

**Condensed Consolidated Interim Financial Statements of**

**American CuMo Mining  
Corporation**

(formerly Mosquito Consolidated Gold Mines Limited)  
September 30, 2013

**UNAUDITED**

NOTICE

The accompanying unaudited condensed consolidated interim financial statements of American CuMo Mining Corporation (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 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.

<b>American CuMo Mining Corporation</b>			
<b>(formerly Mosquito Consolidated Gold Mines Limited)</b>			
Condensed consolidated interim statements of financial position - Unaudited			
(Expressed in Canadian dollars)			
		September 30,	June 30,
	Note	2013	2013
		\$	\$
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents		38,902	471,945
Trade and other receivables	12	110,737	90,986
Prepaid expenses and deposits		115,080	50,255
Inventory		-	-
Investments	5	183,931	207,795
		448,650	820,981
<b>Non-current assets</b>			
Reclamation bonds	10	361,159	361,159
Property, plant and equipment	6	8,087	8,743
Assets held for sale	7	1,247,866	1,321,427
Unproven mineral right interests	8	19,628,973	19,543,451
Other		21,116	21,598
		21,715,851	22,077,359
<b>LIABILITIES</b>			
<b>Current</b>			
Trade and other payables	12	1,186,805	1,031,666
Convertible notes	9	197,916	200,207
		1,384,721	1,231,873
<b>Non-current liabilities</b>			
Convertible notes	9	2,312,837	2,309,391
Reclamation provision	10	361,159	361,159
		4,058,717	3,902,423
<b>EQUITY</b>			
Equity component of convertible notes	9	294,147	294,147
Share capital	13	50,545,199	50,545,199
Equity reserve		10,697,141	10,693,430
Deficit		(42,605,026)	(42,130,554)
Accumulated other comprehensive loss		(1,274,327)	(1,227,286)
		17,657,134	18,174,936
		21,715,851	22,077,359
Nature of operations	1		
Commitments	15		
Contingencies	16		
Subsequent events	18		
Approved on behalf of the Board of Directors:			
"Shaun Dykes"		"Joseph Baird"	
Shaun Dykes		Joseph Baird	

See accompanying notes to the condensed consolidated interim financial statements.

<b>American CuMo Mining Corporation</b>			
<b>(formerly Mosquito Consolidated Gold Mines Limited)</b>			
<b>Condensed consolidated interim statements of loss and comprehensive loss - Unaudited</b>			
<b>(Expressed in Canadian dollars)</b>			
		<b>Three months ended September 30,</b>	
	<b>Note</b>	<b>2013</b>	<b>2012</b>
		<b>\$</b>	<b>\$</b>
<b>Expenses</b>			
Interest expense and bank charges		537	1,650
Convertible note recoveries	9	1,155	-
Depreciation		656	1,473
Foreign exchange (gain) loss		(19,491)	6,866
Salaries and management fees	12	201,240	52,500
Office and miscellaneous		23,609	17,878
Consulting and professional fees		170,390	180,995
Rent		15,750	11,100
Shareholder communications and regulatory		85,014	118,298
Share-based expense	13	3,711	-
Travel and business development		15,137	2,222
		497,708	392,982
Loss before other items		(497,708)	(392,982)
<b>Other items</b>			
Gain on sale of available for sale assets	7	23,213	-
Impairment of unproven mineral right interests	7	-	(5,760)
Other income		23	31
Net loss from continuing operations		(474,472)	(398,711)
Discontinued operations, net of tax	11	-	(103,740)
<b>Net loss</b>		<b>(474,472)</b>	<b>(502,451)</b>
<b>Other comprehensive (loss) income:</b>			
Unrealized (loss) gain on investments	5	(23,864)	135,484
Cumulative translation adjustment		(23,177)	(93,377)
		(47,041)	42,107
<b>Comprehensive loss</b>		<b>(521,513)</b>	<b>(460,344)</b>
<b>Loss per common share:</b>			
Basic and diluted		(0.01)	(0.01)
<b>Weighted average number of common shares outstanding</b>			
Basic and diluted		82,262,446	82,262,447

See accompanying notes to the condensed consolidated interim financial statements.

<b>American CuMo Mining Corporation</b>			
<b>(formerly Mosquito Consolidated Gold Mines Limited)</b>			
<b>Condensed consolidated interim statements of cash flows - Unaudited</b>			
(Expressed in Canadian dollars)			
		Three months ended September 30,	
		<b>2013</b>	<b>2012</b>
		\$	\$
<b>OPERATING ACTIVITIES</b>			
Net loss from continuing operations		(474,472)	(398,711)
Items not involving cash			
Depreciation		656	1,473
Share-based expense		3,711	-
Gain on sale of available for sale assets		(23,213)	-
Impairment of unproven mineral right interests		-	5,760
Convertible note recoveries		1,155	-
Changes in non-cash working capital items:			
(Increase) decrease in trade and other receivables		(19,751)	80,706
(Increase) decrease in prepaid expenses		(64,825)	74,126
Increase (decrease) in trade and other payables		155,139	(301,551)
		(421,600)	(538,197)
<b>INVESTING ACTIVITIES</b>			
Purchase of equipment		-	(88,335)
Proceeds from sale of available for sale assets		81,606	-
Expenditures on unproven mineral right interests		(301,202)	(1,192,859)
Proceeds from option payments		215,680	-
Other		-	850
		(3,916)	(1,280,344)
Net change in cash and cash equivalents from continuing operations		(425,516)	(1,818,541)
Net change in cash and cash equivalents from discontinued operations		-	(233,835)
Effect of exchange rate changes on cash		(7,527)	16,278
Cash and cash equivalents, beginning of the period		471,945	2,291,209
<b>Cash and cash equivalents, end of the period</b>		<b>38,902</b>	<b>255,111</b>
Supplemental cash flow information (Note 17)			

See accompanying notes to the condensed consolidated interim financial statements.

