corresponding reduction in deferred tax expense on the Consolidated Statements of Loss (Earnings) and Comprehensive Loss (Earnings).

### **Income taxes**

Income taxes are calculated using the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for timing differences between the tax and accounting basis of assets and liabilities, and for the recognition of accumulated capital and non-capital losses, which in the opinion of management, are more likely than not to be realized before expiry.





## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

Deferred tax assets and liabilities are presented as a non-current item and measured at the tax rates that are expected to be in effect in the period when the asset is expected to be realized or the liability is expected to be settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The effect on deferred income tax assets and liabilities resulting from a change in enacted tax rates is included in income in the period in which the change is enacted or substantively enacted.

### Other income recognition

The Company currently has no revenue from active mining operations. Royalty income is recognized in the period in which it is earned in accordance with the terms of the royalty agreement, with collection reasonably assured. Interest revenue is recognized in the period in which it is earned.

### Other comprehensive loss (earnings)

Other comprehensive loss (earnings) is the change in net assets that results from transactions and events, not included in loss for the period and other than changes in the shareholders' equity. The Company's comprehensive loss (earnings), components of other comprehensive income, and cumulative translation adjustments on foreign currency gains or losses related to foreign operations, are presented in the Consolidated Statement of Loss (Earnings) and Comprehensive Loss (Earnings) and the Consolidated Statements of Changes in Shareholders' Equity.

### Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing earnings (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. In periods where the Company reports a comprehensive loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and therefore, basic and diluted earnings (loss) per share are the same.

### Recent accounting pronouncements

The Company is currently evaluating the impact on its consolidated financial statements of recent accounting pronouncements, as follows:

#### IFRS 9 Financial Instruments

IFRS 9, Financial Instruments was issued by the IASB and will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income (loss). The mandatory effective date of IFRS 9 is for annual years beginning on or after January 1, 2018.

#### IAS 32 Financial Instruments: Presentation

IAS 32 amendment provides clarification on the application of offsetting rules. The amendments are effective for the Company for the year ended December 31, 2015.

#### IAS 36 Impairment of Assets

On May 29, 2013, the IASB made amendments to the disclosure requirements of IAS 36, requiring disclosure, in certain instances, of the recoverable amount of an asset or cash generating unit, and the basis for the determination of fair value less costs of disposal, when an impairment loss is recognized or when an impairment loss is subsequently reversed. These amendments will be effective for the Company for the year ended December 31, 2015.

#### IFRIC 21 Levies

IFRIC 21 sets out the accounting for an obligation to pay a levy that is not income tax. This interpretation addresses what the obligating event is that give rise to pay a levy and when a liability should be recognized. The standard will be effective for the Company for the year ended December 31, 2015.

**Significant judgements, estimates and assumptions**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include, but are not limited to, the determination of carrying value of exploration and evaluation assets, the valuation of share-based compensation transactions, the valuation of purchase warrants issued on financings, deferred income tax assets and liabilities, and accrued liabilities and contingencies. Estimates and assumptions are regularly evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

**Provisions**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation. If the Company is virtually certain that some or all of a provision will be reimbursed, for example under an insurance contract, such reimbursement is recognized as a separate asset. Provisions may be discounted using a current pre-tax rate that reflects the risks specific to the liability. The expense relating to any provision is presented in the Consolidated Statement of Loss (Earnings) and Comprehensive Loss (Earnings).

**Exploration and evaluation expenditures**

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale of the project, or where exploration activities are not adequately advanced to support a gold resource assessment. The determination is an estimation process that requires varying degrees of uncertainty and these estimates directly impact the deferral of exploration and evaluation expenditures.

**Decommissioning and restoration provision**

The Company records the fair value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation, and re-vegetation of affected areas.

The estimated fair value of a liability, and corresponding increase in the related property, is reported in the period in which it is incurred and when a reasonable estimate of fair value can be made. The fair value is the amount at which that liability could be settled in a current transaction between willing parties, that is, other than in a forced or liquidation transaction and, in the absence of observable market transactions, is determined as the present value of expected cash flows. The Company subsequently allocates the cost to expense using a systematic and rational method over its useful life, and records the accretion of the liability as a charge to the Consolidated Statements of Loss (Earnings), Comprehensive Loss (Earnings).

As the Company has not commenced construction and development of any mining operations it does not have any provisions for decommissioning or restoration costs.

**Share based compensation transactions****Stock options**

The fair value of stock options granted to directors, officers, and employees is measured at grant date using the Black-Scholes valuation model using assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares, expected forfeitures and expected life of the options. The fair value of this share-based payment is recognized as a charge to the Consolidated Statements of Loss (Earnings) and Comprehensive Loss (Earnings) with a corresponding credit to shareholders' equity on the Consolidated Statements of Financial Position.

The fair value of stock options, subject to a vesting schedule, is recognized using the accelerated method and is measured using Black Scholes and assumptions at the time of vesting. The applicable fair value of any stock options which are exercised are transferred from contributed surplus to capital stock. Management is required to estimate forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

**Share-based payments to non-employees**

Share-based payments granted to non-employees are measured at the fair value of the goods or services received. In the event the Company cannot reasonably estimate the fair value of goods or services received, the transaction is recorded at the estimated value of the underlying equity instrument, measured at the date the Company obtains the goods or the counterparty renders the service. Management is required to estimate forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

**Purchase warrants and broker compensation options**

Purchase warrants are classified as equity and measured at fair value on the date of issue using the Black-Scholes option pricing model. Broker compensation options are classified as issuance costs and a deduction from equity and measured at fair value on the date of issue using the Black-Scholes option pricing model. The fair value of the purchase warrants and broker compensation options are not subsequently revalued.

**Contingencies**

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

**3. Exploration and evaluation assets**

	Nine months ended September 30, 2015	Year ended December 31, 2014
<b>Acquisition costs</b>	<b>\$</b>	<b>\$</b>
Balance, beginning of period	1,852,746	1,743,537
Acquisition costs	39,373	109,209
Balance, end of period	1,892,119	1,852,746

	Opening January 1, 2015	Additions	Closing September 30, 2015
<b>Acquisition costs</b>			
Golden Highway Project	1,667,576	4,112	1,671,688
North Tisdale	40,973	15,661	56,634
Kayorum	67,652	16,370	84,022
Nighthawk Lake	7,765	-	7,765
Denton Thorneioe and other	68,780	3,230	72,010
	1,852,746	39,373	1,892,119

There were no property disposals and no indications of impairment of exploration and evaluation assets during the nine months ended September 30, 2015. Capitalized acquisition costs were \$1,892,119 at September 30, 2015 (December 31, 2014: \$1,852,746). Exploration and evaluation expenditures for the nine months ended September 30, 2015 of \$119,116 (September 30, 2014: \$1,894,428) were charged to the Consolidated Statements of Loss and Comprehensive Loss.



## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

### 4. Capital stock

#### Authorized share capital

The Company is authorized to issue an unlimited number of Class A Preferred shares, Class B Preferred shares, Common shares, and Non-voting shares. Class A Preferred shares are entitled to preference as to the payment of dividends and distribution of the remaining property of the Company on dissolution over Class B Preferred shares, Common shares and Non-voting shares. Class B Preferred shares are entitled to preference as to the payment of dividends and distribution of the remaining property of the Company on dissolution over Common shares and Non-voting shares. The Non-voting shares shall rank equally with Common shares in all respects except that the holders are not entitled to vote at shareholder meetings.

#### Capital stock transactions during the period

On May 6, 2015, the Company announced the closing of a private placement for total gross proceeds of \$235,000. A total of 3,200,000 units were issued at a price of \$0.05 per unit comprised of one common share and one purchase warrant exercisable at \$0.07 for thirty six months for gross proceeds of \$160,000, and 1,250,000 flow-through units were issued at a price of \$0.06 per unit comprised of one common share issued on a flow-through basis and one purchase warrant exercisable at \$0.08 for thirty six months for gross proceeds of \$75,000. Insiders of the Company subscribed for 2,000,000 Units and 1,250,000 Flow-Through Units or 75% of the Placement. There were no finders' fees or commissions paid. Issue costs, related to standard TSX listing fees, were \$5,945. There were no equity financings completed for the nine months ended September 30, 2014.

#### Stock options

The Company has established a stock option plan whereby the Board of Directors may grant options to directors, officers, employees, and consultants to acquire common shares of the Company. The maximum number of authorized but unissued shares available to be granted shall not exceed 10% of its issued and outstanding common shares. Options granted have a maximum term of five years and vest immediately or over time at the discretion of the Board.

The following table summarizes the outstanding stock options:

	Nine months ended September 30, 2015		Year ended December 31, 2014	
	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price	No. of Options
Outstanding, beginning of period	\$0.13	6,555,000	\$0.23	6,520,000
Transactions during the period:				
Granted <sup>(1)</sup>	-	-	0.08	4,270,000
Expired <sup>(2)</sup>	0.20	(1,425,000)	0.23	(4,235,000)
Outstanding, end of period	\$0.11	5,130,000	\$0.13	6,555,000
Exercisable, end of period	\$0.12	5,036,234	\$0.14	6,042,474

<sup>(1)</sup> During 2014, the Company granted 4,270,000 stock options to directors, officers, or employees at an average exercise price of \$0.08. The estimated fair value of these options, subject to a three or five year term, and vesting over a period of up to three years was \$102,740 using the Black Scholes valuation model and was charged as share based compensation. The underlying assumptions used in the estimation of fair value are, as follows: risk free rate 1.5%, remaining life: up to 5 years (based on option term), expected volatility 71% - 77%, expected dividend yield 0.00%, and forfeiture rate 0.00%.

<sup>(2)</sup> During the period, a total of 1,425,000 (2014: 4,235,000) stock options at an average exercise price of \$0.11 (2014: \$0.23) expired unexercised.

**Warrants**

			Nine months ended September 30, 2015	Year ended December 31, 2014
	Exercise Price	Expiry Date	#	#
Issued during the period:				
Purchase Warrants <sup>(1)</sup>	\$0.07	May 2018	3,200,000	-
Purchase Warrants <sup>(2)</sup>	\$0.08	May 2018	1,250,000	-
			<b>4,450,000</b>	-
Outstanding, end of period:				
Purchase Warrants <sup>(1)</sup>	\$0.07	May 2018	3,200,000	-
Purchase Warrants <sup>(2)</sup>	\$0.08	May 2018	1,250,000	-
			<b>4,450,000</b>	-

- <sup>(1)</sup> In May 2015, 3,200,000 purchase warrants, exercisable at \$0.07 and expiring in thirty six months, were issued on the closing of a private placement for \$160,000, which formed part of a larger financing of \$235,000.
- <sup>(2)</sup> In May 2015, 1,250,000 purchase warrants, exercisable at \$0.08 and expiring in thirty six months, were issued on the closing of a flow-through private placement for \$75,000, which formed part of a larger financing of \$235,000.

**Broker Compensation Options**

			Nine months ended September 30, 2015	Year ended December 31, 2014
	Exercise Price	Expiry Date	#	#
Outstanding, beginning of period:				
Broker compensation options <sup>(1)</sup>	\$0.30	March 2014	-	700,000
Broker compensation options <sup>(1)</sup>	\$0.28	June 2014	-	1,079,998
			-	1,779,998
Expired during the period:				
Broker compensation options <sup>(2)</sup>	\$0.30	March 2014	-	(700,000)
Broker compensation options <sup>(2)</sup>	\$0.30	June 2014	-	(1,079,998)
			-	(1,779,998)
			-	-
Outstanding, end of period:				
Broker compensation options	\$0.30	March 2014	-	-
Broker compensation options	\$0.28	June 2014	-	-
			-	-

- <sup>(1)</sup> In March 2012, upon completion of the \$3,000,000 private placement financing, broker compensation options were issued entitling Underwriters to purchase up to 700,000 common shares of the Company at a price of \$0.30 per common share until March 2014. In December 2012, upon completion of the \$8,067,277 private placement financing, broker compensation options were issued entitling Underwriters to purchase up to 1,079,998 common shares of the Company at a price of \$0.28 per common share until June 2014.
- <sup>(2)</sup> In March and June 2014, a total of 700,000 and 1,079,998 in broker compensation options expired unexercised.

## 5. Income taxes

The Company's effective tax rate, which differs from the combined federal and provincial statutory income tax rates for the nine months ended September 30, 2015 (26.5%) and 2014 (26.5%), has been reconciled as follows:

	Nine months ended September 30, 2015	Year ended December 31, 2014
	\$	\$
Income tax recovery at statutory rates	81,813	674,586
Increase (decrease) related to:		
Exploration and evaluation expenditures	(31,566)	(550,250)
Shared based compensation	(494)	(31,665)
Other	42,829	59,941
	92,582	152,612
Valuation allowance	(92,582)	(152,612)
Deferred taxes (recovery)	-	-

The Company's deferred tax assets and liabilities are comprised of the following:

	Nine months ended September 30, 2015	Year ended December 31, 2014
	\$	\$
Deferred tax assets:		
Net operating loss carry forwards	1,524,000	1,524,000
Net capital loss carry forwards	527,000	527,000
Resource deductions	3,321,000	3,290,000
Other	110,000	151,000
	5,482,000	5,492,000
Less: Valuation allowance	(5,482,000)	(5,492,000)
	-	-

The Company has recorded a valuation allowance as the Company does not consider it more likely than not that the deferred tax assets will be realized in the foreseeable future. The Company has non-capital losses of \$5,751,000 (2014 - \$5,751,000) available for deduction against future taxable income, the balances of which will expire as follows:

Year of expiry	Nine months ended September 30, 2015	Year ended December 31, 2014
	\$	\$
2015	241,000	241,000
2026	307,000	307,000
2027	317,000	317,000
2028	652,000	652,000
2029	618,000	618,000
2030	694,000	694,000
2031	671,000	671,000
2032	943,000	943,000
2033	732,000	732,000
2034	576,000	576,000
	5,751,000	5,751,000

The potential tax benefit of the above losses has not been recognized in these consolidated financial statements. The Company has approximately \$3,974,113 (2014 - \$3,974,113) in capital losses available to apply against future capital gains.



## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

### 6. Related party transactions

The Company reported a salary of \$NIL (Q3 2014: \$NIL) to an officer and director for the nine months ended September 30, 2015, for CFO services provided to the Company. The Company paid a salary of \$125,000 (Q3 2014: \$150,000) to an officer and director for the nine months ended September 30, 2015 for CEO and other services provided to the Company under an ongoing employment agreement. The same officer and director invested \$75,000 in the May 6, 2015 private placement and voluntarily reduced his annual compensation by 25% effective April 1, 2015 until market conditions improve. Directors' fees of \$NIL (Q3 2014: \$NIL) were expensed during the nine months ended September 30, 2015 as directors agreed to waive cash fees until market conditions improve. Two independent directors invested a total of \$100,000 in the May 6, 2015 private placement.

All related party transactions were completed in the normal course of business at the exchange amounts. There were no loans to Directors or Officers during the period (2014: \$NIL).

### 7. Contingent liabilities

#### *Order to file closure plan on Moneta Mine*

The Company received written approval from the Ministry of Northern Development and Mines on March 17, 2015 that the Closure Plan for the historic Moneta Mine was accepted as filed. There are no significant financial or other obligations on the part of the Company going forward.

#### *Civil lawsuits*

Two parties that own the surface rights and occupied buildings on the site of the former Moneta Mine, filed suit in 2005 against the Company, directors of the Company at that time, and other third parties claiming damages related to the mine subsidence. One of these parties also brought a claim for compensation under the Ontario Mining Act which was dismissed by the Mining Commissioner in March 2008. The Company believes the claims have no merit and intends to defend such claims vigorously. Accordingly, no provision has been made in these consolidated financial statements for these claims.

### 8. Capital management

The Company manages capital, based on its cash and equivalents and ongoing working capital, with an objective of safeguarding the Company's ability to continue as a going concern, maximizing the funds invested into exploration and development activities, exploring and developing gold resources, and considering additional financings which minimize shareholder dilution. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2015. As at September 30, 2015, the Company has a net working capital balance of \$63,640 (December 31, 2014: \$180,822). See note 10 – subsequent events for private placement financing completed in November 2015.

The Company's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

The Company manages capital in proportion to risk and manages the exploration and evaluation assets and capital structure based on economic conditions and prevailing gold commodity pricing and trends. The Company relies on equity financings to maintain adequate liquidity to support its ongoing exploration and development activities and ongoing working capital commitments.





## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

### 9. Financial instruments and risk management

The Company's financial risk management goals are to ensure that the outcome of activities involving elements of risk are consistent with the company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's consolidated balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through identifying risk appropriately, aligning risk with overall exploration and development strategy, diversifying risk, mitigation through preventive controls, and transferring risk to third parties.

#### Fair value

The carrying values for primary financial instruments, including cash and equivalents, sales taxes recoverable, interest receivable, and accounts payable and accrued liabilities approximate fair values due to their short-term maturities. The Company's exposure to potential loss from financial instruments relates primarily to its cash and equivalents held with Canadian financial institutions.

There have been no major or significant changes that have had an impact on the overall risk assessment of the Company during the period. The objectives and strategy for the exploration and evaluation asset portfolio remains unchanged.

The Company's exploration and development activities expose it to the following financial risks:

#### Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Company's exposure to credit risk is concentrated in three specific areas: the credit risk on operating balances including sales taxes recoverable, interest receivable on short term deposits, and cash and equivalents held with Canadian financial institutions. The maximum exposure to credit risk is equal to the carrying values of these financial assets.

The aggregate gross credit risk exposure at September 30, 2015 was \$157,205 (December 31, 2014 - \$315,323), and was comprised of \$149,695 (December 31, 2014 - \$282,286) in cash and equivalents held with Canadian financial institutions with an "AA" credit rating, \$7,003 (December 31, 2014 - \$30,288) in harmonized sales taxes recoverable, and \$507 (December 31, 2014 - \$2,749) in short term interest receivable.

#### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign currency exchange rates, commodity prices, interest rates and liquidity. A discussion of the Company's primary market risk exposures, and how those exposures are currently managed, follows:

##### *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's financial assets and liabilities and operating costs are principally denominated in Canadian dollars. The Company has historically had insignificant operations in United States ("US") dollars. The Company has no US dollar hedging program due to its minimal exposure to financial gain or loss as a result of foreign exchange movements against the Canadian dollar.

##### *Commodity price risk*

Commodity prices, and in particular gold spot prices, fluctuate and are affected by factors outside of the Company's control. This risk is not applicable as the Company is not currently in commercial gold production. The current and expected future spot prices have a significant impact on the market sentiment for investment in mineral exploration companies and may impact the Company's ability to raise equity financing for its ongoing working capital requirements.





## MONETA PORCUPINE MINES INC.

Notes to the Interim Consolidated Financial Statements  
For the nine months ended September 30, 2015

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### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk is minimal as there are no outstanding loans or interest-bearing debts. The Company has not entered into any interest rate swaps or other active interest rate management programs at this time.

### *Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and working capital obligations as they become due. To manage cash flow requirements, the Company maintains principally all its assets in cash and equivalents.

### **Sensitivity analysis**

The Company believes that the movements in investments that are reasonably possible over the next twelve-month period will not have a significant impact on the Company. The Company believes that its cash position and short term investments provide adequate liquidity to meet all of the Company's near-term obligations.

All financial instruments measured at fair value are categorized into one of three hierarchy levels based on the transparency of the inputs used to measure the fair values of assets and liabilities, as follows:

Level 1 - inputs are unadjusted quoted prices of identical instruments in active markets;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the comparable asset or liability, either directly or indirectly;

Level 3 - one or more significant inputs used in a valuation technique are unobservable in determining fair values of the instruments.

The Corporation's cash and equivalents and investments are considered Level 1 in the hierarchy.

