



SILVER PREDATOR CORP.

(An Exploration Stage Enterprise)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FOUR MONTHS ENDED SEPTEMBER 30, 2014

AND

THREE MONTHS ENDED AUGUST 31, 2013

Notice of Non-review of Condensed Interim Consolidated Financial Statements

The attached condensed interim consolidated financial statements for the four month period ended September 30, 2014 and three months ended August 31, 2013 have been prepared by and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements.

Silver Predator Corp.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

	As at September 30, 2014	As at May 31, 2014
ASSETS		
Current		
Cash and cash equivalents (Note 3)	\$ 1,060,568	\$ 371,733
Prepaid expenses and deposits	51,089	40,041
Receivables (Note 4)	14,814	10,905
Investments (Note 5)	170,000	170,000
	<u>1,296,471</u>	<u>592,679</u>
Derivative asset (Note 11)	553,482	624,486
Reclamation bonds (Note 7)	171,872	173,913
Property, plant, equipment (Note 8)	4,549,656	4,397,667
Mineral properties (Note 9)	7,307,757	6,785,429
	<u>13,879,238</u>	<u>12,574,174</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 10)	\$ 124,555	\$ 273,122
Due to related parties (Note 13)	96,023	29,533
	<u>220,578</u>	<u>302,655</u>
Promissory note (Note 11)	<u>4,220,497</u>	<u>4,153,113</u>
Shareholders' equity		
Share capital (Note 12)	30,988,464	29,618,564
Reserves	2,673,077	2,644,349
Accumulated other comprehensive income	999,855	687,846
Deficit	<u>(25,223,233)</u>	<u>(24,832,353)</u>
	<u>9,438,163</u>	<u>8,118,406</u>
	<u>\$ 13,879,238</u>	<u>\$ 12,574,174</u>

Nature of operations and going concern (Note 1)

APPROVED BY THE BOARD OF DIRECTORS:

"William M. Sheriff" Director

"William B. Harris" Director

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

Silver Predator Corp.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

	Four Months Ended September 30, 2014	Three Months Ended August 31, 2013
EXPENSES		
Consulting and management fees	\$ 72,494	\$ 17,124
General and administrative	107,169	4,554
Insurance	14,380	4,483
Professional fees	67,208	12,770
Salaries and wages	53,158	5,181
Share-based compensation (Note 12)	28,728	39,555
Travel and promotion	24,407	-
	<u>(367,544)</u>	<u>(83,667)</u>
OTHER ITEMS		
Foreign exchange gain	47,668	130
Other income (loss)	(71,004)	-
	<u>(23,336)</u>	<u>130</u>
Loss for the period	<u>(390,880)</u>	<u>(83,537)</u>
Loss for the period	\$ (390,880)	\$ (83,537)
Change in cumulative translation adjustment	312,009	125,181
Unrealized gain (loss) on available-for-sale marketable securities, net of tax	-	(125,000)
Loss and comprehensive loss for the period	<u>\$ (78,871)</u>	<u>\$ (83,356)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding	<u>82,715,411</u>	<u>47,252,147</u>

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

Silver Predator Corp.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

	Four Months Ended September 30, 2014	Three Months Ended August 31, 2013
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	\$ (390,880)	\$ (83,537)
Items not affecting cash:		
Share-based compensation	28,728	39,555
Unrealized foreign exchange difference	79,005	125,181
Other Income	71,004	-
Interest expense	67,384	-
	<u>(144,759)</u>	<u>81,199</u>
Changes in non-cash working capital items:		
(Increase) decrease in receivables	(3,909)	5,496
Increase in prepaid expenses and deposits	(11,048)	(7,949)
Increase (decrease) in due to related parties	66,490	(2,128)
Decrease in accounts payable and accrued liabilities	(148,567)	(35,521)
	<u>(241,793)</u>	<u>41,097</u>
CASH FLOWS USED IN INVESTING ACTIVITIES		
Purchase of equipment	(151,989)	-
Reclamation bond	2,041	-
Exploration and evaluation costs capitalized	(289,324)	(262,642)
	<u>(439,272)</u>	<u>(262,642)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Private placement	1,369,900	-
	<u>1,369,900</u>	<u>-</u>
Change in cash and cash equivalents during the period	688,835	(221,545)
Cash and cash equivalents, beginning of period	<u>371,733</u>	<u>512,976</u>
Cash and cash equivalents, end of period	<u>\$ 1,060,568</u>	<u>\$ 291,431</u>

