

KWG RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED

THREE AND NINE MONTH PERIODS ENDED
SEPTEMBER 30, 2014 AND 2013

KWG RESOURCES INC.
Condensed Interim Consolidated Balance Sheets
(Unaudited)

(in Canadian dollars)	Notes	As at September 30, 2014	As at December 31, 2013
ASSETS			
Current assets			
Cash and cash equivalents	4	1,179,545	6,172,478
Receivables	5	2,053,346	1,516,970
Marketable securities	6	151,268	147,739
Prepaid expenses		491,314	38,201
Total current assets		3,875,473	7,875,388
Non-current assets			
Property and equipment	7	77,819	51,631
Exploration and evaluation projects	8	37,406,149	35,252,177
Intangible assets	9	3,600,096	-
Total non-current assets		41,084,064	35,303,808
Total assets		44,959,537	43,179,196
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables	10	422,445	270,022
Total liabilities		422,445	270,022
Equity			
Share capital	11	27,383,180	24,722,501
Warrants	12	3,414,317	3,469,946
Contributed surplus		14,002,430	12,475,828
Accumulated other comprehensive loss		(52,343)	-
Retained earnings (deficit)		(210,492)	2,240,899
Total equity		44,537,092	42,909,174
Total liabilities and equity		44,959,537	43,179,196

Nature of operations (Note 1)
Commitments and contingencies (Note 17)
Subsequent events (Note 22)

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

Approved by the Board of Directors

Douglas Flett
Director

Frank Smeenk
Director

KWG RESOURCES INC.**Condensed Interim Consolidated Statements of Operations and Statements of Comprehensive Loss
(Unaudited)****Condensed Interim Consolidated Statements of Operations**

(in Canadian dollars)	Notes	Three-month periods ended September 30		Nine-month periods ended September 30	
		2014	2013	2014	2013
Expenses					
General and administrative	14	(548,571)	(464,913)	(2,203,954)	(1,978,344)
Exploration expenses		-	(12,000)	-	(12,000)
Amortization of property and equipment	7	(10,628)	(7,745)	(25,428)	(25,010)
Stock-based compensation	13	(100,860)	(46,260)	(357,180)	(216,650)
Gain (loss) on foreign exchange		769	(425)	(208)	(332)
Loss before the undernoted		(659,290)	(531,343)	(2,586,770)	(2,232,336)
Other income (expenses)					
Finance income (expense)	15	(65,388)	67,519	133,035	206,277
Other income		782	782	2,344	2,344
Gain on revaluation of warrant liability	10	-	-	-	3,205
Total other income (expenses)		(64,606)	68,301	135,379	211,826
Net loss for the period		(723,896)	(463,042)	(2,451,391)	(2,020,510)
Loss per share (basic and diluted)					
		(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of outstanding shares					
		777,813,157	697,744,664	762,571,868	693,919,398

Consolidated Statements of Comprehensive Loss

(in Canadian dollars)	Notes	Three-month periods ended September 30		Nine-month periods ended September 30	
		2014	2013	2014	2013
Net loss for the period		(723,896)	(463,042)	(2,451,391)	(2,020,510)
Other comprehensive loss ("OCL")					
Items that will subsequently be reclassified to net income:					
Net change in fair value of available for sale assets	6	(17,948)	(14,573)	(52,343)	(348,527)
Net comprehensive loss for the period		(741,844)	(477,615)	(2,503,734)	(2,369,037)

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

KWG RESOURCES INC.
Condensed Interim Consolidated Statements of Changes in Equity
(Unaudited)

(in Canadian dollars)	Notes	Share capital	Warrants	Contributed surplus	Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Total
Balance, December 31, 2012		22,991,304	3,170,895	12,025,684	5,168,848	(5,976)	43,350,755
Net loss for the period		-	-	-	(2,020,510)	-	(2,020,510)
Other comprehensive loss for the period		-	-	-	-	(348,527)	(348,527)
Private placements, net of share issuance costs	11	406,802	112,358	-	-	-	519,160
Expired warrants	12	-	(187,234)	187,234	-	-	-
Stock-based compensation	13	-	-	216,650	-	-	216,650
Balance, September 30, 2013		23,398,106	3,096,019	12,429,568	3,148,338	(354,503)	41,717,528
Net loss for the period		-	-	-	(907,439)	-	(907,439)
Other comprehensive income for the period		-	-	-	-	354,503	354,503
Private placements, net of share issuance costs	11	1,310,270	366,455	-	-	-	1,676,725
Issued for agent's compensation	11	-	7,472	-	-	-	7,472
Issued for services rendered	11	14,125	-	-	-	-	14,125
Stock-based compensation	13	-	-	46,260	-	-	46,260
Balance, December 31, 2013		24,722,501	3,469,946	12,475,828	2,240,899	-	42,909,174
Net loss for the period		-	-	-	(2,451,391)	-	(2,451,391)
Other comprehensive loss for the period	6	-	-	-	-	(52,343)	(52,343)
Private placements, net of share issuance costs	11	250,366	38,273	-	-	-	288,639
Issued for exploration and evaluation projects	8	500,000	-	-	-	-	500,000
Issued for intangible assets	9	1,875,000	1,075,000	-	-	-	2,950,000
Issued for agent's compensation	11	-	520	-	-	-	520
Issued for services rendered	11	35,313	-	-	-	-	35,313
Expired warrants	12	-	(1,169,422)	1,169,422	-	-	-
Stock-based compensation	13	-	-	357,180	-	-	357,180
Balance, September 30, 2014		27,383,180	3,414,317	14,002,430	(210,492)	(52,343)	44,537,092

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

KWG RESOURCES INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)

