CONQUEST RESOURCES LIMITED

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited – prepared by management

Third quarter

For the nine month period ended September 30, 2013

(Expressed in Canadian $000's)

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

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INDEX	***PAGE***

CONQUEST RESOURCES LIMITED

Condensed Interim Consolidated Statement of Financial Position

Unaudited - prepared by management

As at September 30, 2013

(Expressed in thousands of Canadian dollars)	Note	September 30 2013 $	December 31 2012 (Audited) $
ASSETS			
Current			
Cash and cash equivalents		13	2
Marketable securities	5	218	1,056
Amounts receivable	6	3	6
Prepaid expense	6	10	7
		244	1,071
Non-current assets			
Exploration assets	7	7,654	7,581
		7,654	7,581
		7,898	8,652
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	81	46
DEFERRED INCOME TAX LIABILITY		914	914
		995	960
SHAREHOLDERS' EQUITY			
Capital stock	9	14,414	14,414
Warrants	10	110	110
Share-based payment reserve	12	239	239
		14,763	14,763
Deficit		(7,860)	(7,071)
		6,903	7,590
		7,898	8,652

Commitments and contingencies (Notes 1, 7 and 13)

The financial statements were approved by the Board of Directors on November 26, 2013 and signed on its behalf by:

Signed "John F. Kearney" , Director

Signed "Robert Kinloch" , Director

See accompanying notes to the condensed interim financial statements

CONQUEST RESOURCES LIMITED

Condensed Interim Consolidated Statement of Operations and Comprehensive Income (Loss)

Unaudited - prepared by management

For the nine month period ended September 30

	Three months ended September 30		Nine months ended September 30	
	2013	2012	2013	2012
(Expressed in thousands of Canadian dollars)	$	$	$	$
Expenses				
Corporate expenses	5	32	27	85
Professional fees	25	30	89	108
Office and general	23	20	73	69
Travel	-	6	1	16
Loss from operations	53	88	190	278
Other expenses (income)				
Change in fair value of investments	(27)	(330)	599	(112)
Net (loss) income and comprehensive (loss) income for the period	(26)	242	(789)	(166)
Net (loss) earnings per common share				
- Basic and diluted	(0.000)	0.003	(0.008)	(0.002)
Weighted average common shares outstanding				
- Basic and diluted	95,477,728	77,876,371	95,477,728	77,769,893

See accompanying notes to the condensed interim financial statements

CONQUEST RESOURCES LIMITED

Condensed Interim Statement of Changes in Equity

Unaudited - prepared by management

As at September 30, 2013

(Expressed in thousands of Canadian dollars)	Share Capital	Warrants	Share-based payment reserve	Deficit	Total
	$	$	$	$	$
Balance, January 1, 2012	14,414	127	262	(6,835)	7,968
Stock options expired	-	-	(23)	23	-
Warrants expired	-	(17)		17	-
Loss for the year	-	-	-	(276)	(276)
Balance, December 31, 2012	14,414	110	239	(7,071)	7,692
Loss for the period	-	-	-	(789)	(789)
Balance, September 30, 2013	14,414	110	239	(7,860)	6,903

See accompanying notes to the condensed interim financial statement

CONQUEST RESOURCES LIMITED

Condensed Interim Statement of Cash Flow

Unaudited - prepared by management

For the nine month period ended September 30,

(Expressed in thousands of Canadian dollars)	2013 $	2012 $
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net (loss) income for the period	(789)	(166)
Adjustments for:		
Depreciation	-	4
Change in fair value of marketable securities	599	(112)
	(190)	(274)
Movements in working capital		
Decrease in amounts receivable and prepaid expense	1	35
Increase/(decrease) in accounts payable and accrued liabilities	34	(44)
Net cash generated by/used in operating activities	(155)	(283)
CASH FLOW FROM INVESTING ACTIVITIES		
Disposal of marketable securities	239	823
Investment in exploration assets	(73)	(683)
	166	140
(Decrease) increase in cash and cash equivalents	11	(143)
Cash and cash equivalents, beginning of period	2	147
Cash and cash equivalents, end of period	13	4

See accompanying notes to the condensed interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Conquest Resources Limited (the "Company") has interests in exploration and evaluation properties located in northern Ontario. Substantially all of the Company's efforts are devoted to financing and developing these properties.