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

Silver Predator Corp.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Share capital		Reserves	Accumulated other comprehensive income (loss)	Deficit	Total
	Number	Amount				
Balance, May 31, 2013	53,915,359	\$ 28,254,839	\$ 2,438,812	\$ 290,296	\$ (15,506,510)	\$ 15,477,437
Share-based compensation	-	-	39,555	-	-	39,555
Change in value of investments	-	-	-	(125,000)	-	(125,000)
Cumulative translation adjustment	-	-	-	125,181	-	125,181
Net loss for the period	-	-	-	-	(83,537)	(83,537)
Balance, August 31, 2013	53,915,359	\$ 28,254,839	\$ 2,478,367	\$ 290,477	\$ (15,590,047)	\$ 15,433,636
Balance, May 31, 2014	79,391,192	\$ 29,618,564	\$ 2,644,349	\$ 687,846	\$ (24,832,353)	\$ 8,118,406
Share-based compensation	-	-	28,728	-	-	28,728
Shares issued for cash	19,570,000	1,369,900	-	-	-	1,369,900
Cumulative translation adjustment	-	-	-	312,009	-	312,009
Net loss for the period	-	-	-	-	(390,880)	(390,880)
Balance, September 30, 2014	98,961,192	\$ 30,988,464	\$ 2,673,077	\$ 999,855	\$ (25,223,233)	\$ 9,438,163

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Silver Predator Corp. (the "Company") was incorporated under the laws of the Province of British Columbia on May 16, 2006. The Company is in the business of exploring for and developing economically viable mineral resource deposits in the United States. The Company's current focus is to advance the exploration of its silver and tungsten properties.

The Company's head office, principal address and registered and records office are located at 11521 N. Warren Street, Hayden, Idaho, USA 83835.

The Company is 63% owned by Till Capital Ltd. ("Till Capital"). Till Capital was formed by a reverse takeover of Americas Bullion Royalty Corp ("AMB"), which occurred in April 2014. All references to AMB in these notes to the financial statements thus also refer to Till Capital Ltd.

The condensed interim consolidated statements of financial position have been prepared assuming the Company will continue on a going-concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. For the four months ended September 30, 2014, the Company reported a loss of \$390,880 and as at that date had a net working capital balance of \$1,075,893 and an accumulated deficit of \$25,223,233.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration and development programs will result in profitable mining operations. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, receipt of necessary permits and regulatory approvals, and the ability of the Company to obtain financing to complete project development and future profitable operations or sale of the properties.

2. BASIS OF PRESENTATION

Statement of compliance

The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") including IAS 34 *Interim financial reporting*. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended May 31, 2014, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies and methods of application adopted are consistent with those disclosed in Note 3 of the Company's consolidated financial statements for the year ended May 31, 2014.

These consolidated financial statements were approved for issue by the board of directors on November 7, 2014.

Change in accounting period

In conjunction with the reorganization plan, the Company has changed its year-end from May 31 to December 31 to synchronize its financial reporting with parent company. During this transition year, the condensed consolidated interim financial statements presented here are for the four months ended September 30, 2014 compared to the three months ended August 31, 2013.

