

---

**BITTERROOT RESOURCES LTD.**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**(Expressed in Canadian Dollars)**  
**(Unaudited – Prepared by Management)**

---

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

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

The Company's independent auditor has not performed a review of these 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.

**BITTERROOT RESOURCES LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

	Note	July 31, 2014	October 31, 2013
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 165,749	\$ 593,407
Prepaid expenses		4,868	4,245
Receivables		4,255	4,827
<b>Total current assets</b>		<b>174,872</b>	<b>602,479</b>
<b>Non-current assets</b>			
Reclamation deposit		21,500	21,500
Exploration and evaluation assets	4	5,492,011	4,777,223
Equipment	5	5,390	6,495
<b>Total non-current assets</b>		<b>5,518,901</b>	<b>4,805,218</b>
<b>TOTAL ASSETS</b>		<b>\$ 5,693,773</b>	<b>\$ 5,407,697</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		\$ 326,957	\$ 99,714
Due to related party	8	10,500	-
<b>Total liabilities</b>		<b>337,457</b>	<b>99,714</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	6	23,099,769	22,859,785
Equity reserves	6	3,769,563	3,701,762
Deficit		(21,513,016)	(21,253,564)
<b>Total shareholders' equity</b>		<b>5,356,316</b>	<b>5,307,983</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 5,693,773</b>	<b>\$ 5,407,697</b>

Nature of operations (Note 1)

Commitments (Note 11)

Subsequent event (Note 12)

Approved by the Board of Directors on September 17, 2014:

“Michael S. Carr”  
Michael S. Carr, Director

“George W. Sanders”  
George W. Sanders, Director

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

**BITTERROOT RESOURCES LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

	Note	Three months ended July 31,		Nine months ended July 31,	
		2014	2013	2014	2013
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>					
Depreciation	5	\$ 368	\$ 391	\$ 1,105	\$ 1,088
Foreign exchange loss		3,397	(270)	8,326	2,494
Interest and bank charges		474	292	1,045	1,094
Management fees	8	30,000	24,000	90,000	72,000
Office and printing		12,486	21,721	59,420	63,562
Professional fees		6,530	14,322	21,548	36,053
Regulatory fees		-	-	5,200	8,800
Share-based payments	8	47,479	-	47,479	-
Shareholder information		1,532	5,413	9,572	17,185
Transfer agent fees		4,871	2,237	15,757	17,197
<b>Operating expenses</b>		<b>(107,137)</b>	<b>(68,106)</b>	<b>(259,452)</b>	<b>(219,473)</b>
Interest income		-	498	-	4,165
<b>Loss for the period</b>		<b>\$ (107,137)</b>	<b>\$ (67,608)</b>	<b>\$ (259,452)</b>	<b>\$ (215,308)</b>
<b>Basic and diluted loss per share</b>		<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>		<b>131,808,327</b>	<b>114,075,827</b>	<b>129,446,422</b>	<b>114,034,783</b>

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

**BITTERROOT RESOURCES LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

	<b>Nine months ended July 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities</b>		
Loss for the period	\$ (259,452)	\$ (215,308)
Items not involving cash:		
Depreciation	1,105	1,088
Share-based payments	47,479	-
Changes in non-cash working capital:		
Prepaid expenses	(623)	2,197
Receivables	572	1,157
Accounts payable and accrued liabilities	(29,039)	(42,215)
Due to related party	10,500	-
<b>Cash used in operating activities</b>	<b>(229,458)</b>	<b>(253,081)</b>
<b>Cash flows from financing activities</b>		
Private placements	260,000	-
Share issue costs	(14,300)	-
Share subscriptions received in advance	-	36,000
Warrants exercised	-	13,500
<b>Cash provided by financing activities</b>	<b>245,700</b>	<b>49,500</b>
<b>Cash flows from investing activities</b>		
Equipment additions	-	(1,715)
Interest income	-	10,364
Exploration and evaluation assets expenditures	(443,900)	(805,225)
Proceeds from reclamation deposit	-	1,800
<b>Cash used in investing activities</b>	<b>(443,900)</b>	<b>(794,776)</b>
<b>Change in cash during the period</b>	<b>(427,658)</b>	<b>(998,357)</b>
<b>Cash, beginning of period</b>	<b>593,407</b>	<b>1,040,280</b>
<b>Cash, end of period</b>	<b>\$ 165,749</b>	<b>\$ 41,923</b>

Supplemental disclosure with respect to cash flows (Note 7).