(in Canadian dollars)	Notes	Nine-month periods ended September 30	
		2014	2013
Cash flows from operating activities			
Net loss for the period		(2,451,391)	(2,020,510)
Adjustments for:			
Amortization of property and equipment	7	25,428	25,010
Stock-based compensation	13	357,180	216,650
Shares issued for services	11	35,313	-
Fair value changes in financial assets classified as fair value through profit & loss ("FVTPL")	6	(35,000)	127,100
Amortization of flow-through premium		(68,200)	(273,983)
Gain on revaluation of warrant liability		-	(3,205)
Net change in non-cash working capital balances		(806,915)	(426,196)
Net cash used by operating activities		(2,943,585)	(2,355,134)
Cash flows from financing activities			
Share capital issued	11	365,000	550,000
Share and warrant issue expenses	11	(7,641)	(840)
Net cash provided by financing activities		357,359	549,160
Cash flows from investing activities			
Expenditures on exploration and evaluation projects	8	(1,736,671)	(3,630,896)
Expenditures on intangible assets	9	(614,548)	-
Purchases of property and equipment (net)	7	(51,616)	(1,688)
Purchase of marketable securities	6	(3,872)	-
Decrease in advances to related company	14	-	102,975
Net cash used by investing activities		(2,406,707)	(3,529,609)
Net change in cash and cash equivalents during the period		(4,992,933)	(5,335,583)
Cash and cash equivalents – beginning of the period		6,172,478	11,066,004
Cash and cash equivalents – end of the period		1,179,545	5,730,421
Change in non-cash working capital balances comprises:			
Receivables		(553,376)	(226,189)
Prepaid expenses		(453,113)	13,993
Trade and other payables		199,574	(214,000)
Net change in non-cash working capital balances		(806,915)	(426,196)
Additional information - non-cash transactions			
Issuance of common shares for exploration and evaluation projects	8	500,000	-
Issuance of common shares/warrants for intangible assets	9	2,950,000	-
Expired warrants included in contributed surplus	12	1,169,422	187,234
Additions to exploration and evaluation projects included in accounts payable	9	39,587	54,011
Additions to intangible assets included in accounts payable	9	35,548	-

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

KWG RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) (in Canadian dollars)

1 NATURE OF OPERATIONS

KWG Resources Inc. (“KWG” or the “Company”) is an incorporated entity domiciled in Canada. The Company’s registered office is located at 600 de Maisonneuve Boulevard West, Suite 2750, Montreal, Quebec, H3A 3J2. KWG is involved in the exploration and evaluation of base and precious metals and in the development of a transportation link to access the remote areas where these are located. It has interests in properties located in Canada. It was incorporated on August 21, 1937.

The Company is listed on the TSX Venture Exchange and on the Canadian Securities Exchange under the symbol “KWG”.

These condensed interim consolidated financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, and do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and balance sheet classifications that would be necessary were the going concern assumption deemed inappropriate. Such adjustments could be material.

The Company is in the process of exploring its exploration and evaluation projects and has not yet determined whether its exploration and evaluation projects contain mineral deposits that are economically recoverable. The Company will periodically have to raise additional funds to continue its exploration activities and, while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation projects. The recoverability of exploration and evaluation project expenditures is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to complete exploration, development and construction of mining processing and transportation facilities; obtaining certain government approvals; and attaining profitable production.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. The holding of mineral rights does not provide full rights to the surface of the lands over those mineral rights – such surface rights may be held or acquired by third parties. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses the Company’s continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

KWG RESOURCES INC.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) (in Canadian dollars)

2 BASIS OF PREPARATION

(a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) *IAS 34 – Interim Financial Reporting* and should be read in conjunction with the annual financial statements for the year ended December 31, 2013, which have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”). This is considered generally accepted accounting principles for Canadian public companies.

The management of KWG prepare these unaudited condensed interim consolidated financial statements which are then reviewed by the Audit Committee and the Board of Directors. These unaudited condensed interim consolidated financial statements were approved by the Board of Directors for issue on November 28, 2014.

(b) Basis of Measurement

The condensed interim consolidated financial statements have been prepared under the historic cost convention, except for investments in equity securities and derivatives, including warrants, which are measured at fair value.

(c) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Canada Chrome Corporation which was incorporated in Ontario, Canada on February 20, 2009; SMD Mining Corporation which was incorporated in Ontario, Canada on January 16, 2008; Canada Chrome Mining Corporation which was incorporated federally in Canada on June 4, 2010; Muketi Metallurgical General Partner Inc. which was incorporated in Quebec, Canada on April 2, 2014; and Muketi Metallurgical KWG-Limited Partner Inc. which was incorporated in Quebec, Canada on April 2, 2014. The latter four companies have been inactive since their inception.

(d) Foreign Currency

(i) Functional and presentation currency

Items included in the financial statements of each consolidated entity in the KWG group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The functional currency of KWG and all of its subsidiaries is the Canadian dollar.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at exchange rates of monetary assets and liabilities denominated in currencies other than an entity’s functional currency are recognized in the consolidated statements of operations in “gain (loss) on foreign exchange”.

(e) Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited) (in Canadian dollars)**

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Management has made a number of significant estimates and valuation assumptions based on present conditions and management's planned course of action as well as assumptions about future business and economic conditions which include, but are not limited to, the following:

Capitalization of exploration and evaluation costs

Management has determined that exploration and evaluation costs incurred have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits. See Note 8 for details of capitalized exploration and evaluation costs.

Impairment of exploration and evaluation projects and intangible assets

While assessing whether any indications of impairment exist for exploration and evaluation projects and intangible assets, consideration is given to both external and internal sources of information. Information which the Company considers includes changes in the market, economic and legal environments in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation projects and intangible assets. Internal sources of information include the manner in which exploration and evaluation projects and intangible assets are being used or are expected to be used and indications of expected economic performance of the assets. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation projects and intangible assets.

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited) (in Canadian dollars)**

laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgments used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Contingencies

Refer to Note 17.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are set out in Note 3 to the 2013 audited consolidated financial statements, as updated under New Accounting Policies below. Such policies have been applied consistently to all periods presented in these financial statements.

(a) New Accounting Policies

The IASB issued a number of new and revised IAS which are effective for the Company's financial year beginning January 1, 2014. For the purpose of preparing and presenting the financial information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost, which comprises its purchase price plus any directly attributable costs of preparing the asset for its intended use. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization on a straight-line basis over their useful lives and any accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of operations when the asset is derecognized.