Critical accounting estimates and judgments

Areas of critical accounting estimates and judgments that have the most significant effect on the amounts recognized in the financial statements are disclosed in Note 3 of the Company's consolidated financial statements as at and for the year ended May 31, 2014.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise the following:

	September 30, 2014	May 31, 2014
Cash	\$ 937,568	\$ 248,733
Short term investments	123,000	123,000
	<u>\$ 1,060,568</u>	<u>\$ 371,733</u>

Silver Predator Corp.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2014
(Expressed in Canadian Dollars)
(Unaudited)

4. RECEIVABLES

Receivables comprise the following:

	September 30, 2014	May 31, 2014
Governmental Sales Tax recoverable	\$ 13,411	\$ 9,503
Other receivables	1,403	1,402
	<u>\$ 14,814</u>	<u>\$ 10,905</u>

5. INVESTMENTS

The Company holds securities in other companies as follows:

	September 30, 2014	May 31, 2014
Common shares in public companies – fair value	\$ 150,000	\$ 150,000
Common shares in private companies – fair value	20,000	20,000
	<u>\$ 170,000</u>	<u>\$ 170,000</u>

	September 30, 2014	May 31, 2014
Common shares in public companies – cost	\$ 684,988	\$ 684,988
Common shares in private companies – cost	-	-
	<u>\$ 684,988</u>	<u>\$ 684,988</u>

Accumulated other comprehensive loss for the four months ended September 30, 2014 includes \$125,000 (2013 – \$125,000) which is a result of the movement in the difference between original cost and fair value, net of tax.

6. ACQUISITION OF SPRINGER MINING COMPANY AND OTHER ASSETS

On April 17, 2014, the Company completed the acquisition of Springer Mining Company ("SMC") and Nevada Royalty Corporation ("NRC") from AMB (the "Acquisition"). The assets of SMC and NRC include the Springer Mine and Springer Mill, the Taylor Mill, and other mineral properties. The Acquisition has been accounted for as an asset purchase.

In consideration for the acquired assets, the Company:

- issued AMB 6,892,500 common shares of the Company on closing;
- issued AMB a promissory note with a face value of US\$ 4,500,000, stated interest of 4.00% per annum, payable over three years (note 11);
- granted AMB royalty interests in the mineral properties owned by the Company prior to the Acquisition; and
- granted AMB royalty interests in the mineral properties acquired by the Company in the Acquisition.

The fair value of the consideration paid was calculated as follows, expressed in Canadian dollars:

Common Shares issued on closing	\$ 516,938
Promissory Note	4,152,069
Derivative asset	(135,997)
	<u>\$ 4,533,010</u>

The following table sets forth the allocation of the fair value of the consideration to the assets acquired and liabilities assumed:

Purchase price allocation	
Property, plant and equipment	\$ 4,397,310
Reclamation bonds	56,830
Mineral interests	147,915
Accounts payable and accrued liabilities	(69,045)
	<u>\$ 4,533,010</u>

In addition to the consideration paid, the Company incurred \$68,635 in acquisition-related costs which were capitalized to property, plant and equipment, resulting in total PP&E additions at April 17, 2014 of \$4,465,945.

7. RECLAMATION BONDS

The Company has posted non-interest bearing bonds totaling \$171,872 (2014 - \$173,913) with the Bureau of Land Management ("BLM") in the State of Nevada and with the United States Forest Service (Nevada) as security for reclamation requirements.

8. PROPERTY, PLANT AND EQUIPMENT

	Structures and Equipment
Cost:	
Balance May 31, 2014	\$ 4,397,667
Additions	151,989
Impairment	-
Balance September 30, 2014	<u>\$ 4,549,656</u>
Accumulated depreciation:	
Balance May 31, 2014	\$ -
Depreciation	-
Dispositions	-
Balance, September 30, 2014	<u>\$ -</u>
Net carrying amounts:	
As at May 31, 2014	\$ 4,397,667
Balance September 30, 2014	<u>\$ 4,549,656</u>

During the year ended May 31, 2014, the Company acquired the Springer Mill assets (Note 6). The mill is currently not operational.