### **10. Subsequent events**

On November 10, 2015, the Company announced the closing of a private placement for total gross proceeds of \$1,100,000. A total of 10,000,000 units were issued at a price of \$0.11 per unit comprised of one common share and one half of one purchase warrant exercisable at \$0.18 per full purchase warrant for a term of twelve months. There were no finder's fees or commissions paid on the placement.



**MONETA PORCUPINE MINES INC.**

Management Discussion and Analysis

For the nine months ended September 30, 2015



This Management Discussion and Analysis (“**MD&A**”) provides a discussion and analysis of the financial condition and results of operations of Moneta Porcupine Mines Inc. (“**Moneta**” or the “**Company**”) to enable a reader to assess material changes in the financial condition and results of operations of the Company as at and for the nine months ended September 30, 2015. This MD&A should be read in conjunction with the interim consolidated financial statements and notes thereto for the nine months ended September 30, 2015. All amounts included in this MD&A are in Canadian Dollars.

The interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”). This MD&A has an effective date of November 12, 2015, the date this MD&A was reviewed by the Audit Committee and approved by the Board of Directors.

Additional information related to the Company is available in Moneta’s Annual Information Form dated March 18, 2015 for the year ended December 31, 2014 (“**AIF**”). The AIF and other continuous disclosure documents, including the Company’s press releases and quarterly reports are available through its filings with the securities regulatory authorities in Canada at [www.sedar.com](http://www.sedar.com) and the Company’s website at [www.monetaporcupine.com](http://www.monetaporcupine.com).

The MD&A is presented in the following sections:

Page 1	Forward-Looking/Safe Harbour Statement and Fair Disclosure Statement
Page 2	Outlook, Corporate Overview
Page 3	Results of Operations
Page 4	Financial Review
	Consolidated Operating Results, Consolidated Financial Position, Liquidity and Capital Resources
Page 7	Off-Balance Arrangements, Transactions with Related Parties
Page 8	Disclosure Controls and Procedures and Internal Controls over Financial Reporting, Critical Accounting Estimates
Page 10	Changes in Accounting Policies, Recent Accounting Pronouncements
Page 10	Financial Instruments and Other Instruments
Page 12	Contingent Liabilities, Outstanding Share Data, Subsequent Events

## **FORWARD-LOOKING/SAFE HARBOUR STATEMENT AND FAIR DISCLOSURE STATEMENT**

This MD&A may contain certain forward looking statements concerning the future performance of Moneta’s business, its operations and its financial performance and condition, as well as management’s objectives, strategies, beliefs and intentions. These forward-looking statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management’s expectations. Forward-looking statements include estimates and statements that describe the Company’s future plans, objectives or goals, its ability to access capital, the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and reliance on key personnel, and include words to the effect that the Company or management expects a stated condition or result to occur. This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements. Statements relating to estimates of reserves and resources are also forward-looking statements as they involve risks and assumptions, including but not limited to assumptions with respect to future commodity prices and production economics, that the reserves and resources described exist in the quantities and grades estimated and are capable of economic extraction. Forward-looking statements may be identified by such terms as “believes”, “anticipates”, “expects”, “estimates”, “may”, “could”, “would”, “will”, or “plan”. All forward-looking information is inherently uncertain and subject to risks, uncertainties, and a variety of assumptions to address future events and conditions. These and other factors should be considered carefully and readers should not place undue reliance on the Company’s forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.



## OUTLOOK

The Company has continued its cost cutting measures to reduce the already industry-low annual operating expenses. The November 10, 2015 private placement financing significantly strengthens the working capital position of the Company, with adequate funding now in place for a possible PEA and NI 43-101 Resource update as well as the next two years of care and maintenance operations.

Recent evaluation of historic drill core assays and geology has confirmed that the volcanic package along the Destor Porcupine Fault Zone, as it crosses the *Golden Highway*, holds significant untested potential for high grade gold mineralization, immediately adjacent to the existing NI 43-101 gold resource. The volcanics along the Destor will continue to be a top exploration focus when investor sentiment for the gold sector improves and the Company is able to refinance.

The Company's 4.3M ounce gold resource, along with the exceptional Timmins infrastructure and low geo-political environment risk, has generated interest from numerous companies including other juniors, mid-tier and majors. The Board of Directors will consider earn-in or joint venture alternatives with significant partners to fund ongoing exploration at *Golden Highway* if the valuation is intrinsic or asset-based, not the current and severely depressed market capitalization.

## CORPORATE OVERVIEW

Moneta Porcupine Mines Inc. ("**Moneta**" or the "**Company**") is a mineral resource exploration and development company incorporated pursuant to the laws of the Province of Ontario on October 14, 1910. The Company is a former gold producer but has no properties currently in production and no production revenues at the present time.

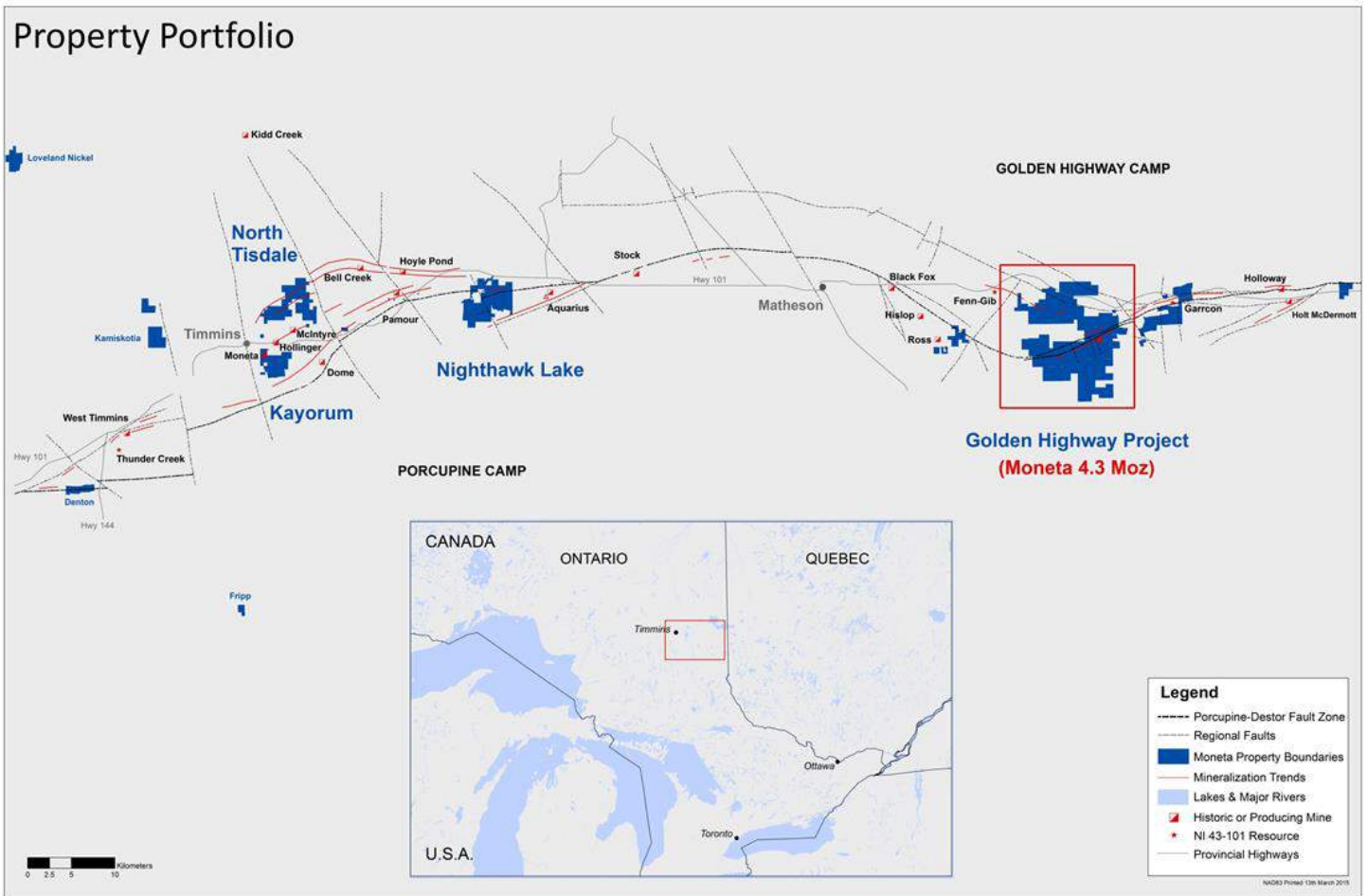
Moneta is a "reporting issuer" in the Canadian provinces of Ontario, Alberta and Quebec. The Company's common shares trade on the Toronto Stock Exchange ("**TSX**") under the symbol ME, on the United States OTC market under the symbol MPUCF, and the Berlin Stock Exchange, the Xetra, and Frankfurt Stock Exchange under the symbol MOP.