(b) New Standards and Interpretations Not Yet Adopted

Since the issuance of the Company's 2013 audited consolidated financial statements, the IASB and International Financial Reporting Interpretations Committee ("IFRIC") have issued no additional new and revised standards and interpretations which are applicable to the Company. Refer to Note 3 of those statements.

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited) (in Canadian dollars)****4 CASH AND CASH EQUIVALENTS**

	As at September 30, 2014	As at December 31, 2013
Bank balances	171,719	244,428
Short-term deposits	1,007,826	5,928,050
Cash and cash equivalents	1,179,545	6,172,478

5 RECEIVABLES

	As at September 30, 2014	As at December 31, 2013
Sales taxes receivable	1,171,466	666,533
Due from Debut Diamonds Inc. (Note 16)	650,643	661,347
Other receivables	231,237	189,090
Receivables	2,053,346	1,516,970

6 MARKETABLE SECURITIES

	As at September 30, 2014	As at December 31, 2013
AFS:		
GoldTrain Resources Inc. ("GoldTrain") (i) 10,695,000 common shares (7,270,000 in 2013)	53,475	72,700
Eloro Resources Ltd. ("Eloro") (ii) 3,080,580 common shares	30,806	46,209
Debut Diamonds Inc. ("DDI") (iii) 166,000 common shares	1,660	830
Cliffs Natural Resources Inc. (iv) 200 common shares	2,327	-
Total AFS	88,268	119,739
Financial assets at FVTPL:		
Eloro Resources Ltd. (ii) 3,080,580 premium warrants	-	-
Debut Diamonds Inc. (iii) 7,000,000 warrants exercisable at \$0.07	63,000	28,000
Total FVTPL	63,000	28,000
Marketable securities	151,268	147,739

- (i) On June 9, 2011, KWG acquired 7,000,000 common shares and 7,000,000 warrants (each warrant entitling the holder to purchase one common share for \$0.10 on or before June 9, 2013) in GoldTrain in exchange for the settlement of a debt owed by GoldTrain to KWG. On June 9, 2011, the market value of the GoldTrain shares was \$280,000. The warrants were valued at \$151,200 on the date of acquisition. The 7,000,000 warrants expired unexercised. On March 5, 2014, KWG acquired 3,350,000 common shares in GoldTrain at a price of \$0.02 per share in settlement of \$67,000 of debt owed by GoldTrain to KWG. In addition to these transactions, the Company has acquired an additional 345,000 common shares through purchases on the open market. KWG's holdings represent approximately 18.03% of the issued and outstanding common shares of GoldTrain.

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited) (in Canadian dollars)**

- (ii) On December 21, 2011, KWG acquired 3,080,580 common shares, 3,080,580 premium warrants and 1,540,290 regular warrants of Eloro in exchange for 100% of the issued and outstanding common shares of 6949541 Canada Inc ("6949541"), a wholly-owned subsidiary of KWG. Each premium warrant entitles the holder to purchase one common share of Eloro for \$1.00 on or before November 18, 2016. If the closing price of the common shares of Eloro is over \$1.50 per share for 20 consecutive trading days following the expiry of the 4-month hold period, the premium warrants must be exercised within 10 business days of Eloro providing written notice, or they will be cancelled. The premium warrants were valued at \$71,187 on the acquisition date. Each regular warrant entitled the holder to purchase one common share for \$0.24 on or before May 18, 2013. The regular warrants expired unexercised.
- (iii) On August 29, 2011, KWG acquired 7,000,000 common shares and 7,000,000 warrants (each warrant entitling the holder to purchase one common share for \$0.40 on or before August 29, 2016) in DDI in exchange for 21,000,000 common shares and 21,000,000 warrants (each warrant entitling the holder to purchase one common share for \$0.15 on or before August 29, 2016) in KWG. The value attributed to the shares was based on KWG's market value on August 29, 2011, which was \$0.085 per share since there was no comparable information for DDI. The warrants were valued at \$1,638,000 on the acquisition date. The common shares of DDI were subsequently distributed to KWG's shareholders as a return of capital in December 2011. During the year ended December 31, 2012, the Company purchased 166,000 common shares of DDI on the open market. On July 24, 2012, DDI announced that it was reducing the exercise price on all of its warrants to \$0.07 per warrant effective as of that day. There are no other changes to the terms of the warrants.
- (iv) On June 25, 2014, KWG acquired 200 common shares of Cliffs Natural Resources Inc. on the open market for a total cash cost of \$3,082.

Warrants

The financial assets at FVTPL consist of warrants which are not publicly-traded. However, their valuation can be obtained through the use of a valuation model, the inputs for which are readily determinable. Any change in fair value after initial recognition is recorded through the consolidated statements of operations as finance income (loss). The fair value of the warrants increased by \$35,000 during the first nine months of 2014.

The following table summarizes the inputs that were used to calculate the fair value of the warrants as at September 30, 2014:

	Eloro Premium	DDI
Expiry date	Nov 18/16	Aug 29/16
Average dividend per share	Nil	Nil
Estimated volatility	236.32%	375.44%
Risk-free interest rate	1.13%	1.13%
Expected life of the options granted	779 days	698 days
Calculated value per warrant	\$0.000	\$0.009

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited) (in Canadian dollars)**

Sensitivity Analysis - Equity Price Risk

All of the Company's financial assets classified as AFS are listed on public stock exchanges. For such investments, a 10% increase in the equity prices at the reporting date would have increased equity by approximately \$9,000. An equal change in the opposite direction would have had the equal but opposite effect on the amounts shown above.

For financial assets classified at FVTPL, the impact on operations of a 10% increase in the fair value of these warrants at the reporting date would have been approximately \$6,000. An equal change in the opposite direction would have had the equal but opposite effect on the amounts shown above.