The Company's head office is located at 220 Bay Street, Suite 700, Toronto, Ontario, M5J 2W4.

There has been no determination whether the Company's interests in its properties contain ore reserves which are economically recoverable. The Company's exploration and development operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In order for the Company to carry out its exploration and mining activities, the Company is required to hold certain permits. There is no assurance that the Company's existing permits will be renewed or that new permits that have been applied for will be granted. Major expenditures are required to locate and establish reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The recoverability of valuations assigned to mineral properties is dependent upon discovery of economically recoverable reserves, the ability to obtain necessary financing to complete development and future profitable production or proceeds from disposition.

Management reviews the carrying value of the Company's interest in each property, and where necessary, properties are written down to their estimated recoverable amount. Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of its mineral property interests and related assets. Although the Company has taken steps to verify title to properties in which it has an interest in accordance with industry standards for the current stage of development of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiating contracts and political uncertainty.

These consolidated financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Several conditions discussed below create a material uncertainty about the Company's ability to continue as a going concern.

At September 30, 2013, the Company had not achieved profitable operations, had an accumulated deficit since inception and expects to incur further losses in the development of its business. Management recognizes that the Company will need to generate additional financial resources in order to continue as a going concern and to meet its planned business objectives. There are no assurances that the Company will be able to obtain additional financial resources. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

Furthermore, failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis which would differ significantly from the going concern basis.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These condensed interim financial statements of the Company were prepared in accordance with International Accounting Standard 34*, Interim Financial Reporting ("IAS 34")* using accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2012 prepared in accordance with IFRS.

These condensed interim financial statements have been prepared on a historical cost basis except for marketable securities which are measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except cash flow information. These condensed interim financial statements are expressed in Canadian Dollars.

The standards and interpretations within IFRS are subject to change and accordingly, the accounting policies for the annual report that are relevant to these condensed interim financial statements will be finalized only when the annual IFRS financial statements are prepared for the year ending December 31, 2013.

(Expressed in thousands of Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Accounting Changes

The Company did not adopt any new International Financial Reporting Standards (IFRSs) or Interpretations during the period that had a material impact on the Company's financial statements.

IFRS Standards issued but not yet effective:

IFRS 9	Financial Instruments
IFRS 10	Consolidated Financial Statements
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 1	Presentation of Financial Statements
IAS 27	Separate Financial Statements
IAS 28	Investments in Associates and Joint Ventures

The Company has not yet determined the impact of these amendments on its financial statements.

3. RELATED PARTY TRANSACTIONS

	September 30 2013 $	September 30 2012 $
Office and general	11	11
Key Management Personnel		
Professional fees	87	210
Equipment rental	-	15
	87	225
Capitalized as exploration assets	-	84

The above expenditures were incurred with directors and officers of the Company, corporations with directors and/or officers in common with the Company, and corporations controlled by directors and/or officers of the Company.

No fees were paid by the Company to directors for their services as directors of the Company in the nine month period ended September 30, 2013 or September 30, 2012. Directors' remuneration comprises administration, geological, investor relations and legal services provided by persons or corporations controlled by persons who are directors.

Included in accounts payable and accrued liabilities at September 30, 2013 is $50 (September 30, 2012 - $1) due to the above noted related parties. Such amounts are due on demand, unsecured and non-interest bearing.

4. SEGMENTAL ANALYSIS

The Company conducts its business as a single operating segment being the mining business in Ontario. All mineral properties and equipment are substantially situated in Ontario, Canada.

(Expressed in thousands of Canadian Dollars)

5. MARKETABLE SECURITIES

Fair value through profit and loss investments:

	September 30 2013 $	Change in fair value $	Additions/ (Disposals) $	December 31 2012 $	Change in fair value $	Additions/ (Disposals) $	January 1 2012 $
Detour Gold Corporation	218	(599)	(239)	1,056	(3)	(899)	1,958
	218	(599)	(239)	1,056	(3)	(899)	1,958

During the period, the Company disposed of 6,500 Detour Gold Corporation shares for gross proceeds of $67. At September 30, 2013, the Company owned 24,940 shares of Detour Gold (December 31, 2012 – 42,440).