# American CuMo Mining Corporation

(formerly Mosquito Consolidated Gold Mines Limited)

Condensed consolidated interim statements of changes in equity - Unaudited

(Expressed in Canadian dollars)

	Share capital		Equity Component of Convertible Notes	Equity Reserve	Deficit	Accumulated Other Comprehensive (Loss) Income	Total Equity
	Number of shares	Amount					
		\$		\$	\$	\$	\$
<b>Balance on July 1, 2012</b>	82,262,446	50,545,199	-	10,413,643	(29,899,037)	(1,284,788)	29,775,017
Net loss	-	-	-	-	(502,451)	-	(502,451)
Unrealized gain on investments	-	-	-	-	-	135,484	135,484
Cumulative translation adjustment	-	-	-	-	-	(93,377)	(93,377)
<b>Balance on September 30, 2012</b>	82,262,446	50,545,199	-	10,413,643	(30,401,488)	(1,242,681)	29,314,673
<b>Balance on July 1, 2013</b>	82,262,446	50,545,199	294,147	10,693,430	(42,130,554)	(1,227,286)	18,174,936
Net loss	-	-	-	-	(474,472)	-	(474,472)
Share-based expense	-	-	-	3,711	-	-	3,711
Unrealized loss on investments	-	-	-	-	-	(23,864)	(23,864)
Cumulative translation adjustment	-	-	-	-	-	(23,177)	(23,177)
<b>Balance on June 30, 2013</b>	82,262,446	50,545,199	294,147	10,697,141	(42,605,026)	(1,274,327)	17,657,134

See accompanying notes to the condensed consolidated interim financial statements.

# American CuMo Mining Corporation

(formerly Mosquito Consolidated Gold Mines Limited)

## Notes to the condensed consolidated interim financial statements

September 30, 2013

(Expressed in Canadian dollars)

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### 1. Nature of operations

American CuMo Mining Corporation ("CuMoCo") is an exploration and development company with mineral right interests in the United States of America and formerly in Canada. CuMoCo was incorporated under the laws of British Columbia in 1971.

These consolidated financial statements include the accounts of CuMoCo and its wholly-owned subsidiaries (collectively, the "Company"): Idaho CuMo Mining Corporation ("Idaho CuMo", formerly Mosquito Mining Corp.), Kirkness Diamond Drilling Co., Inc. ("Kirkness"), 1156207 Ontario Ltd. and MSQ Operations Inc.

In recent years the Company also conducted operations as an operator of drilling rigs. These operations were discontinued in the fiscal year ended June 30, 2013 (Note 11).

The Company is in the process of exploring its mineral right interests in the United States and at the date of these consolidated interim financial statements, has not yet determined whether any of its mineral properties contain economically recoverable mineral reserves. Accordingly, the carrying amount of mineral right interests represents cumulative expenditures incurred to date and does not necessarily reflect present or future values. The recovery of these costs is dependent upon the discovery of economically recoverable mineral reserves and the ability of CuMoCo to obtain the necessary financing to complete their exploration and development and to resolve any environmental, regulatory, or other constraints. Uncertainty also exists with respect to the recoverability of the carrying value of certain mineral right interests. The ability of the Company to realize on its investment in resource properties is contingent upon resolution of the uncertainties and confirmation of the Company's title to the mineral properties.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. The Company does not generate material cash flows from operations and accordingly, CuMoCo will need to raise additional funds through future issuance of securities. Although CuMoCo has been successful in raising funds in the past, there can be no assurance CuMoCo will be able to raise sufficient funds in the future, in which case the Company may be unable to meet its obligations as they come due in the normal course of business. The Company has not determined whether any of its properties contain mineral reserves that are economically recoverable. It is not possible to predict whether financing efforts will be successful or if the Company will attain a profitable level of operations. Since inception, the Company has incurred cumulative losses of \$42,605,026 as of September 30, 2013 (June 30, 2013: \$42,130,554), and at September 30, 2013, had a working capital deficiency of \$936,071 (June 30, 2013: 410,892), which may cast significant doubt regarding CuMoCo's ability to continue as a going concern. Should CuMoCo be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts on the statement of financial position.

CuMoCo's common shares are listed on the TSX Venture Exchange ("TSX-V") and on the OTCQX stock exchange in the United States, under the trading symbols "MLY" and "MLYCF", respectively. CuMoCo's share options and warrants are not listed.

The head office and principal address of the Company is 638 Millbank, Vancouver, British Columbia, Canada V5Z 4B7.

These consolidated financial statements were authorized for issue by the board of directors on November 28, 2013.

# American CuMo Mining Corporation

(formerly Mosquito Consolidated Gold Mines Limited)

## Notes to the condensed consolidated interim financial statements

September 30, 2013

(Expressed in Canadian dollars)

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### 2. Basis of presentation and statement of compliance

The Company is following the same accounting policies and methods of computation in these condensed consolidated interim financial statements as were utilized in the preparation of the audited consolidated financial statements for the year ended June 30, 2013. Some accounts have been reclassified to ensure comparability with respect to the presentation of the June 30, 2013 consolidated financial statements.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2013, which have been prepared in accordance with IFRS as issued by the IASB.