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

**BITTERROOT RESOURCES LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

	Number of shares	Share capital	Subscriptions received in advance	Equity reserves	Deficit	Total
<b>Balance - October 31, 2012</b>	<b>113,940,827</b>	<b>\$21,887,541</b>	<b>\$ -</b>	<b>\$ 3,562,525</b>	<b>\$ (18,127,009)</b>	<b>\$ 7,323,057</b>
Shares subscriptions received in advance	-	-	36,000	-	-	36,000
Warrants exercised	135,000	13,500	-	-	-	13,500
Share-based payments	-	-	-	38,186	-	38,186
Loss for the period	-	-	-	-	(215,308)	(215,308)
<b>Balance – July 31, 2013</b>	<b>114,075,827</b>	<b>\$21,901,041</b>	<b>\$ 36,000</b>	<b>\$ 3,600,711</b>	<b>\$ (18,342,317)</b>	<b>\$ 7,195,435</b>
<b>Balance - October 31, 2013</b>	<b>126,608,327</b>	<b>\$22,859,785</b>	<b>\$ -</b>	<b>\$ 3,701,762</b>	<b>\$ (21,253,564)</b>	<b>\$ 5,307,983</b>
Private placement	5,200,000	260,000	-	-	-	260,000
Share issue costs	-	(14,300)	-	-	-	(14,300)
Share-based payments	-	-	-	62,085	-	62,085
Finder's fees	-	(5,716)	-	5,716	-	-
Loss for the period	-	-	-	-	(259,452)	(259,452)
<b>Balance - July 31, 2014</b>	<b>131,808,327</b>	<b>\$23,099,769</b>	<b>\$ -</b>	<b>\$ 3,769,563</b>	<b>\$ (21,513,016)</b>	<b>\$ 5,356,316</b>

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

---

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

---

**1. NATURE OF OPERATIONS**

Bitterroot Resources Ltd. (the “Company”) is in the exploration stage and its principal business activity is the sourcing and exploration of resource properties.

The Company was incorporated on March 13, 1951 under the Laws of British Columbia. The Company’s head office address is Suite 206-B – 1571 Bellevue Avenue, West Vancouver, BC, V7V 1A6, Canada and its registered office address is Suite 218 – 470 Granville Street, Vancouver, BC, V6C 1V5, Canada. The Company is listed on the TSX Venture Exchange under the symbol “BTT”.

The condensed consolidated interim financial statements of the Company are presented in Canadian dollars unless otherwise indicated, which is the functional currency.

**2. BASIS OF PREPARATION**

**Statement of compliance and basis of measurement**

These unaudited condensed consolidated interim financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of July 31, 2014.

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

**Use of estimates and judgments**

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates, judgments 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.

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.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

*Share-based payments*

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

---

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

---

**2. BASIS OF PREPARATION (cont'd)**

**Use of estimates and judgments (cont'd)**

*Recovery of deferred tax assets*

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The Company has not recorded any deferred tax assets.

*Exploration and evaluation assets*

Recorded costs of exploration and evaluation assets are not intended to reflect present or future values of these properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements include, but are not limited to, the following:

*Determination of functional currency*

In accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*, management determined that the functional currency of the Company and its subsidiaries is the Canadian dollar.

**Going concern of operations**

These condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends on its ability to raise adequate financing and to develop profitable operations.

Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur.

As the Company is in the exploration and evaluation stage, the Company has not identified a known body of commercial grade mineral on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues. The Company expects to incur further losses in the development of its business. These circumstances comprise a material uncertainty which may cast substantial doubt on the Company's ability to continue as a going concern.



---

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

---

**3. SIGNIFICANT ACCOUNTING POLICIES**

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual consolidated financial statements as at October 31, 2013. These unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended October 31, 2013.