Silver Predator Corp.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2014
(Expressed in Canadian Dollars)
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9. EXPLORATION AND EVALUATION ASSETS

September 30, 2014	Balance May 31, 2014	Acquisition costs incurred in year	Exploration costs incurred in year	*Dispositions and other adjustments	Balance September 30, 2014
USA					
Treasure Hill	\$ 155,714	\$ 13,425	\$ -	\$ 5,796	\$ 174,935
Taylor	5,199,394	5,813	37,505	172,985	5,415,697
Illinois Creek	314,339	-	-	10,379	324,718
Cordero	30,000	11,284	-	1,330	42,614
Copper King	844,275	10,069	-	28,181	882,525
Cornucopia	30,000	6,250	-	1,179	37,429
Springer Tungsten	211,513	37,229	126,577	11,910	387,229
Lewiston	194	459	-	20	673
Modoc	-	11,136	-	335	11,471
Tempo	-	29,220	-	879	30,099
Yankee West	-	52	-	2	54
Guild Skipjack	-	73	-	2	75
Humboldt	-	231	-	7	238
Total USA Properties	6,785,429	125,241	164,082	233,005	7,307,757
Total Property Costs	\$ 6,785,429	\$ 125,241	\$ 164,082	\$ 233,005	\$ 7,307,757

**Includes the effect of foreign exchange differences*

May 31, 2014	Balance May 31, 2013	Acquisition costs incurred in year	Exploration costs incurred in year	*Dispositions and other adjustments	Balance May 31, 2014
Canada					
Groundhog, Cyr, Grayling, Zap Touchdown, Pigskin, Shar	\$ 1,987,390	\$ -	\$ -	\$ (1,987,390)	\$ -
McBride	1,836,609	-	-	(1,836,609)	-
Total Canada Properties	4,277,590	-	-	(4,277,590)	-
USA					
Treasure Hill	\$ 1,649,133	26,456	1,687	(1,521,562)	\$ 155,714
Taylor	4,356,984	122,525	510,016	209,869	5,199,394
Illinois Creek	376,787	-	1,430	(63,878)	314,339
Pinchot	20,138	-	-	(20,138)	-
Cordero	2,252,994	28,417	5,721	(2,257,132)	30,000
Copper King	773,732	12,631	21,955	35,957	844,275
Cornucopia	202,014	22,237	5,906	(200,157)	30,000
Springer Tungsten	-	147,915	63,598	-	211,513
Lewiston	-	-	194	-	194
Total USA Properties	9,631,782	360,181	610,507	(3,817,041)	6,785,429
Mexico					
Magistral	852,961	-	-	(852,961)	-
Total Mexico Property	852,961	-	-	(852,961)	-
Total Property Costs	\$ 14,762,333	\$ 360,181	\$ 610,507	\$ (8,947,592)	\$ 6,785,429

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

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities comprise the following:

	September 30, 2014	May 31, 2014
Trade payables	\$ 98,112	\$ 238,122
Accruals	26,433	35,000
	<u>\$ 124,555</u>	<u>\$ 273,122</u>

11. PROMISSORY NOTE AND EMBEDDED DERIVATIVE ASSET

In conjunction with the Acquisition of SMC and NRC (Note 6) the Company issued a US\$4,500,000 promissory note (the "Promissory Note"). The Promissory Note bears interest at 4.00% per annum and is payable in tranches of US\$ 1,000,000, US\$ 1,500,000, and US\$ 2,000,000, plus accrued interest, on the first, second, and third anniversaries of the Acquisition, respectively. At the Company's option, the principal and interest payments may be made in cash or common shares, where the number of shares is determined by reference to the Company's share price immediately prior to the respective payment date. If the prevailing share price of the Company is below \$0.05 at the time of a payment which is to be settled in common shares of the Company, the Company will satisfy the payment based on a share price of \$0.05. The Company may prepay the note at any time through payment of the then outstanding principal and accrued interest.

The promissory note is secured by the shares of SMC and NRC. In the event of non-payment by the Company, AMB would receive the SMC and NRC shares and retain any cash or common share payments to date.