### 3. Accounting policies

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual profit or loss.

### 4. Estimates

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the year ended June 30, 2013.

### 5. Investments

	September 30, 2013	June 30, 2013
	\$	\$
Beginning of period	207,795	437,430
Dispositions	-	(125,250)
Additions	-	58,000
Changes in fair value	(23,864)	(162,385)
End of period	183,931	207,795



# American CuMo Mining Corporation

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Notes to the condensed consolidated interim financial statements

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Investments include the following:

	September 30, 2013	June 30, 2013
	\$	\$
Golden Cariboo Resources Inc.	430	430
IEMR Resources Inc.	30,000	60,000
Barkerville Gold Mines Ltd.	22	22
Mega Precious Metals Inc.	80,000	52,000
Running Fox Resource Corp.	60,000	90,000
Salmon River Resources Ltd.	11,000	3,000
Detour Gold Corporation	2,479	2,343
	<b>183,931</b>	<b>207,795</b>

- a) The Company holds 4,300 shares of Golden Cariboo Resources Inc.
- b) The Company holds 4,000,000 shares of IEMR Resources Inc. ("IEMR"). During the year ended June 30, 2013, the Company received 1,000,000 shares of IEMR (2012: received 2,000,000 shares of IEMR).
- c) The Company holds 400,000 shares of Mega Precious Metals Inc. ("Mega"). During the year ended June 30, 2013, the Company received 200,000 shares of Mega and also sold 200,000 Mega shares (2012: received 100,000 shares of Mega. On June 30, 2013, 100,000 of the Mega shares were held as collateral by a former officer of the Company. The Company expects to recover these shares as there is no further indebtedness to the former officer of the Company.
- d) The Company holds 3,000,000 shares of Running Fox Resource Corp.
- e) The Company holds 100,000 shares of Salmon River Resources Ltd.
- f) The Company holds 284 shares of Detour Gold Corporation.

# American CuMo Mining Corporation

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Notes to the condensed consolidated interim financial statements

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(Expressed in Canadian dollars)

## 6. Property, plant and equipment

	Aircraft \$	Land and Building \$	Office equipment and furniture \$	Rigs, mine and other equipment \$	Total \$
<b>Cost</b>					
Balance at					
July 1, 2012	214,970	1,192,544	166,458	6,509,877	8,083,849
Additions	-	2,857	9,234	4,260	16,351
Disposals	(214,970)	(673,566)	-	(524,850)	(1,413,386)
Write-downs	-	-	-	(1,278,704)	(1,278,704)
Impairment	-	-	-	(68,039)	(68,039)
Reclassification to assets held for sale	-	(507,081)	-	(1,309,867)	(1,816,948)
Due by former management	-	-	-	(1,353,456)	(1,353,456)
Exchange differences	-	(14,754)	(130)	(1,979,221)	(1,994,105)
Balance at					
June 30, 2013	-	-	175,562	-	175,562
Additions	-	-	-	-	-
Exchange differences	-	-	-	-	-
Balance at					
September 30, 2013	-	-	175,562	-	175,562
<b>Accumulated depreciation</b>					
Balance at					
July 1, 2012	166,492	78,244	165,182	4,610,766	5,020,684
Depreciation	3,636	10,332	1,768	224,870	240,606
Disposals	(170,128)	(75,731)	-	(192,847)	(438,706)
Write-downs	-	-	-	(1,120,760)	(1,120,760)
Impairment	-	-	-	(26,211)	(26,211)
Reclassification to assets held for sale	-	(11,668)	-	(933,044)	(944,712)
Due by former management	-	-	-	(476,570)	(476,570)
Exchange differences	-	(1,177)	(131)	(2,086,204)	(2,087,512)
Balance at					
June 30, 2013	-	-	166,819	-	166,819
Depreciation	-	-	656	-	656
Exchange differences	-	-	-	-	-
Balance at					
September 30, 2013	-	-	167,475	-	167,475
<b>Carrying amount</b>					
At June 30, 2012	48,478	1,114,300	1,276	1,899,111	3,063,165
At June 30, 2013	-	-	8,743	-	8,743
At September 30, 2013	-	-	8,087	-	8,087

# American CuMo Mining Corporation

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## 7. Assets held for sale

	September 30, 2013	June 30, 2013
	\$	\$
Land and buildings	507,532	518,692
Vehicles	15,894	61,771
Drills	320,176	327,479
Drill parts and spares	404,264	413,485
	<b>1,247,866</b>	<b>1,321,427</b>

On June 30, 2013, the Company determined the above assets should be held for sale as its carrying amount will be recovered principally through a sales transaction rather than from continuing use. These assets were acquired in connection with the Company's former operations as a provider of drilling services, which have now been discontinued (Note 11).

Assets held for sale are measured at the lower of their fair value less cost to sell or their carrying value. An impairment loss of \$41,828 was incurred in the year ended June 30, 2013 in connection with measurement adjustments of assets held for sale. This loss was included in the statement of loss and comprehensive loss as a component of discontinued operations.

During the quarter ended June 30, 2013, the Company received proceeds of \$81,606 from the sale of vehicles, and recorded a gain on sale of available for sale assets of \$23,213 in connection with these transactions. Finally, the Company recorded a cumulative translation adjustment of \$15,168 in the quarter in respect of the translation of the carrying value of available for sales assets denominated in U.S. dollars to Canadian dollars.