7 PROPERTY AND EQUIPMENT

	Automobiles	Computer Equipment	Office Equipment	Leasehold Improvements	Totals
Balance, January 1, 2013					
Cost	78,690	30,582	41,150	27,307	177,729
Accumulated amortization	(52,079)	(26,112)	(14,564)	(2,276)	(95,031)
Net book value	26,611	4,470	26,586	25,031	82,698
Additions (disposals)	(8,550)	-	3,112	-	(5,438)
Amortization reversed on disposal	7,125	-	-	-	7,125
Amortization	(14,901)	(3,555)	(8,837)	(5,461)	(32,754)
Balance, December 31, 2013					
Cost	70,140	30,582	44,262	27,307	172,291
Accumulated amortization	(59,855)	(29,667)	(23,401)	(7,737)	(120,660)
Net book value	10,285	915	20,861	19,570	51,631
Additions	13,114	9,502	-	-	22,616
Amortization reversed on disposal	29,000	-	-	-	29,000
Amortization	(13,794)	(914)	(6,624)	(4,096)	(25,428)
Balance, September 30, 2014					
Cost	83,254	40,084	44,262	27,307	194,907
Accumulated amortization	(44,649)	(30,581)	(30,025)	(11,833)	(117,088)
Net book value	38,605	9,503	14,237	15,474	77,819

8 EXPLORATION AND EVALUATION PROJECTS

Cumulative costs relating to the acquisition of and expenditures on exploration and evaluation projects have been incurred as follows:

	Balance as at January 1, 2014	Current Expend- itures	Write Downs	Balance as at September 30, 2014
Canada – Ontario				
Spider No. 3 / McFaulds Lake (i)	4,188,377	-	-	4,188,377
Big Daddy (ii)	10,238,203	(3,500)	-	10,234,703
Diagnos (i)	178,014	-	-	178,014
Railroute Corridor (iii)	16,332,916	16,703	-	16,349,619
The Temagami Iron L.P. (iv)	115,000	3,000	-	118,000
Koper Lake Project (v)	4,199,667	2,137,769	-	6,337,436
	35,252,177	2,153,972	-	37,406,149

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited) (in Canadian dollars)**

	Balance as at January 1, 2013	Current Expend- itures	Write Downs	Balance as at December 31, 2013
Canada – Ontario				
Spider No. 3 / McFaulds Lake (i)	4,189,695	(1,318)	-	4,188,377
Big Daddy (ii)	10,065,364	172,839	-	10,238,203
Diagnos (i)	178,014	-	-	178,014
Railroute Corridor (iii)	16,084,171	248,745	-	16,332,916
The Temagami Iron L.P. (iv)	100,000	15,000	-	115,000
CME Project	500,000	(488,000)	(12,000)	-
Koper Lake Project (v)	-	4,199,667	-	4,199,667
	31,117,244	4,146,933	(12,000)	35,252,177

- (i) On May 15, 2006, the Company and Cliffs Chromite Far North Inc. (“Cliffs”), formerly Spider Resources Inc., agreed to amend and revise their joint venture agreement. The companies agreed to treat each project in their joint venture as a separate joint venture, to enable each company to either increase or decrease its interest in a project based upon their respective strategic objectives. The Company and Cliffs agreed to have their respective initial interest established at 50% in all the current projects of the joint venture.

Each party’s interest is diluted by not contributing further to the other party’s exploration program until its interest has reached 33 1/3%. At that level, a party’s interest in a project may be maintained by contribution to subsequent programs, or suffer further dilution. When an interest has been reduced to less than 10%, it will be automatically converted to a 0.5% Net Smelter Royalty (“NSR”) in base metals and a 1% NSR in precious metals and diamonds. As of June 30, 2014, the Company held a 50% interest in these projects.

- (ii) In December 2005, KWG/Cliffs entered into an agreement with Freewest Resources Canada Inc. (“Freewest”) for the acquisition of a 25% interest in certain mining property claims contiguous to McFauld’s Lake in Ontario. The contribution of the Company included a commitment to carry out exploration work in the amount of \$1,500,000 before October 13, 2009 of which at least \$200,000 was incurred before February 28, 2006; and accordingly, each of KWG and Cliffs earned a 25% interest of the property.

On March 27, 2009, the Company negotiated an amendment to the Freewest Option Agreement whereby the option earn-in calls for a \$15,000,000, three-year commitment. As a result of this amendment, the Company is no longer required to prepare a bankable feasibility study within 18 months, as had been called for in the 2005 agreement. Under the amendment, KWG would have options for up to a \$7,500,000 commitment over the next three years, of which \$2,500,000 was required to be spent before March 31, 2010. In early 2010, Freewest was served with a notice that this first commitment had been met. A further \$2,500,000 was required to be spent before March 31, 2011. This requirement was satisfied through the direct payment to Freewest early in the second quarter of 2011. Each such option increases the Company’s ownership by 1.5%. The final \$2,500,000 was required to be spent by March 31, 2012 and this requirement was met. Each option increases the Company’s ownership by 1.5% with the result being that KWG now owns 30% of the Big Daddy project.

- (iii) During 2009, the Company commenced efforts to explore and develop a transportation link to the Company’s properties in Northern Ontario in order to increase the economic viability of these properties. These operations entailed a detailed analysis of railroad route

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alternatives, preliminary soils analysis and claim staking. Concurrently with this activity, the Company is performing exploration activities on these claims. This project and exploration activity was continued throughout 2010 and 2011. All costs related to this project have been capitalized. On March 2, 2012, the Company acquired 49 unpatented claims from INV Metals Inc. for consideration consisting of 3,000,000 common shares and 3,000,000 warrants. These claims are contiguous to the claims already held by the Company and are located on the railroad route.