Moneta has interests in 962 claim units each approximately 16 hectares in area (total area approximately 15,700 hectares) in the form of mining patents, leases and staked claims. The vast majority of the Company's landholdings are not subject to any royalty or encumbrances other than minor royalties to third party prospectors on a limited number of claims primarily outside the Golden Highway project.

Moneta holds a 100% interest in 5 core gold projects strategically located on or along the Destor Porcupine Fault Zone ("**Destor**"), one of the key mineralized structures in the Abitibi Greenstone belt in Ontario, with world class infrastructure including access roads, water, electricity, and mills. Most gold mineralization in the region is associated with the Destor, including significant resources and producing mines now operated by Porcupine Gold Mines (Goldcorp) and several others such as Lake Shore Gold, Primero Mining (formerly Brigus Gold), and St Andrew Goldfields. The Golden Highway Camp has experienced rapid advancement of large bulk tonnage gold resources by Moneta and others, reflecting the strong regional gold potential.

Moneta's land position for gold exploration is one of the best and largest in the world class Timmins Camp including a commanding position in the emerging Golden Highway Camp, with a significant **4.3 million ounce gold resource** (NI 43-101 - all categories, October 2012).

The Porcupine Camp and Golden Highway Camp (here collectively referred to as "**Timmins Camp**") is one of the most prolific gold-producing areas in the world with over 75 million ounces of gold produced primarily from some 26 mines, each of which generated more than 100,000 ounces.



**Figure I: Moneta's Key Gold Exploration Properties**

Moneta's primary gold exploration and resource development focus is the *Golden Highway* centered in Michaud Township 100 km east of Timmins, Ontario along Highway 101, a major all-season route. Moneta has a 100% ownership interest in the largely contiguous land package of 689 claim units or approximately 11,000 hectares that contain a significant NI 43-101 4.3 million ounce (all categories) gold resource.

Moneta's additional property interests include a base metal portfolio, with some properties containing nickel-copper and copper zones.

## RESULTS OF OPERATIONS

### Golden Highway Project

There was no drilling during the period as the Company continues to preserve cash given the protracted gold sector downturn. Minor exploration efforts continue on modeling and historic core review.

The encouraging drill results during 2014 confirm that the volcanic package along the Destor Porcupine Fault Zone, as it crosses the *Golden Highway*, holds significant potential for high grade gold mineralization adjacent to the existing NI 43-



101 gold resource immediately to the south. Continued success in these volcanics has the potential to dramatically add to the overall *Golden Highway* project economics and further drilling is planned when the Company is able to refinance.

#### **Updated PEA and NI 43-101 Resource Estimate**

In-house modeling to update the internal resource continued during the period in preparation for a possible update to the Preliminary Economic Assessment (PEA) and NI 43-101 Resource Estimate on *Golden Highway*, when investor sentiment improves for the gold sector.

The Company is currently evaluating the potential of a standalone underground mining scenario of the identified high grade gold within and below the proposed open pit, as reported in the latest *Golden Highway* Preliminary Economic Analysis (PEA) and NI 43-101 resource estimate (2012). This standalone underground scenario would utilize a ramp system and selectively mine the higher grade blocks. Preliminary modeling suggests significantly lower upfront and ongoing capital expenditures (capex), with a robust Net Present Value (NPV) and Internal Rate of Return (IRR), and with a reduced surface footprint and environmental impact.

There has been 50,000 metres of primarily in-fill drilling since the (2012) NI 43-101 resource estimate that is expected to materially improve the category of ounces in the next resource update, irrespective of the mining approach. The standalone underground provides a potential alternative, and does not preclude or invalidate the 2012 PEA and NI 43-101 resource estimate which proposed a combined open pit and underground mining approach.

Readers are cautioned that the standalone underground mining scenario is not supported by a PEA and this differs from the existing 2012 PEA which assumed a joint open pit and underground mining approach.

#### **PORCUPINE CAMP**

Moneta continues to maintain a large land holding in *Porcupine Gold Camp* which includes the gold properties North Tisdale, Nighthawk Lake, Kayorum, and Denton-Thorneloe. Additional properties with strategic value are historical base metal projects and include Loveland Nickel, Kamiskotia, and Fripp and Kelly Lake in Quebec. Only the core mining lands consisting primarily of mining leases within these base metal projects, are being kept in good standing and require minimal annual assessment (Loveland).

#### **Moneta Mine – Tailings Site**

The Company is required to re-contour the few tailings mounds around hydro poles which remain within the tailings site. Hydro One, as surface rights holder, had planned to complete this effort in 2015. The cost to the Company is expected to be insignificant. There was no activity during the period.

### **FINANCIAL REVIEW**

The consolidated financial statements, including comparatives, have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt as to the appropriateness of the going concern assumption. There is no assurance that the Company's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.