**New accounting standards and interpretation**

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2013, including IAS 27 Separate Financial Statements, IAS 28 Investments in Associates and Joint Ventures, IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosure of Interest of Other Entities, and IFRS 13 Fair Value Measurement. The Company has adopted these policies and none of them have a significant effect on the condensed interim consolidated financial statements.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting Standards Issued and Effective January 1, 2014

IAS 32, "Financial Instruments: Presentation" clarifies certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of 'currently has a legally enforceable right of set-off';
- the application of simultaneous realization and settlement;
- the offsetting of collateral amounts; and
- the unit of account for applying the offsetting requirements.

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

**4. EXPLORATION AND EVALUATION ASSETS**

	Michigan Lands Michigan, USA	North Brenda Property B.C., Canada	Windy Property Nunavut, Canada	Total
<b>Balance - October 31, 2012</b>	<b>\$ 3,943,788</b>	<b>\$ 2,036,692</b>	<b>\$ 356,408</b>	<b>\$ 6,336,888</b>
Acquisition costs	4,197	-	-	4,197
Claims, leases and permits	92,969	600	425	93,994
Consulting and professional	232,391	9,833	-	242,224
Drilling	187,319	-	-	187,319
Field supplies	4,804	-	-	4,804
Fuel	829	-	-	829
Geochemistry	3,217	-	-	3,217
Geophysics	507,656	-	375	508,031
Ground transportation	46,674	-	-	46,674
Other	16,607	1,680	-	18,287
Room and board	7,524	-	-	7,524
Share-based payments	57,204	-	-	57,204
Travel and freight	10,065	211	-	10,276
Expenditures during the year	1,171,456	12,324	800	1,184,580
Write-down of exploration and evaluation assets	(1,310,039)	(1,076,998)	(357,208)	(2,744,245)
<b>Balance - October 31, 2013</b>	<b>\$ 3,805,205</b>	<b>\$ 972,018</b>	<b>\$ -</b>	<b>\$ 4,777,223</b>
Acquisition costs	30,737	-	-	30,737
Claims, leases and permits	43,536	1,000	-	44,536
Consulting and professional	110,589	-	-	110,589
Drilling	402,756	-	-	402,756
Field supplies	5,782	-	-	5,782
Fuel	2,259	-	-	2,259
Geochemistry	1,277	-	-	1,277
Geophysics	59,297	-	-	59,297
Ground transportation	7,903	-	-	7,903
Other	15,799	986	-	16,785
Room and board	7,522	-	-	7,522
Share-based payments	14,606	-	-	14,606
Travel and freight	10,739	-	-	10,739
Expenditures during the period	712,802	1,986	-	714,788
<b>Balance - July 31, 2014</b>	<b>\$ 4,518,007</b>	<b>\$ 974,004</b>	<b>\$ -</b>	<b>\$ 5,492,011</b>

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

---

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

---

**4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

**Michigan Lands, Michigan, U.S.A.**

*Mineral Rights*

The Company owns a 100% interest in certain mineral rights in the Upper Peninsula of Michigan, U.S.A. On some of the mineral rights the vendor retains a 2% net smelter return royalty (NSR) and the Company has the option to purchase one half of this NSR royalty by paying \$1,000,000 U.S. on or before December 31, 2048. The Company's remaining wholly-owned mineral rights are not encumbered by royalties. Following a drilling program conducted during the year ended October 31, 2013, the Company wrote-down \$1,199,615 of exploration costs related to the Norwich target, located on the Company's 100%-owned mineral rights in Michigan.

*Federal Mineral Rights*

During the year ended October 31, 2013, two Federal prospecting permits were forfeited. As a result, the Company wrote-down \$46,272 of exploration costs related to this property. The company currently holds no Federal prospecting permits.

*State Mineral Rights*

During the period ended July 31, 2014, the Company released State of Michigan metallic minerals leases covering 1,498 acres. The Company currently holds state leases covering 880 acres of State of Michigan mineral rights. State leases are subject to a sliding scale production royalty ranging from 2% to 7%, or to a net smelter returns royalty, the terms of which are negotiated on a case-by-case basis.