- (iv) On June 1, 2012, the Company purchased for \$100,000 in cash, 2,000,000 units (representing 6.3% of the outstanding units) and 2,000,000 warrants of The Temagami Iron Limited Partnership ("Temagami"). The warrants may be exercised to acquire additional partnership units at \$0.05 each at any time within 90 days after the receipt of a compilation report on the property. These funds will be used by Temagami to update studies and provide KWG with an opportunity to review and participate further, if appropriate. In April of 2013, the Company exercised 300,000 of these warrants for cash consideration of \$15,000. The Company now owns 2,300,000 units of the partnership.
- (v) On March 4, 2013, the Company signed an agreement with Bold Ventures Inc. ("Bold") to fund Bold as the Operator to drill the Black Horse chromite discovery. The intent of the program is to determine whether this chromite mineralization occurs in sufficient quantity and quality to demonstrate the feasibility of mining it. Bold has entered into an option agreement (the "Fancamp Option") to acquire the Black Horse claims from Fancamp Exploration Ltd. ("Fancamp"). Under the Fancamp Option, Bold can earn up to a 100% working interest in the Black Horse property through a four-stage process. Bold can earn a 50% interest under the first stage by making option payments totalling \$1,500,000 and incurring exploration expenditures of at least \$8,000,000 over a three-year period. The second stage provides for a further 10% interest that may be earned by Bold at any time by delivery of a positive feasibility study and by making a payment of \$700,000 in cash and/or stock, at the option of Bold. Under the third stage, Bold can earn a further 20% interest by agreeing to pay Fancamp \$15,000,000, payable in equal instalments, over three years with half of the amount payable in cash and the balance payable, at Bold's option, through the issuance of common shares of Bold, or its assignee, at the market price at the time the shares are issued. If the option under the third stage is exercised, the fourth stage would provide Bold with the option to acquire Fancamp's remaining 20% interest in exchange for a 2% NSR. Once all of the capital costs to bring the project to the production stage have been repaid entirely, the NSR may be scaled up to a maximum of 4% of the total revenue from the sale of all metals and mineral products from the property depending upon the price of product sold. The options under stages three and four must be exercised within 90 days following the date that Bold earns its 60% interest.

Under the terms of the agreement between KWG and Bold, KWG can acquire up to 80% of Bold's interest in the Fancamp Option, in respect of chromite only, by funding 100% of Bold's option payments and programs under the four stages listed above. For nickel and other non-chromite minerals identified during the exploration programs, the parties have agreed to form a joint venture in which KWG has a 20% working interest. KWG will have a right of first refusal to purchase all ores or concentrates produced by such joint venture whenever its joint venture interest exceeds 50%. Payments under the first stage in respect of the earn-in option total of \$1,500,000 are to be made as follows: funding of \$300,000 for a first program, \$500,000 by February 7, 2014 and \$700,000 by February 7, 2015 and in respect of the exploration expenditures totalling a minimum of \$8,000,000 are to be made as follows: \$3,000,000 payable upon closing, \$2,000,000 by March 31, 2014

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Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) (in Canadian dollars)

and \$3,000,000 by March 31, 2015. The first option payment in the amount of \$300,000 was paid in cash. The Company has the option of making future option payments by way of either cash or stock of the Company. On September 30, 2013, the Company served Bold with written notice that it intends to fund the remaining commitments under stage one, totalling \$6,200,000, as required by this agreement. On February 7, 2014, the Company issued 10,000,000 common shares in satisfaction of the second option payment. The first and second spending requirements in respect of exploration expenditures were met as of March 31, 2014 (Note 22).

9 INTANGIBLE ASSETS

On May 12, 2014, the Company signed an agreement to acquire 50% of the ownership rights in two United States provisional patent applications relating to the production of chromium iron alloys directly from chromate ore, and the production of low carbon chromium iron alloys directly from chromite concentrates (the "Chromium IP Transaction"). The Chromium IP Transaction includes the right to use these provisional patent applications as the basis for filing additional patent applications in the United States, Canada and elsewhere worldwide and includes a fifty-percent interest in any of the vendor's associated intellectual property (the "Chromium IP").

The parties' interests in the Chromium IP is held through a limited partnership (the "LP") established by the vendor and KWG for purposes of completing the Chromium IP Transaction and developing and exploiting the Chromium IP. The limited partners of the LP are a wholly-owned subsidiary of KWG and a corporation beneficially owned by the vendor. The general partner of the LP, which will manage the business of the LP, is another wholly-owned subsidiary of KWG.

The vendor assigned its fifty-percent interest in the Chromium IP to the LP in exchange for 25,000,000 units of KWG (each a "Unit") with each Unit comprising one common share and one common share purchase warrant exercisable at a price of \$0.10 for five years (Note 11(i)).

KWG has the option to acquire a further 25% interest in the Chromium IP from the vendor (held through the LP) in exchange for the issuance of an additional 12,500,000 Units to the vendor at any time within one year (the "First Option"). If the First Option is exercised, KWG will have an additional option to acquire the vendor's remaining 25% interest in the Chromium IP (held through the LP) in exchange for the issuance of a further 12,500,000 Units to the vendor at any time within one year after the exercise of the First Option thereby acquiring 100% of the LP.

All costs associated with this acquisition have been capitalized.

As of September 30, 2014, these patents were still pending; therefore, no amortization has been recorded in these financial statements.

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
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	Notes	As at September 30, 2014	As at December 31, 2013
Trade payables			
Exploration and evaluation projects	8	39,587	116,569
Non-project related		302,603	51,809
Accrued liabilities			
Exploration and evaluation projects		-	5,717
Non-project related		51,428	59,470
Lease inducement	17(ii)	28,827	36,457
		422,445	270,022

11 SHARE CAPITAL

Authorized

An unlimited number of no par value common shares

Issued

Changes in the Company's share capital were as follows:

	Nine months ended September 30, 2014	Year ended December 31, 2013
Issued	Number of common shares	Number of common shares
Balance – beginning of period	737,129,773	691,577,273
Issued through private placements (ii)(iii)(iv)(vi)(vii)(ix)(x)(xi)(xii)	5,100,000	45,270,000
Issued for exploration and evaluation projects (v)	10,000,000	-
Issued for intangible assets (i)	25,000,000	-
Issued for services rendered (viii)	612,695	282,500
Balance – end of period	777,842,468	737,129,773

- (i) On May 12, 2014, the Company issued 25,000,000 units in conjunction with the Chromium IP Transaction (Note 9), with each unit comprising one common share and one common share purchase warrant exercisable at a price of \$0.10 for five years. The shares were valued at the market value on that date of \$0.075 per share, for a total value of \$1,875,000. The warrants were valued at \$1,075,000 using a valuation model based on the following assumptions: market value of \$0.075 per share, expected dividend yield of 0%, expected volatility of 78%, risk-free rate of return of 1.50% and a life of five years.
- (ii) In April 2014, the Company completed a non-brokered private placement of 2,200,000 "flow-through" units at a price of \$0.10 per unit for a total consideration of \$220,000 (Note 16). Each unit consisted of one "flow-through" common share and one warrant which entitles the holder to purchase one "flow-through" common share for \$0.15 within one year. The warrants were valued at \$8,800 using a valuation model based on the following assumptions: market value of \$0.065 per share, expected dividend yield of 0%, expected volatility of 73%, risk-free rate of return of 1.05% and a life of one year.