Assets held for sale are expected to be sold within a year. Management is conducting an active sale program for these assets.

## 8. Unproven mineral right interests

The Company's flagship project is the CuMo molybdenum project, located in Idaho, in the United States. The Company's Boise property, also located in Idaho, is contiguous to and provides access to the CuMo project.

The Company also has other unproven mineral right interests in the United States and in Canada, which have been optioned to other exploration companies.

### **CUMO PROJECT**

The CuMo project is situated in the mountains of south-central Idaho, approximately 15 miles northeast of the town of Idaho City. It consists of eight unpatented mineral claims.

The project was optioned to the Company by Cumo Molybdenum Mining, Inc. in 2004. The terms of the option agreement called for a combination of advance royalty payments, 300,000 CuMoCo shares (issued) and work requirements outlined below.

1. Advance royalty payments:
  - US\$10,000 upon signing (completed);
  - US\$10,000 after 60 days (completed);
  - US\$5,000 after 6 months (completed);
  - US\$20,000 1st year anniversary (completed);

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Notes to the condensed consolidated interim financial statements

September 30, 2013

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- US\$20,000 2nd year anniversary (completed);
- US\$15,000 3rd year anniversary (completed);
- US\$15,000 every 6 months thereafter (up-to-date).

These payments are to be credited against a 1.5% net smelter return ("NSR") which reduces to 0.5% NSR after cumulative payments of US\$3,000,000.

2. Work requirements:

- US\$25,000 during the first year (completed);
- At least US\$50,000 each year thereafter (up-to-date).

## BOISE COUNTY PROPERTY

On July 8, 2010, the Company entered into an option agreement, amended on July 5, 2011, to purchase certain mineral claims that included surface rights located in Boise County, Idaho. These patent mineral claims are contiguous to and provide access to the CuMo project. In order to maintain the option in good standing, the Company was required to make option payments of US\$1,200,000. These payments have been completed and the Company has obtained title to the Boise County property, which becomes part of the overall CuMo project.

## PINE TREE PROPERTY

The Pine Tree property is located in the Pilot Mountains, Mineral County in western Nevada. The primary target on the property is a copper-molybdenum-rhenium porphyry deposit, with potential gold, silver and tungsten by-products.

In 2005 the Company entered into an option agreement to purchase the Pine Tree property through a combination of advance royalty payments that are currently \$25,000 per year until a total of US\$2,000,000 (the "NSR Royalty") has been paid after which a 2% NSR shall be reduced to 0.5%, share payments totaling 300,000 shares of the Company (issued) and an exploration commitment of US\$450,000 (completed).

On June 25, 2010 (the "Effective Date"), the Company entered into an option agreement with IEMR. Pursuant to the agreement, IEMR acquired an option to purchase a 100% interest in the Pine Tree property. In order to maintain the option in good standing, IEMR is required to make the following payments and share issuances to the Company:

	Cash Payments	Common Shares
	\$	
On the Effective Date (completed)	200,000	1,000,000
On or before the first anniversary of the Effective Date (completed)	200,000	1,000,000
On or before the second anniversary of the Effective Date (completed)	200,000	1,000,000
On or before the third anniversary of the Effective Date (completed)	200,000	1,000,000
On or before the fourth anniversary of the Effective Date	200,000	-
	<u>1,000,000</u>	<u>5,000,000</u>

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Notes to the condensed consolidated interim financial statements

September 30, 2013

(Expressed in Canadian dollars)

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In addition, IEMR must incur aggregate exploration and development expenditures on the property of \$3,000,000 on or before the fourth anniversary of the Effective Date, subject to minimum expenditures of \$500,000 incurred each year on or before the anniversary of the Effective Date (up-to-date).

During the option period, IEMR will also be responsible for making advance royalty payments of US\$25,000 per year to the holders of the NSR Royalty. All payments are presently current with the agreement in good standing.

During the quarter ended September 30, 2013, the Company received cash proceeds of \$200,000 in connection with this option agreement.

During the year ended June 30, 2013, the Company received 1,000,000 IEMR shares valued on receipt at \$10,000 in connection with this option agreement. Option payments were credited against the carrying value of the Pine Tree property.

On June 30, 2013, the Company conducted an impairment analysis of the Pine Tree property and proceeded to impair the property to the carrying value of the then remaining option payments. An impairment expense of \$6,652,857 resulted from this adjustment.

## **BLACKPOINT PROPERTY**

The Blackpoint gold-silver property is located in Eureka County, Nevada. The Company completed limited exploration work on this property and during the fiscal year 2008, management wrote down the carrying value of the property to a nominal amount.

On August 24, 2011, the Company entered into an agreement with Urostar to sell a 100% interest in the BlackPoint property. Urostar terminated this agreement during the quarter ended September 30, 2012 and returned the Blackpoint property to the Company.

## **OTHER UNITED STATES PROPERTIES**

Other unproven mineral right interests in the United States were the Spruce Mountain, Motley, Spring Creek and Copper Chief properties, which have been fully impaired. During the quarter ended September 30, 2013, the Spring Creek and Motley claims were formally dropped by the Company and a 70% interest on the Copper Chief property was optioned out).