The promissory note was recognized initially at fair value, and is subsequently carried at amortized cost using the effective interest rate method. The fair value of the promissory note was estimated using a discounted cash flow calculation, at a discount rate of 13.00% which is management's best estimate of the Company's cost of borrowing at the time of the Acquisition.

		Promissory Note
Face value US\$	US\$	4,500,000
Initial issue discount		(729,847)
Accreted interest in the period		60,425
Carrying value – May 31, 2014		<u>3,830,578</u>
Accreted interest in the period		60,165
Carrying value – September 30, 2014	US\$	<u>3,890,743</u>
Carrying value – September 30, 2014	\$	<u>4,220,497</u>
Carrying value – May 31, 2014		<u>4,153,113</u>

The option to settle payments in common shares at \$0.05 when the prevailing share price of the Company is below \$0.05, represents an embedded derivative in the form of a put option to the Company. This derivative asset is initially recognized at fair value on the date of the Acquisition and is subsequently re-measured at fair value at each reporting date, with changes in fair value recorded in profit or loss. The fair value of the derivative asset is estimated using the Black-Scholes model, with the following assumptions as at the date of the Acquisition, as at May 31, 2014 and September 30, 2014:

	September 30, 2014	May 31, 2014	April 17, 2014
Share price at valuation date	\$0.050	\$0.050	\$0.075
Risk-free interest rate	1.03% to 1.13%	1.03% to 1.13%	1.06% to 1.21%
Expected life	0.88 to 2.88 years	0.88 to 2.88 years	1.00 to 3.00 years
Volatility	25%	25%	25%
Dividend rate	-	-	-

Volatility is estimated based on movements in the Company's historical share price, adjusted to reflect that the put option derives its value from the possibility of the share price being below \$0.05 during the option's life.

12. SHARE CAPITAL AND RESERVES

a) Authorized share capital

Unlimited number of common shares without par value.

b) Stock options and warrants

The Company has a Stock Option Plan to provide an incentive to its directors, officers, employees and consultants. The maximum number of shares issuable under the Stock Option Plan may not exceed 15% of the shares outstanding and the maximum number of options granted to insiders of the Company may not exceed 10% of the shares outstanding. The exercise period of the options may not exceed five years from the date of grant. Vesting and the exercise price is as determined by the Company's Board of Directors and the exercise price cannot be less than the market price of the Company's shares on the date of grant.

During the four months ended September 30, 2014, the Company recognized share-based compensation of \$28,728 (2013 - \$39,555) that was recorded in the condensed interim consolidated statement of loss. No options were granted during the four months ended September 30, 2014.

The fair value of all compensatory options granted is estimated on grant date using the Black-Scholes option pricing model. The weighted average assumptions used in calculating the fair values are as follows:

	2014	2013
Risk-free interest rate	1.62%	1.25
Expected life	5.00 years	5.00 years
Volatility	138.68%	110.75
Dividend rate	-	-

13. RELATED PARTY TRANSACTIONS

Amounts paid to related parties were incurred in the normal course of business and measured at the estimated fair values.

The Company is party to service agreements with Till whereby the Company receives technical services on a cost plus recovery basis. In the four months ended September 30, 2014 the Company was charged \$102,916 for these services.

The amounts due to related parties, totaled \$96,023 (2014 - \$29,533), are non-interest bearing, due on demand, and were paid subsequent to the period end.

14. SEGMENTED INFORMATION

The Company's mineral properties are located in Canada, Mexico, and the United States as shown below:

September 30, 2014	Canada	Mexico	United States	Total
Mineral properties	\$ -	\$ -	\$ 7,307,757	\$ 7,307,757
Loss for the period	\$ 260,243	\$ -	\$ 130,637	\$ 390,880
<hr/>				
August 31, 2013	Canada	Mexico	United States	Total
Mineral properties	\$ 4,277,590	\$ 852,961	\$ 9,894,424	\$ 15,024,975
Loss for the period	\$ 78,068	\$ -	\$ 5,469	\$ 83,537