*Mineral Rights Leased from a Third Party*

During the period ended July 31, 2014, the Company released 600 acres of mineral rights held under lease from a third party. As a result, the Company wrote-down \$64,152 of costs related to these lands during the year ended October 31, 2013. The company currently holds no minerals leases from third parties.

*Mineral Rights Purchase Agreement*

In September 2013, the Company, through its subsidiary, entered into mineral purchase agreement to purchase privately-owned mineral rights covering 160 acres in Houghton County, Michigan for US\$40,000. The Company paid US\$4,000 during the year ended October 31, 2013 and the remaining US\$36,000 during the period ended July 31, 2014.

During the period ended July 31, 2014, the Company incurred exploration expenditures of \$712,802 (October 31, 2013 - \$1,171,456) relating to the Michigan properties. The Company wrote-down total costs of \$1,310,039 related to exploration on its various Michigan properties during the year ended October 31, 2013.

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

**4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

**North Brenda Property, B.C., Canada**

During the period ended July 31, 2014, the Company incurred exploration expenditures of \$1,986 (October 31, 2013 - \$12,324) relating to the 100%-owned North Brenda property. A portion of the property will no longer be pursued by the Company. As a result, during the year ended October 31, 2013, the Company wrote-down \$1,076,998 of costs related to the North Brenda property. The vendors retain a 2% net smelter returns royalty, of which the Company can purchase half by paying \$1,000,000.

**Windy Property, Nunavut, Canada**

During the year ended October 31, 2013, the Company ceased exploration on the 100%-owned Windy property in Nunavut and wrote-down \$357,208 of costs related to the Windy Property. The claims were allowed to lapse during the period ended July 31, 2014.

**Other**

The Company owns 100% interests in the GK Property claims and during the period ended July 31, 2014 the Company forfeited all the claims comprising the SPN Property in south-central British Columbia.

**5. EQUIPMENT**

	Computer hardware	Furniture and fixtures	Leasehold improvements	Total
<b>Cost</b>				
Balance - October 31, 2012	\$ 9,396	\$ 9,381	\$ 10,646	\$ 29,423
Additions	1,715	-	-	1,715
Balance – October 31, 2013 and July 31, 2014	11,111	9,381	10,646	31,138
<b>Accumulated depreciation</b>				
Balance - October 31, 2012	9,084	6,442	7,652	23,178
Additions	279	599	587	1,465
Balance – October 31, 2013	9,363	7,041	8,239	24,643
Additions	393	352	360	1,105
Balance – July 31, 2014	9,756	7,393	8,599	25,748
<b>Carrying amounts</b>				
October 31, 2013	1,748	2,340	2,407	6,495
July 31, 2014	\$ 1,355	\$ 1,988	\$ 2,047	\$ 5,390

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

**6. SHARE CAPITAL AND EQUITY RESERVES**

The authorized share capital consists of an unlimited number of common shares without par value.

During the period ended July 31, 2014, the Company issued common shares pursuant to the following:

- (i) On March 4, 2014, the Company issued 5,200,000 units at a price of \$0.05 per unit for gross proceeds of \$260,000. Each unit consists of one common share and one common share purchase warrant which is exercisable at \$0.10 expiring March 4, 2015. In connection with this private placement, the Company issued 245,000 broker warrants which are exercisable into common shares at \$0.10 per share expiring March 4, 2015. The fair value of the broker warrants under the Black-Scholes pricing model was \$5,716 and was recorded as share issue costs. The Company paid \$14,300 of cash share issue costs in relation to the private placement.

During the year ended October 31, 2013, the Company issued common shares pursuant to the following:

- (i) On August 6, 2013, the Company issued 12,532,500 units priced at \$0.08 per unit for gross proceeds of \$1,002,600. Each unit consists of one common share and one common share purchase warrant. Each full warrant is exercisable at \$0.15 expiring August 8, 2014. In connection with this private placement, the Company paid a finder's fee of \$37,900 and issued 265,650 broker warrants which are exercisable into common shares at \$0.15 per share expiring August 8, 2014. The fair value of the broker warrants under the Black-Scholes pricing model was \$5,956 and was recorded as share issue costs.
- (ii) Issued 135,000 common shares upon exercise of warrants for gross proceeds of \$13,500.