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- (iii) In March 2014, the Company completed a non-brokered private placement of 1,000,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$50,000. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$10,317 using a valuation model based on the following assumptions: market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 65%, risk-free rate of return of 1.23% and a life of three years.

Finder’s fees of \$2,500 in cash and 20,000 compensation options were paid to a qualified party in relation to this placement. Each compensation option entitles its holder to purchase one non-flow-through common share at a price of \$0.05 for a period of three years from the date of issue. The fair value of the finder’s compensation options was calculated using a valuation method based on the following assumptions: market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 65%, risk-free rate of return of 1.23% and a life of three years. As a result, the fair value of the compensation options was estimated at \$520.

- (iv) In February 2014, the Company completed non-brokered private placements of 1,700,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$85,000. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$17,192 using a valuation model based on the following assumptions: for 700,000 warrants - market value of \$0.045 per share, expected dividend yield of 0%, expected volatility of 67%, risk-free rate of return of 1.19% and a life of three years; and for 1,000,000 warrants – market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 67%, risk-free rate of return of 1.19% and a life of three years.
- (v) On February 7, 2014, the Company issued 10,000,000 common shares in satisfaction of the option payment due under the Bold Ventures project (Note 8(v)). These were valued at the market value on that date of \$0.05 per share, for a total cost of \$500,000.
- (vi) In January 2014, the Company completed non-brokered private placements of 200,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$10,000. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$1,964 using a valuation model based on the following assumptions: market value of \$0.045 per share, expected dividend yield of 0%, expected volatility of 67%, risk-free rate of return of 1.16% and a life of three years.
- (vii) In December 2013, the Company completed non-brokered private placements of 2,310,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$115,500. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$20,142 using a valuation model based on the following assumptions: for 200,000 warrants - market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 69%, risk-free rate of return of 1.51% and a life of three years; for 250,000 warrants – market value of \$0.045 per share, expected dividend yield of 0%, expected volatility of 66%, risk-free rate of return of 1.62% and a life of three years; for 1,700,000 warrants – market value of \$0.045 per share, expected

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dividend yield of 0%, expected volatility of 63%, risk-free rate of return of 1.62% and a life of three years; and for 160,000 warrants – market value of \$0.04 per share, expected dividend yield of 0%, expected volatility of 66%, risk-free rate of return of 1.62% and a life of three years.

- (viii) On each of December 5, 2013 and February 7, 2014, 282,500 common shares were issued to AGORA International Enterprises Corp (“AGORA”) at a market value of \$0.05 per share for a total consideration of \$14,125 for each issuance. On June 17, 2014, 201,785 common shares were issued to AGORA at a market value of \$0.07 per share for a total consideration of \$14,125. On July 21, 2014, 128,410 common shares were issued to AGORA at a market value of \$0.055 per share for a total consideration of \$7,063. These were the first four payments under a shares-for-service contract signed on October 7, 2013 (Note 17(iii)).
- (ix) In November 2013, the Company completed non-brokered private placements of 27,200,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$1,360,000. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$291,663 using a valuation model based on the following assumptions: for 22,500,000 warrants - market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 69%, risk-free rate of return of 1.51% and a life of three years; for 600,000 warrants – market value of \$0.045 per share, expected dividend yield of 0%, expected volatility of 69%, risk-free rate of return of 1.51% and a life of three years; and for 4,100,000 warrants – market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 62%, risk-free rate of return of 1.51% and a life of three years.

Finder’s fees of \$42,000 in cash and 332,000 compensation options were paid to two qualified parties in relation to these placements, one of which was a related party (Note 16). Each compensation option entitles its holder to purchase one non-flow-through common share at a price of \$0.05 for a period of three years. The fair value of the finder’s compensation options was estimated using a valuation method based on the following assumptions: for 250,000 options - market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 69%, risk-free interest rate of 1.51% and a life of three years; and for 82,000 options – market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 62%, risk-free interest rate of 1.51% and a life of three years. As a result, the fair value of the compensation options was estimated at \$7,472 after a pro-rata allocation of the fair value of the options’ components.

- (x) In October 2013, the Company completed non-brokered private placements of 4,760,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$238,000. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$43,977 using a valuation model based on the following assumptions: for 400,000 warrants - market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 69%, risk-free rate of return of 1.53% and a life of three years; for 360,000 warrants – market value of \$0.045 per share, expected dividend yield of 0%, expected volatility of 69%, risk-free rate of return of 1.53% and a life of three years; and for 4,000,000 warrants – market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 61%, risk-free rate of return of 1.53% and a life of three years.

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- (xi) In September 2013, the Company completed non-brokered private placements of 5,000,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$250,000. Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$64,111 using a valuation model based on the following assumptions: for 400,000 warrants - market value of \$0.05 per share, expected dividend yield of 0%, expected volatility of 68%, risk-free rate of return of 1.72% and a life of three years; and for 4,600,000 warrants – market value of \$0.055 per share, expected dividend yield of 0%, expected volatility of 68%, risk-free rate of return of 1.72% and a life of three years.
- (xii) In June 2013, the Company completed non-brokered private placements of 6,000,000 “flow-through” units at a price of \$0.05 per unit for a total consideration of \$300,000, some of which were subscribed for by related parties (Note 16). Each unit consisted of one “flow-through” common share and one warrant which entitles the holder to purchase one “flow-through” common share for \$0.10 within three years. The warrants were valued at \$58,920 using a valuation model based on the following assumptions: market value of \$0.045 per share, expected dividend yield of 0%, expected volatility of 66%, risk-free rate of return of 1.69% and a life of three years.