6. AMOUNTS RECEIVABLE AND PREPAID EXPENSE

	September 30 2013 $	December 31 2012 $
Trade receivable	-	-
Receivable sales taxes	3	6
Prepaid expenses	12	7
	15	13

7. EXPLORATION ASSETS

The following table shows the exploration and evaluation assets:

	September 30 2013 $	Additions $	December 31, 2012 $	Additions $	January 1 2012 $
Alexander	6,212	3	6,209	66	6,143
Sunday Lake	343	1	342	7	335
Smith Lake	1,099	69	1,030	631	399
Total	7,654	73	7,581	704	6,877

Alexander Property, Red Lake, Ontario
The Company has earned a 100% interest in the Alexander Property, a group of patented mining claims situated in Central Balmer Township, Red Lake Mining District, Ontario, subject to a 2% net smelter return ("NSR") in favour of Energold Minerals Inc. ("Energold"). Energold is controlled by a director of the Company.

Sunday Lake Property, Detour Lake, Ontario
The properties comprise a group of mining leases and mining claims situated at Detour Lake, Ontario.

The Company retains an undivided 50% interest in the Sunday Lake property. Detour Gold Corporation, having made the required expenditures, has earned its 50% undivided interest in the Sunday lake property. Pursuant to the terms of the September 21, 2010 Option and Joint Venture Agreement, Detour Gold Corporation and Conquest Resources Limited are now deemed to be in a joint venture relationship wherein Detour Gold Corp. is the operator.

(Expressed in thousands of Canadian Dollars)

7. EXPLORATION ASSETS (continued)

Smith Lake Property, Missinabie, Ontario

The Company holds six (6) patented claims and thirty four (34) mining claims in the Missinabie area of Northern Ontario, in Leeson, Stover and Rennie Townships, Sault Ste. Marie Mining Division, located approximately 100 kilometres northeast of Wawa.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30 2013 $	December 31 2012 $
Trade payables	5	9
Payable to related parties (Note 3)	50	2
Accrued liabilities	26	35
Accounts payable and accrued liabilities	81	46

9. CAPITAL STOCK

Common shares

	Common shares (000's)	Amount $
Authorized		
Unlimited common shares		
Issued and fully paid		
Balance at December 31, 2012 and September 30, 2013	95,478	14,414

10. SHARE PURCHASE WARRANTS

Summary of warrants outstanding at September 30, 2013:

Number of warrants (000's)	Grant Date Fair Value $	Exercise Price $	Expiry Date
10,000	110	0.10	December 30, 2013

The weighted average exercise price for share purchase warrants that are outstanding at September 30, 2013 amounted to $0.10 per warrant.

(Expressed in thousands of Canadian Dollars)

11. STOCK OPTIONS

The board of directors has approved a stock option plan for directors, officers, management, employees and other persons who perform ongoing services for the Company or any of its subsidiaries. The purpose of the plan is to attract, retain and motivate these parties by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Company and to benefit from its growth.

The maximum number of common shares reserved for issuance upon the exercise of options is not to exceed ten percent of the total number of common shares outstanding immediately prior to such an issuance. The maximum number of common shares reserved for issuance to any one participant upon the exercise of options is not to exceed five percent of the total number of common shares outstanding immediately prior to such an issuance. The options are non-assignable and may be granted for a term not exceeding ten years. The exercise price of the options is fixed by the board of directors at the market price of the shares at the time of grant, subject to all applicable regulatory requirements.

The following table summarizes the stock options outstanding and exercisable as at September 30, 2013:

Number of Common shares (000's)	Exercise Price $	Expiry Date
3,100	0.10	March 13, 2014
1,200	0.11	June 1, 2016
4,300	0.10	

The weighted average remaining contractual life of options outstanding at September 30, 2013 is 1.6 years.