**Warrants**

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
<b>Balance - October 31, 2012</b>	24,528,548	\$ 0.10
Issued	12,798,150	0.15
Exercised	(135,000)	0.10
Expired	(24,393,548)	0.10
<b>Balance - October 31, 2013</b>	12,798,150	0.15
Issued	5,445,000	0.10
<b>Balance - July 31, 2014</b>	18,243,150	\$ 0.14

The weighted average trading price at the date the warrants were exercised during the year ended October 31, 2013 was \$0.15.

The following share purchase warrants were outstanding at July 31, 2014:

Number of Warrants	Exercise Price	Expiry Date
12,798,150	\$ 0.15	August 8, 2014*
5,445,000	0.10	March 4, 2015
18,243,150		

\* Expired subsequent to July 31, 2014 unexercised.

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

**6. SHARE CAPITAL AND EQUITY RESERVES (cont'd)**

**Warrants (cont'd)**

The following weighted average assumptions were used for the Black-Scholes valuation of broker warrants:

	Period ended July 31, 2014	Period ended July 31, 2013
Volatility	170.58%	-
Risk-free interest rate	1.05%	-
Dividend yield	-	-
Expected life	1.00 year	-

**Stock options**

The Company, in accordance with the policies of the TSX Venture Exchange, has a stock option plan in place under which it is authorized to grant options to directors, employees, and consultants, to acquire up to 10% of the issued and outstanding common shares. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of five years.

Pursuant to the option plan, options granted in respect of investor relations activities are subject to vesting restrictions such that one-quarter of the options vest three months from the date of grant and in each subsequent three-month period thereafter such that the entire option will have vested twelve months after the award date. Vesting restrictions may also be applied to certain other options grants, at the discretion of the directors.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number Of Options	Weighted Average Exercise Price
<b>Balance - October 31, 2012</b>	9,654,500	\$ 0.15
Granted	1,500,000	0.10
Expired	(974,500)	0.47
<b>Balance - October 31, 2013</b>	10,180,000	0.12
Granted	2,000,000	0.10
Expired	(1,895,000)	0.15
<b>Balance – July 31, 2014</b>	10,285,000	\$ 0.11

The following stock options were outstanding and exercisable at July 31, 2014:

Range of Exercise Price	Options Outstanding and Exercisable	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
(\$)		(years)	(\$)
0.00 – 0.10	5,630,000	3.15	0.10
0.11 – 0.20	4,655,000	2.48	0.11
	10,285,000	2.85	0.11

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

**6. SHARE CAPITAL AND EQUITY RESERVES (cont'd)**

**Options (cont'd)**

The weighted average fair value of each stock option granted during the period was \$0.03 (2013 - \$0.08), calculated using the Black-Scholes option-pricing model on the grant date using the following weighted average assumptions:

	<b>Period ended July 31, 2014</b>	<b>Period ended July 31, 2013</b>
Volatility	148.56%	148.19%
Risk-free interest rate	1.60%	1.65%
Dividend yield	-	-
Expected life	5.00 years	5.00 years

**Share-based payments**

Total share-based payments recognized for stock options granted during the period ended July 31, 2014 was \$62,085 (2013 - \$38,186). Share-based payments of \$14,606 (2013 - \$38,186) were capitalized to exploration and evaluation assets for options granted to field consultants and \$47,479 (2013 - \$nil) was expensed to operations for options granted to directors and officers of the Company.

**7. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Significant non-cash transactions during the period ended July 31, 2014 included:

- (a) The Company issued 245,000 broker warrants valued at \$5,716 as a share issue cost in connection with the private placement during the period.
- (b) Included in exploration and evaluation assets is \$318,406 which relates to accounts payable and accrued liabilities.
- (c) Included in exploration and evaluation assets is \$14,606 which relates to share-based payments.