**MONETA PORCUPINE MINES INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
For the nine months ended September 30, 2015

This section discusses significant changes in the Consolidated Statements of Financial Position, Statements of Changes in Shareholders' Equity, Statements of Loss (Earnings) Comprehensive Loss (Earnings) and Deficit, and Statements of Cash Flows for the nine months ended September 30, 2015.

**SUMMARY OF QUARTERLY RESULTS**

The following table summarizes the Company's key consolidated financial information for the last eight quarters:

Highlights (\$ except per share data)	2015			2014			2013	
	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31
Revenue	-	-	-	-	-	-	-	-
Loss (earnings) and comprehensive loss (earnings)	97,332	106,512	104,883	363,120	193,451	840,174	1,148,864	1,885,257
Loss (earnings) per share	\$0.01	\$0.00	\$0.00	\$0.01	\$0.01	\$0.01	\$0.01	\$0.01

**SIGNIFICANT EVENTS DURING Q3 2015**

Exploration and evaluation expenditures, previously capitalized under Canadian GAAP, are now expensed under IFRS. A total of \$119,116 was incurred for the nine months ended September 30, 2015, reflecting a shift by the Company to preserve cash in a depressed gold market, as compared to \$1,894,428 for YTD 2014. Exploration was focused on the *Golden Highway Project* as explained above under **RESULTS OF OPERATIONS**.

On November 10, 2015, the Company announced the closing of a private placement for total gross proceeds of \$1,100,000. A total of 10,000,000 units were issued at a price of \$0.11 per unit comprised of one common share and one half of one purchase warrant exercisable at \$0.18 per full purchase warrant for a term of twelve months. There were no finder's fees or commissions paid on the placement.

**CONSOLIDATED OPERATING RESULTS**

This section should be read in conjunction with the Consolidated Statements of Loss (Earnings), Comprehensive Loss (Earnings) and Deficit for the nine months ended September 30, 2015 and 2014 and the corresponding notes thereto. All references to years "YTD 2015" or "YTD 2014" relate to the nine month periods ended September 30 of those years unless stated otherwise.

Moneta has not generated any material operating revenues as it is in the exploration and development stage and, therefore, operating losses are anticipated to continue in the future.

Moneta reported a loss and comprehensive loss of \$97,332 in Q3 2015 (YTD 2015: \$308,727) as compared to \$193,451 in Q3 2014 (YTD 2014: 2,182,489). Exploration and evaluation expenditures of \$38,374 in Q3 2015 (YTD 2015: \$119,116) as compared to \$119,121 in Q3 2014 (YTD 2014: \$1,894,428) were spent on the *Golden Highway* project. Further details are presented in the following table:

For the periods ended September 30,	Three months				Nine months			
	2015		2014		2015		2014	
	\$		\$	\$		\$		
<i>Golden Highway Project</i>								
Drilling	-	0%	24,325	20%	-	0%	1,141,283	60%
Lab assay costs	-	0%	17,373	15%	235	0%	193,448	10%
Wages, benefits and contract labour	35,998	95%	73,299	62%	108,998	92%	494,171	26%
Other	2,376	6%	4,124	3%	9,883	8%	65,526	4%
Exploration and evaluation expenditures	38,374	100%	119,121	100%	119,116		1,894,428	





Share based compensation charges, related to options vested during the period, were \$466 in Q3 2015 (YTD 2015: \$1,863) as compared to \$4,001 in Q3 2014 (YTD 2014: \$52,725). Wages and benefits were \$37,500 in Q3 2015 (YTD 2015: \$130,021) as compared to \$51,400 in Q3 2014 (YTD 2014: \$152,800). General & administration expenses were \$31,791 in Q3 2015 (YTD 2015: \$70,852) as compared to \$22,043 in Q3 2014 (YTD 2014: \$92,009), with the YTD decrease due to cost containment measures. Legal and audit expenses were \$914 in Q3 2015 (YTD 2015: \$21,326) marginally up from \$6,000 in Q3 2014 (YTD 2014: \$20,315).

Other income was \$12,855 in Q3 2015 (YTD 2015: \$32,951) as compared to \$9,186 in Q3 2014 (YTD 2014: \$23,170) representing royalty income from a perlite operation. The unrealized loss on investments held for trading was \$NIL in Q3 2015 (YTD 2015: \$NIL) as compared to \$1,396 in Q3 2014 (YTD 2014: \$465). Interest income was \$1,142 in Q3 2015 (YTD 2015: \$1,500) as compared to \$1,324 in Q3 2014 (YTD 2014: \$7,083), representing interest earned on lower cash balances period over period.

### **CONSOLIDATED FINANCIAL POSITION**

This section should be read in conjunction with the Consolidated Statements of Financial Position and Statements of Changes in Shareholders' Equity as at September 30, 2015 and 2014 and the corresponding notes thereto.

#### **Consolidated assets**

Consolidated assets were \$2,074,210 at September 30, 2015 as compared to \$2,185,999 as at December 31, 2014. Cash and equivalents were \$149,695 at September 30, 2015 as compared to \$282,286 at December 31, 2014, with the decline due to burn rate and exploration and evaluation expenditures, net of the private placement financing complete during the quarter. Interest receivable on short term investments was \$507 at September 30, 2015 as compared to \$2,749 as at December 31, 2014.

Exploration and evaluation assets were \$1,892,119 at September 30, 2015 as compared to \$1,852,746, at December 31, 2014, representing the capitalization of project acquisition costs. Exploration expenditures, previously capitalized, are now expensed under IFRS to the Statement of Loss and Comprehensive Loss.

#### **Consolidated liabilities**

Consolidated liabilities were \$118,860 at September 30, 2015 as compared to \$152,431 at December 31, 2014.

#### **Shareholders' equity**

Shareholders' equity was \$1,955,759 at September 30, 2015 as compared to \$2,033,568 at December 31, 2014. The change for the nine months ended September 30, 2015 is due to the loss and comprehensive loss for the period of \$308,727, offset by the \$235,000 private placement financing complete during the period.

### **LIQUIDITY AND CAPITAL RESOURCES**

This section should be read in conjunction with the Consolidated Statements of Financial Position as at September 30, 2015 and 2014 and the corresponding notes thereto.

The consolidated working capital ratio at September 30, 2015, was 1.54 : 1 as compared to 2.19 : 1 at December 31, 2014. The Company held \$149,695 in cash and equivalents at September 30, 2015 (December 31, 2014: \$282,286), \$7,003 (December 31, 2014: \$30,288) in sales taxes recoverable, and \$507 (December 31, 2014: \$2,749) in short term interest receivable.