## **CARIBOO PROPERTY**

The Company was originally formed to establish a mining complex on the former producing mines known as Island Mountain Mine and Cariboo Gold Quartz Mine, located near Wells, in British Columbia. In 1994 an agreement was reached with Barkerville Gold Mines Limited ("Barkerville") under which the Company granted to Barkerville the right to earn a 50% in the Cariboo property.

In December 2011, the Company entered into an agreement to sell to Barkerville all residual property interests owned by the Company in the Cariboo property for \$5,000,000. These interests included a 50% Interest in the Cariboo Gold Quartz property, placer mining rights on CuMo Creek and a 3% Net Smelter Return royalty on the Cariboo Gold Quartz Mine property, Island Mountain Mine property and CuMo Creek Mine property.

In January 2012, Barkerville paid the \$5,000,000 amount to the Company, who recorded a gain on disposal of unproven mineral right interests of \$4,992,448 after adjustments to capitalized expenses associated with the property, as the carrying value of the property had been impaired to a nominal value of \$1 in prior fiscal years.

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### **LAVERTY and CUMMINS PROPERTIES**

In 2004 the Company acquired a 100% interest in 1156207 Ontario Ltd. for \$80,000 with the vendor retaining a 1% NSR. 1156207 Ontario Ltd. holds a 100% interest in two groups of patented mineral claims known as the Lavery property, located in Red Lake, Ontario and the Cummins property, located near Larder Lake, Ontario. The carrying value of these properties was written down to a nominal value during the fiscal year ended June 30, 2008.

By way of an option agreement dated January 26, 2009, and amended on March 11, 2009, the Company optioned the Lavery property to Mega (formerly Skybridge Development Corp. ("Skybridge")) in consideration of cash payments of \$500,000, 250,000 shares of Skybridge, 500,000 shares of Mega and a \$1,500,000 exploration expenditures commitment. During the quarter ended March 31, 2013, Mega completed the commitments and all consideration due to the Company pursuant to this option agreement.

The Company retains a 2% NSR on ore mined from the property. Given that the property had been written-down to a nominal value, the cash and share consideration received on the property are recognized through earnings.

During the year ended June 30, 2013, cash payments of \$100,000 and 200,000 Mega shares valued on receipt at \$48,000 were received by the Company, who recorded a gain on disposal of unproven mineral right interests of \$148,000.

The Cummins property consists of 5 patented mineral claims located in McElroy Township, near Larder Lake, Ontario. The Company has a 100% interest in the project and has not performed any work to date.

### **BRETT PROPERTY**

In 2003 the Company completed an agreement to acquire a 100% interest in the Brett #1 and Brett #2 mineral claims located in the Vernon Mining District of British Columbia for a consideration of 500,000 shares of the Company. In 2004, Running Fox Resource Corp. ("Running Fox") and the Company entered into an option agreement on the Brett property whereby Running Fox earned a 50% interest in the property in 2004. The carrying value of the property was written down to a nominal value during the fiscal year ended June 30, 2008.

In 2011, the Company entered into an agreement with Running Fox whereby the Company sold to Running Fox, subject to a NSR, the Company's remaining 50% interest in the Brett property. Consideration for this transaction consisted of a cash payment of \$1,000,000 and 3,000,000 common shares of Running Fox at a fair value of \$900,000. The Company recorded a gain on sale of unproven mineral right interest of \$1,899,999. In addition to this consideration the Company retains a sliding-scale royalty on the property based on the price of gold as follows:

- Gold price up to \$500 per ounce: 2% NSR;
- Gold price between \$501 and \$1,000 per ounce: 3% NSR;
- Gold price between \$1001 and \$1,500 per ounce: 5% NSR;
- Gold price between \$1501 and \$2,000 per ounce: 6% NSR;
- Gold price over \$2,001 per ounce: 8% NSR.

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(Expressed in Canadian dollars)

	CuMo	Boise	Pinetree	Other	Total
	\$	\$	\$	\$	\$
Balance, July 1, 2012	16,543,532	808,450	7,077,857	19,754	24,449,593
Exploration expenditures:					
Assays and analysis	83,019	-	-	-	83,019
Community relations	95,150	-	-	-	95,150
Drilling	473,330	-	-	-	473,330
Geological, professional fees	83,569	-	-	-	83,569
Environmental studies	530,036	-	-	-	530,036
Other exploration costs	7,297	-	-	-	7,297
	17,815,933	808,450	7,077,857	19,754	25,721,994
Other items:					
Acquisition costs and payments	78,717	405,600	-	5,757	490,074
Impairment charges	-	-	(6,652,857)	(5,760)	(6,658,617)
Option payments received	-	-	(10,000)	-	(10,000)
Balance, June 30, 2013	17,894,650	1,214,050	415,000	19,751	19,543,451
Balance, July 1, 2013	17,894,650	1,214,050	415,000	19,751	19,543,451
Exploration expenditures:					
Assays and analysis	-	-	-	-	-
Community relations	42,935	-	-	-	42,935
Drilling	-	-	-	-	-
Geological, professional fees	7,500	-	-	-	7,500
Environmental studies	188,949	-	-	-	188,949
Other exploration costs	-	-	-	-	-
	18,134,034	1,214,050	415,000	19,751	19,782,835
Other items:					
Acquisition costs and payments	52,292	-	9,526	-	61,818
Impairment charges	-	-	-	-	-
Option payments received	-	-	(215,680)	-	215,680
Balance, September 30, 2013	18,186,326	1,214,050	208,846	19,751	19,628,973

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### 9. Convertible notes

In order to finance the ongoing development of the CuMo project the Company has borrowed from International Energy & Mineral Resources Investment (Hong Kong) Company Limited ("HK CO") the principal amount of \$1,500,000 and US\$1,500,000, and issued secured convertible notes (the "Notes") in respect of such indebtedness to HK CO (the "Financing").