12 WARRANTS AND COMPENSATION OPTIONS

Changes in the Company’s outstanding common share purchase warrants and compensation options were as follows:

Issued	Nine months ended September 30, 2014		Year ended December 31, 2013	
	Warrants	Compensation options	Warrants	Compensation Options
Balance – beginning of period	119,420,000	1,082,000	78,790,940	750,000
Issued as part of private placement of units (Note 11(ii)(iii)(iv)(vi)(vii)(ix)(x)(xi)(xii))	5,100,000	-	45,270,000	-
Issued for intangible assets (Note 11(i))	25,000,000	-	-	-
Issued for finders’ compensation (Note 11(iii))	-	20,000	-	332,000
Expired	(50,150,000)	(750,000)	(4,640,940)	-
Balance – end of period	99,370,000	352,000	119,420,000	1,082,000

Outstanding common share purchase warrants and compensation options entitle their holders to subscribe for an equivalent number of common shares.

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A summary of the Company's outstanding warrants and compensation options as at September 30, 2014 is presented below:

Number of warrants	Number of compensation options	Exercise price \$	Expiry date
2,200,000	-	0.15	April 2015
6,000,000	-	0.10	June 2016
21,000,000	-	0.15	August 2016
5,000,000	-	0.10	September 2016
4,760,000	-	0.10	October 2016
27,200,000	-	0.10	November 2016
-	332,000	0.05	November 2016
2,310,000	-	0.10	December 2016
200,000	-	0.10	January 2017
1,700,000	-	0.10	February 2017
1,000,000	-	0.10	March 2017
-	20,000	0.05	March 2017
3,000,000	-	0.12	March 2017
25,000,000	-	0.10	April 2019
99,370,000	352,000	0.11	

13 STOCK OPTION PLAN

The Company maintains a stock option plan (the "Plan") whereby the Board of Directors may from time to time grant to employees, officers, directors and consultants of the Company or any subsidiary thereof options to acquire common shares as may be determined by the Board, provided that the exercise price may not be lower than the greater of the market price of the common shares at the time of the grant of the options and the minimum price permitted under applicable stock exchange policies.

As at September 30, 2014, the Plan provides (i) that the maximum number of common shares that may be reserved for issuance under the Plan shall be equal to 10% of the number of issued and outstanding common shares; and (ii) that the maximum number of common shares which may be reserved for issuance to any one optionee pursuant to share options may not exceed 5% of the common shares outstanding at the time of the grant.

Options vest over an 18-month period: 25% at the date of the grant and 12.5% in each of the following six quarters, unless otherwise prescribed by the Board of Directors. Options granted must be exercised over a period no longer than five years after the date of grant, and they are not transferable.

A summary of changes in the Company's stock options outstanding is presented below:

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Options

	Nine months ended September 30, 2014		Year ended December 31, 2013	
	Number of common shares	Average exercise price	Number of common shares	Average exercise price
Balance – beginning of period	66,404,500	0.111	57,273,200	0.113
Granted	8,400,000	0.100	12,336,000	0.100
Expired	-	-	(3,204,700)	0.100
Balance – end of period	74,804,500	0.110	66,404,500	0.111

The following table summarizes information about options outstanding and exercisable as at September 30, 2014:

Exercise price	Number of options	Outstanding options	Exercisable options
		Average contractual life (in years)	
0.100	45,259,500	2.34	41,059,500
0.115	3,500,000	1.23	3,500,000
0.125	24,545,000	0.35	24,545,000
0.140	1,500,000	0.50	1,500,000
0.110	74,804,500	1.66	70,604,500

Total stock-based compensation costs for the nine months ended September 30, 2014 amounted to \$357,180 (2013 – \$216,650).

The fair value of the options granted in 2013 and 2014 was estimated using the Black-Scholes option pricing model based on the following assumptions:

	May 2013	April 2014
Market value per share	\$0.045	\$0.085
Expected dividend per share	Nil	Nil
Expected volatility	104.07%	79.48%
Risk-free interest rate	1.69%	1.67%
Life of the options granted	5 years	5 years
Weighted average of estimated fair value of each option granted	\$0.030	\$0.052

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The Company's general and administrative expenses consist of the following:

	Three-month periods ended September 30		Nine-month periods ended September 30	
	2014	2013	2014	2013
Advertising and promotion	22,073	12,679	116,282	49,599
Consultants' fees	103,806	67,315	351,481	386,688
Directors' fees and insurance	32,018	29,193	89,882	93,111
Filing fees	13,822	1,767	50,885	29,161
Gain on disposal of capital assets	(6,000)	-	(6,000)	-
Investor relations fees	40,206	20,382	121,811	73,483
Professional fees	103,210	82,169	585,258	529,239
Office overheads	72,468	58,214	222,842	199,374
Salaries and benefits	182,429	186,609	715,158	696,160
Travel and accommodation	5,119	16,760	67,266	41,660
Administrative recovery	(20,580)	(10,175)	(110,911)	(120,131)
	548,571	464,913	2,203,954	1,978,344

15 FINANCE INCOME / (LOSS)

	Three-month periods ended September 30		Nine-month periods ended September 30	
	2014	2013	2014	2013
Interest income	4,612	16,519	29,835	59,394
Net change in financial assets at FVTPL	(70,000)	21,000	35,000	(127,100)
Premium on flow-through shares issued	-	30,000	68,200	273,983
Finance income / (expense)	(65,388)	67,519	133,035	206,277

16 RELATED PARTY TRANSACTIONS

The Company defines its officers (CEO, CFO and corporate secretary) and directors as Key Management Personnel ("KMP"). During the first three quarters of 2014, officers and companies controlled by officers charged consulting fees for cash consideration of \$188,708 (\$165,716 in 2013) and salaries and bonuses in the amount of \$287,712 (\$330,769 in 2013) of which \$18,185 remained payable at September 30, 2014 (\$12,778 in 2013). The consulting fees were for services performed by the corporate secretary and the CFO as well as for general accounting services. Directors' fees paid in the first three quarters totalled \$77,463 (\$75,572 in 2013). KMP received 6,200,000 stock options in the second quarter of 2014 (6,836,000 in the second quarter of 2013). In the first three quarters of 2014, stock compensation expenses totalled \$238,105 for KMP (\$132,830 in 2013).