Current liabilities at September 30, 2015 include accounts payable and accrued liabilities of \$118,860 (December 31, 2014: \$152,431) primarily related to the deferred payment of certain exploration and evaluation expenditures incurred in 2014 as well as burn rate expenses incurred during the quarter and payable in the normal course.

The Company manages capital, based on its cash and equivalents and ongoing working capital, with an objective of safeguarding the Company's ability to continue as a going concern, maximizing the funds invested into exploration and development activities, exploring and developing gold resources, and considering additional financings which minimize shareholder dilution. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2015.

The Company's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

The Company manages capital in proportion to risk and manages the mineral properties and capital structure based on economic conditions and prevailing gold commodity pricing and trends. The Company relies on equity financings to maintain adequate liquidity to support its ongoing exploration and development activities and ongoing working capital commitments.

Moneta has not earned significant revenues to date. As a result, the most meaningful information concerning the Company's financial position relates to its liquidity and solvency position. The Company raises funds for its operations primarily through the issuance of common shares.

The Company has sufficient working capital to meet its current obligations and currently planned operating costs and expenditures on its mineral properties. The Company intends to strategically advance its *Golden Highway Project* by way of additional exploration programs. Moneta intends to seek additional capital resources, when required, from equity financings, including flow-through, as market conditions permit. Although the Company has been successful in the past in raising funds, there can be no assurance that any funding required by the Company in the future will be available to it and, if such funding is available, that it will be offered on reasonable terms. In the event the Company is unsuccessful at raising such funds, it may not be able to continue as a going concern. Moneta has no material commitments or contractual obligations with respect to the development of any mineral properties beyond those that would be considered as part of normal business.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

#### **TRANSACTIONS WITH RELATED PARTIES**

The Company reported a salary of \$NIL (Q3 2014: \$NIL) to an officer and director for the nine months ended September 30, 2015, for CFO services provided to the Company. The Company paid a salary of \$125,000 (Q3 2014: \$150,000) to an officer and director for the nine months ended September 30, 2015 for CEO and other services provided to the Company under an ongoing employment agreement. The same officer and director invested \$75,000 in the May 6, 2015 private placement and voluntarily reduced his annual compensation by 25% effective April 1, 2015 until market conditions improve. Directors' fees of \$NIL (Q3 2014: \$NIL) were expensed during the nine months ended September 30, 2015 as directors agreed to waive cash fees until market conditions improve. Two independent directors invested a total of \$100,000 in the May 6, 2015 private placement.

All related party transactions were completed in the normal course of business at the exchange amounts. There were no loans to Directors or Officers during the period (2014: \$NIL).



## **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”) of the Company are responsible for establishing and maintaining the Company’s disclosure controls and procedures (“**DC&P**”) and for designing internal controls over financial reporting (“**ICFR**”). The objective is to ensure that all transactions are properly authorized, identified and entered into the accounting system on a timely basis to minimize: risk of inaccuracy; failure to fairly reflect transactions; failure to fairly record transactions necessary to present financial statements in accordance with IFRS; unauthorized receipts and expenditures; and the inability to provide assurance that unauthorized acquisitions or dispositions of assets can be detected. The Company’s system of internal controls provides for separation of the duties of receiving, approving, coding and handling invoices and of entering transactions into the accounts, and includes a requirement of two signatures for all payments made by cheque or wire funds.

The CEO and CFO evaluated the design and operating effectiveness of the Company’s DC&P and ICFR as required by National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* issued by the Canadian Securities Administrators. Based on that evaluation, it was concluded that as of September 30, 2015, the Company’s DC&P and ICFR were effective in providing reasonable assurance that material information regarding this report, and the interim consolidated financial statements and other disclosures, was made known to them on a timely basis and reported as required, and that the financial statements present fairly, in all material aspects, the financial condition, results of operations and cash flows of the Company as of September 30, 2015. The CEO and CFO also concluded that no material weaknesses existed in the design of the ICFR as at September 30, 2015.

## **CRITICAL ACCOUNTING ESTIMATES**

Moneta’s significant accounting policies are summarized in note 2 to the interim consolidated financial statements for the nine months ended September 30, 2015. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include, but are not limited to, the determination of carrying value of exploration and evaluation assets, the valuation of share-based compensation transactions, the valuation of purchase warrants issued on financings, deferred income tax assets and liabilities, and accrued liabilities and contingencies. Estimates and assumptions are regularly evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

### **Provisions**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation. If the Company is virtually certain that some or all of a provision will be reimbursed, for example under an insurance contract, such reimbursement is recognized as a separate asset. Provisions may be discounted using a current pre-tax rate that reflects the risks specific to the liability. The expense relating to any provision is presented in the consolidated statement of loss (earnings) and comprehensive loss (earnings) and deficit.

### **Exploration and evaluation expenditures**

The application of the Company’s accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale of the project, or where exploration activities are not adequately advanced to support a gold resource assessment.



The determination is an estimation process that requires varying degrees of uncertainty and these estimates directly impact the deferral of exploration and evaluation expenditures.

#### **Decommissioning and restoration provision**

The Company records the fair value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation, and re-vegetation of affected areas.

The estimated fair value of a liability, and corresponding increase in the related property, is reported in the period in which it is incurred and when a reasonable estimate of fair value can be made. The fair value is the amount at which that liability could be settled in a current transaction between willing parties, that is, other than in a forced or liquidation transaction and, in the absence of observable market transactions, is determined as the present value of expected cash flows. The Company subsequently allocates the cost to expense using a systematic and rational method over its useful life, and records the accretion of the liability as a charge to the consolidated statement of loss (earnings) and comprehensive loss (earnings) and deficit. As the Company has not commenced construction and development of any mining operations it does not have any provisions for decommissioning or restoration costs.

#### **Share based compensation transactions**

##### ***Stock options***

The fair value of stock options granted to directors, officers, and employees is measured at grant date using the Black-Scholes valuation model using assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares, expected forfeitures and expected life of the options. The fair value of this share-based payment is recognized as a charge to the consolidated statement of loss (earnings) and comprehensive loss (earnings) and deficit with a corresponding credit to shareholders' equity on the consolidated statements of financial position.

The fair value of stock options, subject to a vesting schedule, is recognized using the accelerated method and is measured using Black Scholes and assumptions at the time of vesting. The applicable fair value of any stock options which are exercised are transferred from contributed surplus to capital stock. Management is required to estimate forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

##### ***Share-based payments to non-employees***

Share-based payments granted to non-employees are measured at the fair value of the goods or services received. In the event the Company cannot reasonably estimate the fair value of goods or services received, the transaction is recorded at the estimated value of the underlying equity instrument, measured at the date the Company obtains the goods or the counterparty renders the service. Management is required to estimate forfeitures, and revise its estimates of the number of stock options expected to vest each period. The impact of any revisions to management's estimate on forfeitures, if any, is recognized during the period.