The Notes have face values of \$1,500,000 and US\$1,500,000 and mature on October 25, 2017 and November 25, 2017 (the "Maturity Dates"), respectively. The Notes accrue interest at a rate of 6.5% per annum, calculated and paid annually. Interest payments of \$97,500 on the \$1,500,000 note are due on October 25, 2013 (paid), October 25, 2014, October 25, 2015, October 25, 2016 and October 25, 2017. Interest payments of US\$97,500 on the US\$1,500,000 note are due on November 25, 2013, November 25, 2014, November 25, 2015, November 25, 2016 and November 25, 2017.

At the option of HK CO the Notes shall be convertible at any time prior to the Maturity Dates, in whole or in part, into common shares of the Company at a price of \$0.28 per common share, provided that HK CO shall only be permitted to exercise such conversion right to the extent that it results in HK CO holding no greater than 19.9% of the issued and outstanding common shares of CuMoCo.

The Canadian dollar Note is being treated as a compound financial instrument with a debt element treated as a liability and an equity conversion element treated as equity. On issuance the equity conversion feature was valued at \$297,394. Share issue costs of \$3,247 were allocated to the equity conversion feature, resulting on a net equity conversion feature of \$294,147.

The U.S. dollar Note, given it is not denominated in the functional currency of CuMo, is accounted for as a financial liability with an embedded derivative and host debt contract.

The Notes carrying value contains the following components:

	<b>September 30, 2013</b>	June 30, 2013
	\$	\$
Liability component	<b>2,283,798</b>	2,219,050
Option conversion component	<b>226,955</b>	290,548
	<b>2,510,753</b>	2,509,598

The current and long-term portions of the Notes are as follows:

	<b>September 30, 2013</b>	June 30, 2013
	\$	\$
Short-term	<b>197,916</b>	200,207
Long-term	<b>2,312,837</b>	2,309,391
	<b>2,510,753</b>	2,509,598



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Changes in the Notes balances are comprised of the following:

	September 30, 2013	June 30, 2013
	\$	\$
Issue of Notes	2,997,996	2,997,996
Note issue costs	(21,575)	(21,575)
Allocation of equity conversion feature	(297,394)	(297,394)
Accreted interest	299,334	213,841
Change in option conversion component valuation	(496,649)	(433,056)
Foreign exchange loss	29,041	49,786
	<b>2,510,753</b>	<b>2,509,598</b>

The aggregate of accreted interest, changes in the option conversion component valuation and foreign exchange expense of \$1,155 (2013: \$169,429) is reported as convertible note recoveries in the Company's statement of loss and comprehensive loss.

HK CO is a "Related Party" of the Company pursuant to the policies of the TSX-V, as HK CO holds approximately 16.12% of the issued and outstanding common shares of CuMoCo. As such, the Financing constituted a "Related Party Transaction" under the policies of the TSX-V. The Company has relied on exemptions from the formal valuation and minority approval requirements which are available to the Company.

The Financing was unanimously approved by the Board of Directors of the Company, other than a director who declared his interest in the Financing and abstained from voting with respect to the Financing as he holds a controlling interest in HK CO. If the principal amount of the Note is converted to the full extent possible, HK CO will increase its shareholdings in the Company from 13,256,666 common shares (approximately 16.12% of the issued and outstanding common shares) to 16,370,226 common shares (which would represent approximately 19.9% of the issued and outstanding common shares), assuming that no additional common shares of CuMoCo are issued prior to such conversion.

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## 10. Reclamation bonds and provisions

The Company's reclamation provision relates to the following Company properties:

	September 30, 2013	June 30, 2013
	\$	\$
CuMo	299,255	299,255
Pine Tree	42,155	42,155
Cariboo	3,500	3,500
General reclamation costs	16,249	16,249
	<b>361,159</b>	361,159

The reclamation provision is comprised of deposits to the Bureau of Land Management, the Boise National Forest, the United States Forest Service and other agencies for the above properties.

Although the Company does not anticipate being required to perform significant reclamation activities, it has recorded a provision for estimated reclamation costs based on the amount of the reclamation bonds. The reclamation deposits are expected to be refunded once the agencies are satisfied that the Company has performed all necessary decommissioning activities.

The continuity of the reclamation provision is as follows:

	September 30, 2013	June 30, 2013
	\$	\$
Balance at the beginning of the period	361,159	361,159
Reclamation work performed - Brett	-	-
Increase in estimate - Brett	-	-
Increase in estimate - CuMo	-	-
Balance at the end of the period	<b>361,159</b>	361,159

## 11. Discontinued operations

During the year ended June 30, 2013, the Company discontinued all operations as a provider of drilling services. The Company reached this decision following a change of management in October 2012. Current management has determined it is in the best interest of shareholders to focus corporate efforts to the development of the Company's unproven mineral right interests, and in particular, the CuMo project.

All costs associated with drilling operations have been classified as discontinued operations in the statement of loss and comprehensive loss.

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Discontinued operations are comprised of the following:

	September 30, 2013	September 30, 2012
	\$	\$
Revenue	-	397,937
Depreciation	-	(105,186)
Operating expenses	-	(396,491)
	-	(103,740)

## 12. Related party transactions

Details of the transactions between the Company and other related parties are disclosed below.