The weighted average exercise price for options that are exercisable at September 30, 2013 amounted to $0.10 per option.

Share-based payment reserve transactions relate to the Company's stock options. Share-based payment transactions for the period ended September 30, 2013 were as follows:

	Number of Options (000's)	Weighted Average Exercise Price $
Balance, January 1, 2012	4,600	0.10
Expired	(300)	0.13
Balance, December 31, 2012 and September 30, 2013	4,300	0.10

12. SHARE BASED PAYMENT RESERVE

Share-based payment reserve transactions relate to the Company's stock options. Share-based payment transactions for the period ended September 30, 2013 were as follows:

Balance, January 1, 2012	262
Expired	(23)
Balance, December 31, 2012 and September 30, 2013	239

13. COMMITMENTS AND CONTINGENCIES

The Company's mining and exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

On December 14, 2009, the Company and its directors were served with a Statement of Claim on behalf of the estate and family of the contractor involved in an accident at the King Bay project. The estate is claiming damages of $1,000 for alleged negligence and breach of contract and each of the four plaintiff family members are claiming $1,500 for alleged loss of care and companionship pursuant to the Family Law Act of Ontario. The Company denies any negligence or breach of contract on its part and has referred the Claim to its insurers who have engaged counsel to defend the action. The claim against the Company's directors and officers was dismissed by order of the Court on June 14, 2010. Subsequent to the period end, the action has been tentatively settled subject to final court approval and the settlement is within its insurance policy limits.

14. FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

Fair value
The carrying amounts for cash, marketable securities, amounts receivable and accounts payable and accrued liabilities on the consolidated statements of financial position approximate fair value because of the limited term of these instruments. The marketable securities are stated at the quoted market value.

Interest rate risk
The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major Canadian banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Credit risk
Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing by the Company. Management's assessment of the Company's risk is low as it is primarily attributable to funds held in Canadian banks.

Commodity price risk
The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals, particularly gold.

Fair Value Hierarchy and Liquidity Risk Disclosure
The fair value hierarchy has the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). At September 30, 2013 and December 31, 2012, the Company's financial instruments that are carried at fair value, consisting of marketable securities, have been classified as Level 1 within the fair value hierarchy.

Liquidity Risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At September 30, 2013, the Company had cash of $13 and marketable securities of $218 to settle accounts payable and accrued liabilities of $81. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risk
Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk with respect to its marketable securities and unfavourable market conditions could result in dispositions of marketable securities at less than favorable prices.

14. FINANCIAL INSTRUMENTS (continued)

Price Volatility of Publicly Traded Securities
Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or in the Company's financial condition or results of operations as reflected in quarterly earnings reports.

Capital Risk
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and explore its exploration assets. The capital structure of the Company consists of shareholders' equity.

Sensitivity Analysis
The Company has designated its marketable securities as fair value through profit or loss, which are measured at fair value. Cash, restricted cash and amounts receivable are classified as loans and receivables, which are measured at amortized costs. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at September 30, 2013 and December 31, 2012, the carrying value of the Company's financial instruments approximate their fair value.

Cash is invested in investment-grade short-term deposit certificates. Based on management's knowledge and experience in the financial markets, sensitivity to a plus or minus 1% change in rates, based on the current balance of cash at September 30, 2013, would affect the net income by plus or minus $nil during a one-year period.

Based on management's knowledge and experience in the financial markets, sensitivity to a plus or minus 10% change in the share price of marketable securities, based on the quoted market price at September 30, 2013 and the number of shares owned, would affect net income by plus or minus $22.

As at September 30, 2013, the Company did not hold any material balances in foreign currencies that would give rise to exposure to foreign exchange risk.

15. CAPITAL MANAGEMENT

The capital of the Company consists primarily of its shareholders' equity.

The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition, development and exploration of mineral properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. All equity financings require the approval of the Board of Directors.

The Company invests all capital that is surplus to its immediate operational needs in short term, highly-liquid financial instruments, such as short term guaranteed investment certificates, held with a major Canadian financial institution.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes to the Company's approach to capital management during the period ended September 30, 2013. The Company is not subject to externally imposed capital requirements.