#### **Purchase warrants and broker compensation options**

Purchase warrants are classified as equity and measured at fair value on the date of issue using the Black-Scholes option pricing model. Broker compensation options are classified as issuance costs and a deduction from equity and measured at fair value on the date of issue using the Black-Scholes option pricing model. The fair value of the purchase warrants and broker compensation options are not subsequently revalued.



### **Contingencies**

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

### **CHANGES IN ACCOUNTING POLICIES**

The Interim Consolidated Financial Statements for the nine months ended September 30, 2015 were prepared in accordance with IFRS, as issued by the International Accounting Standards Board.

#### **Recent Accounting Pronouncements**

The Company is currently evaluating the impact on its consolidated financial statements of recent accounting pronouncements, as follows:

##### **IFRS 9 Financial Instruments**

IFRS 9, Financial Instruments was issued by the IASB and will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income (loss). The mandatory effective date of IFRS 9 is for annual years beginning on or after January 1, 2018.

##### **IAS 32 Financial Instruments: Presentation**

IAS 32 amendment provides clarification on the application of offsetting rules. The amendments are effective for the Company for the year ended December 31, 2015.

##### **IAS 36 Impairment of Assets**

On May 29, 2013, the IASB made amendments to the disclosure requirements of IAS 36, requiring disclosure, in certain instances, of the recoverable amount of an asset or cash generating unit, and the basis for the determination of fair value less costs of disposal, when an impairment loss is recognized or when an impairment loss is subsequently reversed. These amendments will be effective for the Company for the year ended December 31, 2015.

##### **IFRIC 21 Levies**

IFRIC 21 sets out the accounting for an obligation to pay a levy that is not income tax. This interpretation addresses what the obligating event is that give rise to pay a levy and when a liability should be recognized. The standard will be effective for the Company for the year ended December 31, 2015.

### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Company's financial risk management goals are to ensure that the outcome of activities involving elements of risk are consistent with the company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's consolidated balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through identifying risk appropriately, aligning risk with overall exploration and development strategy, diversifying risk, mitigation through preventive controls, and transferring risk to third parties.



### **Fair value**

The carrying values for primary financial instruments, including cash and equivalents, sales taxes recoverable, Interest receivable, and accounts payable and accrued liabilities approximate fair values due to their short-term maturities. The Company's exposure to potential loss from financial instruments relates primarily to its cash and equivalents held with Canadian financial institutions.

There have been no major or significant changes that have had an impact on the overall risk assessment of the Company during the period. The objectives and strategy for the exploration and evaluation asset portfolio remains unchanged.

The Company's exploration and development activities expose it to the following financial risks:

### **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's exposure to credit risk is concentrated in three specific areas: the credit risk on operating balances including sales taxes recoverable, interest receivable on short term deposits, and cash and equivalents held with Canadian financial institutions. The maximum exposure to credit risk is equal to the carrying values of these financial assets.

The aggregate gross credit risk exposure at September 30, 2015 was \$157,205 (December 31, 2014 - \$315,323), and was comprised of \$149,695 (December 31, 2014 - \$282,286) in cash and equivalents held with Canadian financial institutions with an "AA" credit rating, \$7,003 (December 31, 2014 - \$30,288) in harmonized sales taxes recoverable, and \$507 (December 31, 2014 - \$2,749) in short term interest receivable.

### **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign currency exchange rates, commodity prices, interest rates and liquidity. A discussion of the Company's primary market risk exposures, and how those exposures are currently managed, follows:

#### *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company's financial assets and liabilities and operating costs are principally denominated in Canadian dollars. The Company has historically had insignificant operations in United States ("US") dollars. The Company has no US dollar hedging program due to its minimal exposure to financial gain or loss as a result of foreign exchange movements against the Canadian dollar.

#### *Commodity price risk*

Commodity prices, and in particular gold spot prices, fluctuate and are affected by factors outside of the Company's control. This risk is not applicable as the Company is not currently in commercial gold production. The current and expected future spot prices have a significant impact on the market sentiment for investment in mineral exploration companies and may impact the Company's ability to raise equity financing for its ongoing working capital requirements.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk is minimal as there are no outstanding loans or interest-bearing debts. The Company has not entered into any interest rate swaps or other active interest rate management programs at this time.



#### *Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and working capital obligations as they become due. To manage cash flow requirements, the Company maintains principally all its assets in cash and equivalents.

#### **Sensitivity Analysis**

The Company believes that the movements in investments held for trading that are reasonably possible over the next twelve-month period will not have a significant impact on the Company. The Company believes that its cash position and short term investments provide adequate liquidity to meet all of the Company's near-term obligations.

All financial instruments measured at fair value are categorized into one of three hierarchy levels based on the transparency of the inputs used to measure the fair values of assets and liabilities, as follows:

Level 1 - inputs are unadjusted quoted prices of identical instruments in active markets;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the comparable asset or liability, either directly or indirectly;

Level 3 - one or more significant inputs used in a valuation technique are unobservable in determining fair values of the instruments.

The Corporation's cash and equivalents and investments are considered Level 1 in the hierarchy.

### **CONTINGENT LIABILITIES**

#### *Order to file closure plan on Moneta Mine*

The Company received written approval from the Ministry of Northern Development and Mines on March 17, 2015 that the Closure Plan for the historic Moneta Mine was accepted as filed. There are no significant financial or other obligations on the part of the Company going forward.

#### *Civil lawsuits*

Two parties that own the surface rights and occupied buildings on the site of the former Moneta Mine, filed suit in 2005 against the Company, directors of the Company at that time, and other third parties claiming damages related to the mine subsidence. One of these parties also brought a claim for compensation under the Ontario Mining Act which was dismissed by the Mining Commissioner in March 2008. The Company believes the claims have no merit and intends to defend such claims vigorously. Accordingly, no provision has been made in the consolidated financial statements for these claims.

### **OUTSTANDING SHARE DATA**

As at September 30, 2015, the Company had a total of 198,092,382 (December 31, 2014: 193,642,382) common shares outstanding, 5,130,000 (December 31, 2014: 6,555,000) stock options outstanding at an average exercise price of \$0.11 (December 31, 2014: \$0.13) per share, and 4,450,000 (December 31, 2014: NIL) warrants outstanding at an average exercise price of \$0.07. Additional details are available in note 4 to the Interim Consolidated Financial Statements for the nine months ended September 30, 2015.

### **SUBSEQUENT EVENTS**

On November 10, 2015, the Company announced the closing of a private placement for total gross proceeds of \$1,100,000. A total of 10,000,000 units were issued at a price of \$0.11 per unit comprised of one common share and one half of one purchase warrant exercisable at \$0.18 per full purchase warrant for a term of twelve months. There were no finder's fees or commissions paid on the placement.