### (a) Trading transactions

The Company's related parties consist of companies owned by or associated with executive officers and directors, and former executive officers and directors as follows:

	<u>Nature of transactions</u>
1330275 Ontario Inc.	Management fees
Geologic Systems Inc.	Exploration and administration fees
Delphis Financial Strategies Inc.	Management fees
International Energy & Mineral Resources Investment (Hong Kong) Company Limited	Management fees
Jurisino Group	Management fees

During the quarters ended September 30, 2013 and 2012 the Company incurred the following fees in the normal course of operations in connection with companies owned by key management and directors. Fees have been measured at the exchange amount which is determined on a cost recovery basis.

	Quarters ended September 30,	
	2013	2012
	\$	\$
Salaries and management fees	91,000	52,500
Exploration fees	7,500	-
Investor relations and other fees	15,000	-
	<b>113,500</b>	<b>52,500</b>

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Trade and other payables at September 30, 2013 included \$33,357 (June 30, 2013: \$45,919), which were due to officers, director and private companies controlled by directors and officers of the Company.

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Amounts payable by related parties are unsecured, non-interest bearing and payable on demand. Trade and other receivables at September 30, 2013 included \$118,034 (September 30, 2012: \$76,838), which were due by a private company controlled by a director and officer of the Company, and by a director and officer of the Company.

(b) Compensation of key management personnel

The remuneration of directors and other members of key management personnel during the quarters ended September 30, 2013 and 2012 were as follows:

		Quarter ended September 30,	
	Note	2013	2012
		\$	\$
Salaries and fees	(i)	113,500	52,500
Share-based payment	(ii)	2,721	-
	(iii)	116,221	52,500

- (i) Salaries and fees include salaries, management fees, exploration fees and administration fees disclosed in Note 12(a).
- (ii) Share-based payments are the fair-value of options granted to key management personnel.
- (iii) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the quarters ended September 30, 2013 and 2012.

### 13. Share capital

(a) *Capital*

At September 30, 2013, CuMoCo's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

No shares were issued in the quarter ended September 30, 2013 or in the year ended June 30, 2013.

On September 30, 2013, the Company announced a financing to raise up to US\$3 million by the sale of units ("Units") at a price of US\$1,000 per Unit, with each Unit consisting of a US\$1,000 non-transferable unsecured convertible debenture (a "Convertible Debenture") of the Company and 1,500 non-transferable common share purchase warrants (the "Warrants"). Each Convertible Debenture has a term of 5 years, bears an interest rate of 8.5% per annum, with interest payable on a semi-annual basis, and is convertible into common shares of the Company at a price of US\$0.3333 per common share. Each Warrant will entitle the holder to purchase one additional common share of the Company (a "Warrant Share") for a period of five years at a price of US\$0.40 per Warrant Share. The Company will have the right to buy back the convertible portion at any time in which case, subscribers will keep the Warrant. The offering has received conditional acceptance by the TSX Venture Exchange (the "Exchange"). Finder's fees, in accordance with Exchange policy, will be paid in connection with the financing. The Company did not receive any funds pursuant to this financing in the quarter ended September 30, 2013.

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(b) *Equity reserve*

Share Options

Equity reserve consists of the accumulated fair value of common share options and share purchase warrants recognized as share-based payments.

CuMoCo has an incentive share option plan under which directors, officers, consultants and employees of the Company are eligible to receive stock options. The maximum number of shares reserved for issuance upon exercise of all options granted under the plan is equal to 10% of the then issued and outstanding common shares. No more than 5% of the issued shares may be issued to any eligible person other than a consultant in any 12 month period unless disinterested shareholder approval has been obtained. No more than 2% of the issued shares may be issued to any one consultant in any 12 month period. No more than 2% of the issued shares may be issued to all employees in the aggregate conducting investor relations activities in any 12 month period.

The exercise price of share options is determined by the Board of Directors at the time of grant and may not be less than the discounted market price as calculated and defined in accordance with the policies of the TSX-V. Options granted must be exercised no later than 10 years commencing from the later of the date of grant or such lesser period as determined by the Board. Options shall terminate automatically or 90 days after optionees no longer act as officers, directors or consultants of the Company. In the case of death, options shall terminate within one year from the event.

Once approved, all options are considered vested and are exercisable at any time, except where other vesting periods are determined by the Board.

Share options were awarded during the quarter ended September 30, 2013 and the year ended September 30, 2013 as follows:

	<b>Quarter ended September 30, 2013</b>		<b>Year ended June 30, 2013</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>	<b>Number of options</b>	
		<b>\$</b>	<b>Weighted average exercise price</b>	
			<b>\$</b>	
Balance, beginning of period	<b>3,950,000</b>	<b>0.36</b>	10,779,972	0.49
Options granted	-	-	3,700,000	0.35
Options forfeited	-	-	(10,529,972)	0.49
Balance, end of period	<b>3,950,000</b>	<b>0.36</b>	3,950,000	0.36

The following table summarizes information about stock options outstanding and exercisable at September 30, 2013:

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Exercise price	Options outstanding	Options outstanding		Options exercisable		
		Weighted average exercise price	Weighted average remaining contractual life (years)	Options outstanding and exercisable	Weighted average exercise price	Weighted average remaining contractual life (years)
\$		\$			\$	
0.35-0.36	3,900,000	0.35	4.00	3,650,000	0.35	3.98
0.80	50,000	0.80	1.84	50,000	0.80	1.84
	<u>3,950,000</u>	<u>0.36</u>	<u>3.97</u>	<u>3,700,000</u>	<u>0.36</u>	<u>3.95</u>

The fair value of the share options awarded to employees and directors was estimated using the Black-Scholes option pricing model with the following assumptions for the periods presented below:

	Year ended June 30, 2013
Risk free interest rate	3.70%
Expected life	3.5 years
Expected volatility	68.19%
Expected dividend per share	\$Nil

The weighted average fair value of share options awarded during the year ended June 30, 2013, estimated using the Black-Scholes option pricing model was \$0.08 per option.