Included in the April 2014 private placements were 800,000 flow-through units subscribed for by KMP for gross proceeds of \$80,000 (Note 11(ii)). Included in the June 2013 private placements were 2,000,000 flow-through units subscribed for by KMP for gross proceeds of \$100,000 (Note 11(xii)). Included in the finders' fees paid for the November 2013 private placements is \$500 paid to KMP (Note 11(ix)).

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Debut Diamonds Inc.

The Company shares management, administrative assistance and facilities and other technical personnel with DDI in an arrangement not covered by a written agreement. Prior to 2014, the costs charged to DDI were equal to the costs incurred by the Company. Since 2013, the Company has not charged DDI for overhead and personnel charges (charges in 2013: \$41,460). At December 31, 2012, due to adverse market conditions which management perceived were affecting the value of DDI's shares, the Company recorded a provision against the receivable from DDI in the amount of \$648,805. During 2013, DDI repaid \$91,477 of these loans. At September 30, 2014 the receivable balance was \$1,427,105 (December 31, 2013 - \$1,375,659) including interest of \$116,953 (\$65,507 at December 31, 2013). The entire receivable balance is subject to a loan agreement dated January 1, 2013. Under the loan agreement, interest is charged at 5% per annum compounded annually and the loan matures on January 2, 2016. Prior to January 1, 2013, there was no set repayment date for the due from related party loan and the loan was non-interest bearing. Due to the uncertainty of collection, this interest has not been accrued in these condensed interim consolidated financial statements. The agreement also contains a conversion provision whereby KWG can convert the amount of the loan outstanding including any accrued but unpaid interest thereon, or any portion thereof, into common shares of DDI at a rate of \$0.05 per common share. This debt is secured by a general security agreement over the assets of DDI.

17 COMMITMENTS AND CONTINGENCIES

- (i) The Company has incurred approximately \$13 million of expenditures which have been passed through to shareholders as eligible expenditures for their purposes under flow-through agreements. As noted in Note 2 to these financial statements, there is a risk that some or all of these expenditures may be disallowed. No provision has been made for potential cost to the Company, if any, of such disallowance. To the extent that the expenditures are disallowed as deductions to shareholders, additional tax attributes would be created for the Company which would be considered for recognition at that time. Additional costs may be incurred. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax-related amounts that become payable by the shareholders as a result of the Company not meeting its expenditure commitments.

Certain tax-related conditions may exist at the date the financial statements are issued which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company does not record any liability for such future events until such time as the events are probable and reasonably determinable.

- (ii) The Company has signed an operating lease for its premises located at 141 Adelaide St. W., Suite 420, Toronto, On, M5H 3L5. The lease is a net lease with a term of five years commencing on August 1, 2012. Monthly minimum rental payments are \$5,326 for October 1, 2012 through July 31, 2014 and \$5,568 for August 1, 2014 through July 31, 2017. The Company is also responsible for its proportionate share of the operating costs in relation to this space. In addition to waiving the first two months' rental payments, the landlord reimbursed the Company for the amount of \$28,002 in relation to leasehold improvements and moving costs. The total amount of these inducements will be amortized over the life of the lease (Note 10).

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- (iii) In accordance with the agreement with AGORA, the Company has committed to issue common shares with a market value of \$7,063 on or about October 15, 2014 (Note 11(viii)). As of the date of these financial statements, these shares have not been issued.
- (iv) The Company's exploration and evaluation activities are subject to various 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.

18 FINANCIAL INSTRUMENTS AND FAIR VALUES

The Company has exposure to the following risks from its use of financial instruments: credit risk; liquidity risk; and market risk.

A complete description of the Company's financial risk management is included in Note 23 to the 2013 audited consolidated financial statements. There have been no changes to the Company's exposure to each of the above risks during the nine months ended September 30, 2014. Further quantitative disclosures are included throughout these financial statements.

19 DETERMINATION OF FAIR VALUES

There have been no changes in how the Company determines fair value for both financial and non-financial assets and liabilities from the descriptions included in Note 22 to the Company's 2013 audited consolidated financial statements. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

20 CAPITAL MANAGEMENT DISCLOSURES

The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued project development and corporate activities. Capital is defined by the Company as the aggregate of its shareholders' equity. Shareholders' equity totalled \$44,537,092 at September 30, 2014 and \$42,909,174 at December 31, 2013.

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. In order to maintain or adjust the capital structure, the Company expects that it will be able to obtain equity, long-term debt, equipment-based financing and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful. In order to achieve these objectives, the Company invests its unexpended cash in highly-liquid, rated financial instruments. There were no changes in the Company's approach to capital management during the first nine months of 2014. The Company is not subject to externally imposed capital requirements.

KWG RESOURCES INC.**Notes to the Condensed Interim Consolidated Financial Statements
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21 SEGMENTED INFORMATION

Operating segments are reported in a manner consistent with the way in which the Company's executive officers review business performance on a quarterly basis. The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in these condensed interim consolidated financial statements also represent segment amounts.

22 SUBSEQUENT EVENTS

In October 2014, KWG and Bold extended by 30 days to October 30, 2014, the deadline by which the Company must provide binding notice ("Binding Notice 2") to Bold pursuant to the option agreement between KWG and Bold regarding the Koper Lake Project (the "Option Agreement") (Note 8(v)). Pursuant to the terms of the Option Agreement, the Company was to provide Bold with Binding Notice 2 by September 30, 2014 if it intended to make the \$700,000 option payment due February 7, 2015 and expend an aggregate of \$8,000,000 on the Koper Lake Project by March 31, 2015.

In November 2014, KWG and Bold further extended the deadline by which the Company must provide Binding Notice 2 from October 30, 2014 to December 30, 2014. If Binding Notice 2 is not delivered within the extended time, KWG's option regarding the Koper Lake Project will be terminated.