Significant non-cash transactions during the period ended July 31, 2013 included:

- (a) Included in exploration and evaluation assets is \$6,652 which relates to accounts payable and accrued liabilities.
- (b) Included in exploration and evaluation assets is \$38,186 which relates to share-based payments.

**8. RELATED PARTY TRANSACTIONS**

The following is a summary of related party transactions and balances during the period July 31, 2014, not disclosed elsewhere in the financial statements:

- (a) Management fees of \$90,000 (2013 - \$72,000) were incurred from a company controlled by a director in common.
- (b) Share-based payments include stock options granted to directors and officers recorded at fair value of \$47,479 (2013 - \$nil).

As at July 31, 2014, the Company owed \$10,500 (October 31, 2013 - \$nil) to a company controlled by a director in common for management fees.

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

**9. SEGMENTED INFORMATION**

**Industry information**

The Company operates in one reportable operating segment, being the acquisition, exploration and development of exploration and evaluation assets.

**Geographic information**

The Company operates in both Canada and the U.S.A. The Company's equipment and reclamation deposits are in Canada. The Company's exploration and evaluation assets in geographic locations are as follows:

	July 31, 2014	October 31, 2013
Canada	\$ 974,004	\$ 972,018
U.S.A.	4,518,007	3,805,205
Total exploration and evaluation assets	\$ 5,492,011	\$ 4,777,223

**10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT**

**Capital management**

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses and private placements, or return capital to shareholders. As at July 31, 2014, the Company does not have any debt and is not subject to externally imposed capital requirements.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, currency risk, interest rate risk and price risk. Where material, these risks are reviewed and monitored by the Board of Directors.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is considered to be in the exploration stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash consists of cash deposited in business accounts and redeemable guaranteed investment certificates held by high credit quality financial institutions. The Company is not invested in any asset backed commercial paper.



---

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

---

**10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (cont'd)**

**Credit risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash, receivables and reclamation deposits. The Company limits exposure to credit risk by maintaining its cash and reclamation deposits with high-credit quality financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. The receivables balance consists of GST recoverable. There is ongoing review to evaluate the credit worthiness of these counterparties. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash, receivables and reclamation deposits.

**Currency risk**

The Company's operations are in Canada and the United States. The international nature of the Company's operations results in foreign exchange risk as transactions are denominated in a foreign currency. The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time. A strengthening (weakening) of the Canadian dollar against the US dollar of 10% would not have a significant effect on net loss.

**Interest rate risk**

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash as they are generally held with large financial institutions.

**Price risk**

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company.

**Fair value**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

*Level 1* – Unadjusted quoted prices in active markets for identical assets or liabilities;

*Level 2* – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

*Level 3* – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair value of financial liabilities is equal to their carrying values due to the short-term nature of these instruments.

---

**BITTERROOT RESOURCES LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED JULY 31, 2014**  
**UNAUDITED – PREPARED BY MANAGEMENT**  
**(Expressed in Canadian Dollars)**

---

**11. COMMITMENTS**

- (a) The Company is required to make certain cash payments to maintain its exploration and evaluation assets, as described in Note 4.
- (b) The Company has entered into an office lease expiring March 31, 2015 which calls for monthly payments of approximately \$1,528 in year one; \$1,584 in year two; \$1,641 in year three; \$1,698 in year four; and \$1,754 in year five, plus an applicable portion of operating costs.

Minimum annual lease payments, not including operating costs, pursuant to the lease agreement are as follows:

2014	\$	6,987
2015		<u>8,770</u>
	\$	<u>15,757</u>

**12. SUBSEQUENT EVENT**

Subsequent to the period ended July 31, 2014, the Company's Michigan subsidiary entered into an agreement whereby it will purchase an arms-length company's entire interest in a 40-acre minerals lease in Baraga County, Michigan. Bitterroot will issue 500,000 units, with each unit consisting of one Bitterroot common share and one common share purchase warrant, exercisable for two years at C\$0.10, plus make a one-time C\$7,500 cash payment to the arms-length company. The lease requires annual advance royalty payments of US\$100 per acre and the lessor retains a 3% NSR royalty.