The Black-Scholes option pricing model was developed for use in estimating the fair value of share options that have no vesting provisions and are fully transferable. Also, option-pricing models require the use of estimates and assumptions including the expected volatility. CuMoCo uses expected volatility rates which are based upon their historical volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

The total share-based payment expense calculated for the quarter ended September 30, 2013 was \$3,711 (2012: \$nil).

## Warrants

At September 30, 2013, the Company has 2,608,227 warrants outstanding, at an exercise price of \$0.85 with an expiry date of August 25, 2014.

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### 14. Segmented information

The Company operates in two geographical areas, being Canada and the United States. The following is an analysis of the Company's assets by geographical area and reconciled to the Company's consolidated financial statements:

	September 30, 2013	June 30, 2013
	\$	\$
Assets by geographic segment, at cost		
Canada		
Current assets	443,741	820,814
Reclamation bonds	19,749	19,749
Property, plant and equipment	8,087	8,743
Unproven mineral right interests	1	1
	<b>471,578</b>	<b>849,307</b>
United States		
Current assets	4,909	167
Assets held for sale	1,247,866	1,321,427
Reclamation bonds	341,410	341,410
Unproven mineral right interests	19,628,972	19,543,450
Other	21,116	21,598
	<b>21,244,273</b>	<b>21,228,052</b>
	<b>21,715,851</b>	<b>22,077,359</b>

### 15. Commitments

The Company has entered into a lease agreement for the lease of office premises in Vancouver. The commencement date of the lease was December 1, 2011, for a five year term. The Company's basic rent commitments for the remaining term of the contract are approximately \$147,800.

The Company has entered into a lease agreement for the lease of an apartment in Vancouver. The commencement date of the lease was January 1, 2013 and it was terminated on November 30, 2013. The Company's basic rent commitments for the remaining term of the contract are approximately \$3,100.

### 16. Contingencies

- a) On August 22, 2013, the Company filed a Notice for Civil Claim (the "Claim") for damages against certain former members of management and a private company controlled by former members of management (the "Defendants"). The Claim arises from actions undertaken while the Defendants were in positions of management with fiduciary responsibilities to the shareholders of the Company.

The Company is attempting to recover assets and other amounts from a former officer and director. A substantial portion of these amounts relates to equipment transferred at book value to a private Mexican company that was previously considered to be a subsidiary of the Company but which, during the year ended June 30, 2013, was determined to be controlled directly by this former officer and director. The assets of this private company are comprised substantially of drilling equipment.

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Given the uncertainties involved surrounding recovery of these amounts, along with substantiating the Company's current beneficial ownership of these assets, during the year ended June 30, 2013, the Company fully provided against this amount through a charge to discontinued operations in the amount of \$1,000,185. The Company is pursuing this matter vigorously and in the event of recovery through successful litigation, the Company would record a gain on settlement of litigation.

- b) Liberty Mutual Insurance Company asserted a claim against Kirkness for unpaid premium of US\$142,374 plus interest, costs of suit and attorney's fees. The amount in dispute is included in accounts payable and accrued liabilities. Management is in the process of settling the matter without further litigation.
- c) On February 13, 2013, the Company was served with a Notice of Civil Claim by Bill Jefferies, CuMoCo's former Chief Financial Officer, Corporate Secretary and director, relating to management fees that Mr. Jefferies has alleged are owed to him in the amount of \$107,510. The Company disputes the amount is payable. Mr. Jefferies is one of the defendants in the Claim filed by the Company disclosed in paragraph "a" of this note.
- d) The Company has received an invoice for \$77,705 from a supplier of drill supplies and has disputed this invoice. The drill supplies were shipped directly by the supplier to a Mexican company owned by a former director and officer of the Company. The outcome of this matter is not yet determinable.

## 17. Supplemental cash flow information

The following significant non-cash transactions have been excluded from the statements of cash flows:

Quarter ended September 30, 2013 – No significant transactions.

Year ended June 30, 2013:

- The Company received 200,000 shares valued at \$48,000 in connection with the sale of the Laverty property to Mega (Note 8).
- The Company recorded an equity component on convertible notes of \$294,147 (Note 9).

## 18. Subsequent events

Subsequent to September 30, 2013, the Company:

- Received two offers to purchase most of the Company's available for sale land and buildings for a gross purchase price of US\$550,000. The Company intends to accept the offers and conclude the sale of these assets before December 31, 2013.
- Sold its interest in Vicore Mining Developments Ltd. ("Vicore") for consideration of \$60,000. \$30,000 of the proceeds from the sale of Vicore has been received by the Company, and the balance will be paid in installments to be settled on May 2014. There was no carrying value associated with the Company's investment in Vicore.